

MEMORIAL

Journal Officiel
du Grand-Duché de
Luxembourg



MEMORIAL

Amtsblatt
des Großherzogtums
Luxemburg

RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 1372

5 juillet 2007

SOMMAIRE

Altoras S.A.	65844	N.G.E. S.A.	65856
API Immobilière S.A.	65840	Orphee S.A.	65810
BlueOrchard Loans for Development 2007-1 S.A.	65854	Pericom S.A.	65855
BlueOrchard Loans for Development S.A.	65854	P.P. Luxco Holdings II S.à.r.l.	65852
Definlux DFL S.A.	65853	P.P. Luxco Holdings S.à r.l.	65851
Euro Management Services S.A.	65844	Prefin S.A.	65844
Euro Management Services S.A.	65853	Richmont Services S.A.	65856
Euro-Tabacs S.A.	65850	Rodabelvue S.A.	65855
Health Management S.A.	65852	Rodelux S.A.	65853
Helium Syndication S.C.A.	65841	Sogecore Participations S.A.	65847
Kingdom Investments I (TSF)	65856	SPE Finance Sàrl	65854
Mangon Investments S.A.	65855	STOCKPORT (Luxembourg) Sàrl	65853
Monterey Services S.A.	65854	Studio Cophia, s.à r.l.	65854
Multimet S.A.	65852	United Biscuits LuxCo S.C.A.	65852
N.G.E. S.A.	65855	Wipro	65810
		Yalorys S.A.	65845

Orphee S.A., Société Anonyme Holding.

Siège social: L-1340 Luxembourg, 3-5, place Winston Churchill.
R.C.S. Luxembourg B 35.423.

Le bilan au 31 décembre 2006, ainsi que l'annexe et les autres documents et informations qui s'y rapportent ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signatures.

Référence de publication: 2007063353/833/13.

Enregistré à Luxembourg, le 23 mai 2007, réf. LSO-CE04730. - Reçu 20 euros.

Le Receveur (signé): G. Reuland.

(070066121) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Wipro, Succursale d'une société de droit étranger.

Adresse de la succursale: L-2449 Luxembourg, 26, boulevard Royal.
R.C.S. Luxembourg B 124.682.

N.B. Pour des raisons techniques, la première partie est publiée dans le Mémorial C n° 1371 du 5 juillet 2007

XI. Modification of Rights

91. Power to modify rights

Whenever the share capital by reason of issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Section 106 of the Act, be varied, commuted, affected, abrogated or dealt with by agreement between the Company and any person purporting to contract on behalf of that class provided such agreement is ratified in writing by holders of at least three-fourths of nominal value of the issued shares of the class or is sanctioned by special resolution passed at a separate meeting of the holders of the shares of that class and supported by the votes of the holders of not less than three-fourths of the shares of that class.

Article 91 not to derogate from company's powers

This Article is not to derogate from any power the Company would have if this Article were omitted and in particular the powers under Sections 391, 394 and 395 of the said Act

The dissentient members shall have the right to apply to Court in accordance with the provisions of Section 107 of the Act.

XII. Joint Holders

92. Joint Holders

Where two or more persons are registered as the holders of any share they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship subject to the following and other provisions contained in these Articles.

No transfer to more than six persons

(a) The Company shall be entitled to decline to register more than six persons as the joint holders of any shares.

Liabilities of holders

(b) The joint holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such shares.

Death of Joint holders

(c) On the death of any one or more of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit and nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

Receipt of one sufficient

(d) Any one of such joint holders may give effectual receipts for any dividends or other moneys payable in respect of such share.

Delivery of Certificate and giving of notices to first named holder

(e) Only the person whose name stands first in the Register of Members as one of the joint holders of any shares shall be entitled to delivery of the certificate relating to such or to receive notices (which expression shall be deemed to include

all documents as defined in Article 2) from the Company and any notice given to such person shall be deemed notice to all the joint holders.

Votes of joint holder

(f) Any one of two or more joint holders may vote at any meeting either personally or by an agent duly authorised under a power of attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one or such joint holders be present at any meeting personally or by proxy or by attorney that one of such persons so present whose name stands first or higher (as the case may be) on the Register in respect of such share shall alone be entitled to vote in respect thereof. Provided always that a person present at any meeting personally shall be entitled to vote in preference to a person, present by an agent, duly authorised under a power of attorney or by proxy although the name of such persons present by an agent or proxy stands first in the Register in respect of such shares. Several executors of a deceased member in whose (deceased member's) sole name any share stands shall for the purpose of this sub-clause be deemed joint holders.

XIII. General Meeting

93. Statutory Meeting

The Statutory Meeting of the Company shall be commenced, held and conducted as required by Section 165 of the said Act at such time not being less than one month or more than six months from the date on which the Company is entitled to commence business and at such place as the Directors may determine. This meeting shall be called Statutory Meeting.

94. Annual General Meeting

(a) The Company shall, in addition to any other meetings which are hereinafter referred to as «Extraordinary General Meeting», hold a General Meeting which shall be styled its Annual General Meeting at the intervals and in accordance with the provisions hereinafter mentioned.

(b) The Annual General Meeting of the Company shall be held within six months after the expiry of each financial year; provided however that if the Registrar shall have for any special reason extended the time within which any Annual General Meeting shall be held by a further period not exceeding 3 months, the Annual General Meeting may be held within the additional time fixed by the Registrar. Except in cases where the Registrar has given an extension of time as aforesaid for holding any Annual General Meeting not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next and the Annual General Meeting shall be held in every calendar year.

(c) Every Annual General Meeting shall be called for any time during business hours, on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at some other place within the city, town or village in which the Registered Office of the Company be situate and the notice calling the meeting shall specify it as the Annual General Meeting.

Directors may call Extraordinary General Meetings

(d) The Directors may call Extraordinary General Meetings of the Directors Company whenever they think fit and such meetings shall be held may call at such place and time as the Directors think fit.

95. Power of Central Government to call General Meeting

(1) If the default is made in holding an Annual General Meeting in accordance with Section 166 of the Act, the Central Government may, notwithstanding anything in the Act, (or in the Articles of the Company) on the application of any member of the Company, call for direct the calling of a General Meeting of the Company, and give such ancillary or consequential directions as the Central Government thinks expedient in relation to the calling, holding and conducting of the meeting.

Explanation:- The directions that may be given under the said section may include a direction that one member of the Company so present in person or by proxy shall be deemed to constitute a meeting.

(2) A General Meeting held in pursuance of sub-clause (i) shall subject to any directions of the Central Government deemed to be an Annual General Meeting of the Company.

96. Section 171 to 186 of the Act shall apply to meetings

(1) The provisions of Sections 171 to 186 of the Act shall notwithstanding anything to the contrary in the Articles of Company, apply with respect to General Meetings of the apply to Company.

(2) Unless the Articles or a contract binding on the persons concerned otherwise provides Sections 171 to 186 of the Act with such adaptations and modifications, if any, as may be prescribed shall apply with respect to meetings of any class of members or of debenture holders or any class of debenture holders of the Company in like manner as they apply with respect to General Meetings of the Company.

97. Calling of Extraordinary General Meeting on requisition

(1) The Board of Directors of the Company shall on the requisition of such number of members of the Company as is specified in sub-clause (4) forthwith proceed duly to call an Extraordinary General Meeting of the Company.

(2) The requisition shall set out the matters for the consideration of which the meeting is to be called shall be signed by the requisitionists and shall be deposited at the Registered Office of the Company.

(3) The requisition may consist of several documents in like form each signed by one or more requisitionists.

(4) The number of members entitled to requisition a meeting in regard to any matter shall be such number of them as hold \ at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at that date carries the right of voting in regard to that matter.

(5) Where two or more distinct are specified in the requisition, the provisions of sub-clause (4) shall apply separately in regard to each such matters and the requisition shall accordingly be valid only in respect of these matters in respect to which the conditions specified in that sub-clause is fulfilled.

(6) If the Board does not, within twenty one days from the date of the deposit of a valid requisition in regard to any matters, proceed duly to call a meeting for the consideration of those matters on a day not later than forty five days from the date of deposit of the requisition, the meeting may be called:

(a) by the requisitionists themselves;

(b) by such of the requisitionists as present either a majority in value of the paid-up share capital held by all of them or not less than one-tenth of such of the paid-up share capital of the Company as is referred to in sub-clause (4) whichever is less.

Explanation:- For the purposes of this sub-clause, the Board shall in the case of a meeting at which a resolution is to be proposed as a special resolution, be deemed not to have duly convened the meeting if they do not give such notice thereof as is required by sub-section (2) of Section 189.

(7) A meeting called under sub-clause (6) by the requisitionists or any of them

(a) shall be called in the same manner as nearly as possible as that in which meetings are to be called by the Board; but

(b) shall not be held after the expiration of three months from the date of the deposit of the requisition.

Explanation:- Nothing in Clause (b) shall be deemed to prevent a meeting duly commenced before the expiry of the period of three months aforesaid from adjourning to some day after the expiry of that period.

(8) Where two or more persons hold any shares or interest in a Company jointly, a requisition or a notice calling a meeting signed by one or only some of them shall for the purposes of this Section have the same force and effect as if it has been signed by all of them.

Length of Notice for calling meeting

(9) Any reasonable expenses incurred by the requisitionists by Length of reasons of the failure of the Board duly to call a meeting shall Notice for be repaid to the requisitionists by the Company; and any sum calling so repaid shall be retained by the Company out of any sums due meeting or to become due from the Company by way of fees or other remuneration for their services to such of the Directors as were in default.

98. (1) A General Meeting of the Company may be called by giving not less than twenty one day's notice in writing but a General Meeting may be called after giving shorter notice if consent is accorded thereto

(i) in the case of an Annual General Meeting by all the members entitled to vote thereat; and

(ii) in the case of any meeting, by members of the Company holding not less than 95 percent of such part of the paid-up share capital of the Company as gives a right to vote at the meeting.

Provided that where any members of the Company are entitled to vote only on some resolution or resolutions to be moved at meeting and not on others, those members shall be taken into account for the purposes of this clause in respect of the former resolution or resolutions and not in respect of the latter.

Contents of Notice

(2) Notice of every meeting of the Company shall specify the place contents of and the day and hour of the meeting and shall contain a statement Notice of the business to be transacted thereat.

To whom notice to be given

(3) Such notice shall be given -

(i) to every member of the Company, in any manner authorised by Clauses (1) to (5) of Article 249;

(ii) to every member of the Company in any manner authorised by sub-section (t) to (4) of Section 53 of the Act; Provided that where the notice of a meeting is given by advertising the same in a newspaper circulating in the neighbourhood of the Registered Office of the Company under sub-section (3) of Section 53 of the Act, the Explanatory Statement need not be annexed to the notice as required by Section 173 of the said Act but it shall be mentioned in the advertisement that the statement has been forwarded to the members of the Company;

(iii) to the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title or representatives of the deceased or assignees of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the person claiming to be so entitled or until such an address has been so supplied by giving the notice in any manner in which it might have been given if the death or insolvency had not occurred; and

(iv) to the Auditor or Auditors for the time being of the Company in any manner authorised by Section 53 in the case of any member or members of the Company.

Omission to give notice or non-receipt of notice shall not invalidate proceedings

(4) The accidental omission to give notice to or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.

Proxy

(5) In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy or where that is allowed one or more proxies, to attend and vote instead of himself and that a proxy need not be a member.

Explanatory statements

(6) Where any items of business to be transacted at the meeting are deemed to be special as provided in Article 99 there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such item of business, including in particular the nature of the concern of interest, if any therein, of every Director, the Managing Agent if any or the Secretaries and Treasurers if any or the manager, if any.

Inspection of documents referred in the explanatory statement

(7) Where any item of business consists of the according of documents approval to any document by the meeting the time and place referred in where the document can be inspected shall be specified in the the statement aforesaid.

Special Notice

(8) The Directors shall duly comply with the provisions of Section 190 of the said Act with regard to resolutions in respect of which Special Notice is required by the said Act.

99. Business to be transacted at meetings

In the case of an Annual General Meeting all business to be transacted at the meeting shall be deemed special with the exception of business relating to (i) the consideration of the Accounts, Balance Sheet and the Reports of the Board of Directors and Auditors, (ii) the declaration of a dividend, (iii) the appointment of Directors in the place of those retiring and (iv) the appointment of and the fixing of the remuneration of the Auditors. In the case of any other meeting all business shall be deemed special.

100. Circulation of members' resolutions

Upon a requisition of members complying with Section 188 of the said Act, the Directors shall comply with the obligations of the Company under the said Act relating to circulation of members' resolutions and statements.

101. Certificate conclusive as to Meeting having been duly called

A certificate in writing, signed by the Secretary or by a Director or some officer appointed by the Directors for the purpose, to the effect that according to the best of its belief the notices convening the meeting have been duly given shall be prima facie evidence thereof.

XIV. Proceedings at General Meetings

102. Business which may not be transacted at the meeting

No General Meeting, Annual or Extraordinary, shall be competent to enter upon, discuss or transact any business a statement of which has not been specified in the notice convening the meeting except as provided in the said Act.

103. Presence of Quorum

No business shall be transacted at any General Meeting, unless the requisite quorum is present at the time when the meeting proceeds to business. Five members personally present and entitled to be present and to vote shall be a quorum for a General Meeting for all purposes save as otherwise expressly provided in the said Act or in these presents. When more than one of the joint-holders of a share is present not more than one of them shall be counted for ascertaining the quorum. Several executors or administrators of a deceased person in whose sole name shares stand shall for the purpose of this clause be deemed jobholders thereof.

104. If quorum not present, when meeting to be dissolved and when to be adjourned

If, within half an hour from the time appointed for holding the meeting, a quorum of members is not present, the meeting if convened by or upon such requisition of members as aforesaid shall be dissolved, but in any other case (subject to the provisions of Articles 179(4)(b)) it shall stand adjourned to the same day in the next week at the same place and time or to such other day and at such other time and place as the Directors may determine.

105. Adjourned meeting to transact business even if no quorum present

If at such adjourned meeting a quorum of members is not present within half an hour from the time appointed for holding the meeting, the members present, whatever their number, shall be a quorum and may transact the business and decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place, if a quorum had been present thereat.

106. General Meeting

The Chairman of the Directors shall if present and willing, be entitled to take the chair at every General Meeting, whether Annual or Extraordinary, but if there be no such Chairman or in case of his being present or being unwilling or failing to take the chair within fifteen minutes of the time appointed for holding such meeting, the members present shall choose another Director as Chairman and if all the Directors present decline to take the chair or if there be no Director present, then the members present shall choose one of their own members to be Chairman of the meeting. If a poll is demanded it shall be taken forthwith in accordance with the provisions of Article 112. The Chairman elected on a show of hands exercising all the powers of the Chairman for the purpose of such poll. If some other person is elected Chairman as a result of such poll, he shall be the Chairman for the rest of the meeting.

107. When chair vacant business confined to election of Chairman

No business shall be transacted at any General Meeting, except the election of Chairman, whilst the chair is vacant.

108. Chairman with consent of members may adjourn meeting

The Chairman may, with the consent of a majority of the members personally present at any meeting, adjourn such meeting from time to time and from place to place in the city, town or village where the Registered Office of the Company be situate but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. A resolution passed at an adjourned meeting of the Company shall be treated as having been passed on the date on which it was in fact passed and shall not be deemed to have been passed on any earlier date.

109. Notice of adjournment

Whenever any meeting is adjourned for thirty days or more notice of such adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of any adjourned meeting or of the business to be transacted at an adjourned meeting.

110. Voting to be by show of hands

No resolution submitted to a meeting, shall be discussed nor put to vote until the same has been proposed by a member present and entitled to vote on such resolution and seconded by another member present at and entitled so to vote.

111. Chairman's declaration of result of voting by show of hands

(1) At any General Meeting, a resolution put to vote of the meeting shall, unless a poll is demanded under Article 112, be decided on a show of hands.

Chairman's declaration of result of voting by show of hands conclusive

(2) A declaration by the Chairman in pursuance of clause (1) hereof that on a show of hands a resolution has or has not been carried or has or has not been carried either unanimously or by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution.

112. Poll

(1) Before or on the declaration of the result of the voting on any Resolution on a show of hands a poll may be ordered to be taken by the Chairman of the meeting of his own motion and shall be ordered to be taken by him on a demand made in that behalf by:

- (a) at least five members having the right to vote on the resolution and present in person or by proxy; or
- (b) by any member or members present in person or by proxy and having not less than one-tenth of the total voting power in respect of the resolution; or
- (c) by any member or members present in person or proxy and holding shares in the Company conferring a right to vote on the resolution being shares on which an aggregate sum has been paid-up which is not less than one-tenth of the total sum paid-up on all the shares conferring that right.

(2) The demand for a poll may be withdrawn at any time by the person or persons who made the demand.

Time of taking poll

(3) If a poll is duly demanded, the same, if on the election of Chairman of a meeting or on any question of adjournment, shall be taken at the meeting without adjournment and if on any other question, (not being a question relating to the election of a Chairman which is provided for in Section 175 of the Act) shall be taken in such manner and at such time and place and either at once or after an interval or adjournment not being later than forty-eight hours from the time when the demand was made, as the Chairman of the meeting who subject to the provisions of the said Act shall have power to regulate the manner in which a poll shall be taken, shall direct.

Poll how to be taken

(4) Every such poll may be taken either by open voting or by ballot as the Chairman of the meeting at which the poll was demanded may direct. The result of the poll shall be deemed to be the decision of the meeting on the resolution on which the poll was taken.

Appointment of scrutineers

(5) Two scrutineers shall be appointed by the Chairman to scrutinise the votes given on the poll and to report to him. The Chairman shall have the power at any time before the result of the poll is declared to remove a scrutineer from office and to fill vacancies in the office of scrutineer arising from such removal or from any other cause. At least one scrutineer shall be a member present at the meeting not being an officer or employee of the Company, provided such a member is available and willing to be appointed.

Manner of taking poll and result thereof

(6) Subject to the provisions of the Act, the Chairman of the meeting shall have power to regulate the manner in which a poll shall be taken.

(7) The decision of the Chairman on any difference between the scrutineers shall be conclusive.

Other business may proceed notwithstanding demand for poll

(8) The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

Form of demand for Poll

(9) A demand for a poll shall be made in the following similar terms:

«We, the undersigned members of WIPRO LIMITED hereby demand a poll upon the resolution now before this meeting. Dated this... day of...»

113. Casting vote of the Chairman

In case of an equality of votes the Chairman of any meeting shall both on the show of hands and at a poll (if any) held pursuant to a demand made at such meeting, have a casting vote in addition to vote or votes to which he may be entitled as a member.

114. Minutes of proceedings of General Meetings of Board and other meeting

(1) (a) The Company shall cause minutes of all proceedings of General Meetings and of all proceedings at meetings of its Board of Directors or of committees of the Board, to be entered in books kept for the purpose.

(b) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.

(c) All appointments of officers made at any time of the meetings aforesaid shall be included in the minutes of the meeting.

(d) In case of a meeting of the Board of Directors or of a Committee of the Board, the minutes shall also contain:

(i) the names of the Directors present at the meeting; and

(ii) in the case of each resolution passed at the meeting, the name of the Directors, if any, dissenting from or not concurring on the resolution.

(e) Nothing contained in sub-clauses (a) to (b) shall be deemed to require, the inclusion of the Chairman of the meeting:

(i) is or could reasonably be regarded as defamatory of any person;

(ii) is irrelevant to the interests of the Company;

(iii) is detrimental to the interests of the Company.

Explanation:- The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in this Article.

Minutes to be evidence

(2) Any such minute, if purporting to be signed by the Chairman of the meeting at which the proceedings took place or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

Presumption to be drawn where minutes duly drawn and signed

(3) Where minutes of the proceedings of any General Meeting of the Company or of any meeting of its Board of Directors or of a Committee of the Board have been made and signed in accordance with the provisions of Sections 193 and 194 of the Act and clauses (1) and (2) hereof, then until the contrary is proved, the meeting shall be deemed to have been duly called and held and all proceedings thereat to have duly taken place and in particular all appointments of Directors or Liquidators made at the meeting shall be deemed to be valid.

115. Inspection of Minute Books of General Meeting

(1) The books containing the minutes of the proceedings of any General Meetings of the Company shall -

(a) be kept at the registered office of the Company; and

(b) be open during business hours to the inspection of any member without charge subject to such reasonable restrictions as the Company may impose so however that not less than two hours in each day are allowed for inspection.

(2) Any member shall be entitled to be furnished within seven days after he has made request in that behalf to the Company with a copy of any Minutes referred to in sub-clause (1) on payment of 37 paise for every one hundred words

or fractional part thereof required to be copied and that the Company shall comply with provisions of Section 196 of the Act.

116. Publication of reports of proceedings of General Meeting

No document purporting to be a report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by Section 193 of the Act to be contained in the Minutes of the proceedings of such meeting.

XV. Votes of Members

117. Indebted members not to vote

No member shall be entitled to exercise any voting right on any question either personally or by proxy or upon poll in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has or has exercised any right of lien.

118. Restrictions on exercise of voting rights in other cases to be void

A member is not prohibited from exercising his voting right on the ground that he has held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in Article 117.

119. Vote of person of unsound mind

A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or at a poll by his committee or other legal guardian and not otherwise, and any such committee or guardian may, on a poll, vote by proxy.

120. Power of Court to order meeting to be called

(1) If for any reason it is impracticable to call a meeting of the Company other than an Annual General Meeting in any manner in which meetings of the Company may be called or to hold or conduct the meeting of the Company in the manner prescribed by the Act or the Articles the Court may either of its own motion or on the application of any Directors of the Company or of any member of the Company who would be entitled to vote at the meeting:-

- (a) order a meeting of the Company to be called, held and conducted in such manner as the Court thinks fit, and
- (b) give such ancillary or consequential directions as the Court thinks expedient including directions modifying or supplementing in relation to the calling, holding and conducting of the meeting, the operation of the provisions of the Act and of the Company's Articles.

Explanation:- The directions that may be given under sub-section (1) of Section 186 of the Act may include a direction that one member of the Company present in person or proxy shall be deemed to constitute a meeting.

(2) Any meeting called, held and conducted in accordance with any order shall for all purposes be deemed to be a meeting of the Company duly called, held and conducted.

121. Representation of corporations

A body corporate (whether a company within the meaning of the said Act or not) may by resolution of its Board of Directors or other governing body authorise such persons as it thinks fit to act as its representative at any meeting of the Company, or at any meeting of any class of members of the Company. A person authorised by resolution as aforesaid shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were a member, creditor or holder of debentures of the Company.

122. Number of votes to which member is entitled

(a) Subject and without prejudice to any special privileges or restrictions or conditions for the time being attached to or affecting the preference or other special classes of shares, if any issued by and for the time being forming part of the capital of the Company every member, entitled to vote under the provisions of these presents and not disqualified by the provisions of Articles 117 and 119 or by any other Article shall on a show of hands have one vote and upon a poll every member, present in person or proxy or agent duly authorised by a power-of-attorney or representative duly authorised and not disqualified as aforesaid, shall have voting rights in proportion to his share of the paid-up equity capital of the Company subject however to any limits imposed by law. But no member shall have voting right in respect of any moneys paid in advance as provided by Article 42.

No voting by proxy on show of hands

(b) No member not personally present shall be entitled to vote on a show of hands unless such member is a body corporate present by proxy or by a representative duly authorised under Section 187 of the Act in which case such proxy or representative may vote on a show of hands as if he were a member of the Company.

123. Right to use votes differently

On a poll taken at a meeting of the Company a member entitled use to more than one vote, or his proxy or other person entitled to vote for him, as the case may be, need not, if he votes, use all his votes or cast in the same way all the

votes he uses. A member or his proxy who votes shall be deemed to have used all his votes unless he expressly gives written notice to the contrary at the time he casts any votes.

124. Joint-holders' voting

Where there are joint registered holders of any share any one of such persons may vote at any meeting in respect of such share as if he were solely entitled thereto and if more than one of such jointholders be present at any meeting that one of the said persons so present whose name stands first on the register in respect of such shares shall alone be entitled to vote in respect thereof. Where there are several executors or administrators of a deceased member in whose sole name any shares stand, and one of such executors or administrators may vote in respect of such shares unless any other of such executors or administrators is present at the meeting at which such a vote is tendered and objects to the votes.

125. Votes of a person entitled to a share on transmission

(1) Any person entitled under the transmission clause (Article 64) to transfer any shares shall not be entitled to be present, or to vote at any meeting either personally or by proxy, in respect of such shares, unless forty-eight hours at least before the time for holding the meeting or adjourned meeting, as the case may be, at which he proposes to be present and to vote he shall have satisfied the Directors of his right to transfer such shares (as to which the opinion of the Directors shall be final), or unless the Directors shall have previously admitted his right to vote in respect thereof.

(2) In every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of himself and that a proxy need not be a member.

126. Proxies

Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself but a proxy so appointed shall not have any right to speak at the meeting provided that unless where the proxy is appointed by a body corporate a proxy shall not be entitled to vote except on a poll.

127. Instrument of proxy to be in writing. Proxy may demand poll

The instrument appointing a proxy shall be in writing and shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a body corporate such instrument shall be under its seal or be signed by an officer or an attorney duly authorised by it, or by the persons authorised to act as the representative of such company under Article 121. Any instrument appointing a proxy to vote at a meeting shall be deemed to include the power to Proxy may demand or join in the demand for a poll on behalf of the appointer.

128. Instrument of proxy to be deposited at the Registered Office

No instrument of proxy shall be treated as valid and no person shall be allowed to vote or act as proxy at any meeting under an instrument of proxy, unless such instrument of proxy and power-of-attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall have been deposited at the Registered Office of the Company at least forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the persons named in such instrument proposes to vote. An instrument appointing a proxy or an attorney permanently or for a certain period once registered with the Company need not be again registered before each successive meeting and shall be in force until the same shall be revoked.

Notwithstanding that a power-of-attorney or other authority has been registered in the records of the Company, the Company may by notice in writing addressed to the member or to attorney at least seven days before the date of a meeting require him to produce the original power-of-attorney or authority and unless the same is thereupon deposited with the Company the attorney shall not be entitled to vote at such meeting unless the Directors in their absolute discretion excuse such non-production and deposit.

129. Custody of the instrument of appointment

If any such instrument of appointment be confined to the objects of appointing an attorney or proxy or substitute, it shall remain, permanent or for such time as the Directors may determine in the custody of the Company and if embracing other objects, a copy thereof, examined with the original shall be delivered to the Company to remain in the Custody of Company.

130. Form of Proxy

The instrument appointing a proxy whether for a specified meeting or otherwise may be in either of the forms set out in Schedule IX to the said Act or the following form or as near thereto as circumstances admit:

Form of proxy
WIPRO LIMITED

I/We... of... in the district of... being a member / members of the above named company do hereby appoint... of... in the district of... or failing him... of... in the district of... as my / our proxy to vote for me / us and on behalf of me / us at the Annual General Meeting / General Meeting (not being an Annual General Meeting) of the Company to be held on the... day of... and at an adjournment thereof.

As witness my hand this... day of... Signed by the said... in the presence of:

131. Vote of proxy how far valid

A vote given in pursuance of an instrument of proxy shall be valid, notwithstanding the previous death of the principal or the revocation of the proxy or any power-of-attorney under which such proxy was signed or the transfer of the shares in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company before the vote is given.

132. Time for objection to vote

No objection shall be made to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote shall be tendered and every vote whether given personally or by proxy, and not disallowed at such meeting or poll, shall be deemed valid for all purposes of such meeting or poll whatsoever.

133. Chairman sole judge of the validity of a vote

The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting and the Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

XVI. Interest out of Capital

134. Payment of interest out of capital

Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provisions of any plant which cannot be made profitable for a lengthened period the Company may pay interest on so much of that Share Capital as is for the time being paid up for period and subject to the conditions and restrictions provided by Section 208 of the said Act and may charge the same to capital as part of the cost of construction of the work or building or the provisions of the plant.

XVII. Dividends and Capitalisation

135. The Company in General Meeting may declare a dividend

The Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interests in the profits, and may fix the time for the payment thereof.

136. Equal rights of shareholders

Any share holder whose name is entered in the Register of Members of the Company shall enjoy the rights and be subject to the same liabilities as all other shareholders of the same class.

137. Power of Directors to limit dividend

No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.

138. Dividends in proportion to the amount paid up

Unless the Company otherwise resolves, dividends shall be paid in proportion to the amount paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid up on some share than on others. Provided always that any capital paid up on a share during the period in respect of which a dividend is declared shall unless otherwise resolved be only entitled the holder of such share to a proportionate amount of such dividend from the date of payment.

Capital advanced on interest not to earn dividends

Capital paid-up in advance of calls shall not confer a right to dividend or to participate in profits.

139. Dividends out of profits only and not to carry interest - what to be deemed profits

No dividends shall be payable except out of profits of the Company out of profits of the year or any other undistributed profits and no dividend shall carry interest against the Company. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.

140. Ad-interim dividend

The Directors may, from time to time, declare and pay to the members such interim dividend as in their judgement the position of the Company justifies.

141. No member to receive dividend while indebted to the Company

No member shall be entitled to receive payment of any dividend in respect of any share or shares on which the Company has a lien, or whilst any amount due or owing from time to time to the Company, either alone or jointly with any other person or persons, in respect of such to share or shares, or on any other account whatsoever, remains unpaid, and the Directors may retain, apply and adjust such dividend in or towards satisfaction of all debts, liabilities, or engagements in respect of which the lien exists, and of all such money due as aforesaid.

142. Retention of dividends until completion of transfer under the transmission clause

The Directors may retain the dividends payable upon shares in respect of which any person is under the transmission clause entitled to become a member, or which any person under the same clause is entitled to transfer, until such person shall become a member in respect thereof or shall duly transfer the same.

143. Transfer must be registered to pass right to dividend

(a) A transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

Dividend to be paid to registered holder

(b) No dividend shall be paid by the Company in respect of any share except to the registered holder of such share or to his order or to his bankers and in case a share warrant has been issued in respect of the share to the bearer of share warrant or to his bankers.

144. Dividend when and how to be paid

All dividend shall be paid or the cheque or warrant in respect thereof shall be posted within forty-two days of the date on which such dividend is declared by the Company. Unless otherwise resolved by the Directors dividends shall ordinarily be paid by cheque or warrant sent through the post to the registered address of the member or person entitled, or in case of joint-holders to the registered address of that one of them first named in the register in respect of the joint holding. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by forged endorsements on any cheque or warrant, or the fraudulent or improper recovery thereof by, any other means.

145. Notice of dividends

Notice of the declaration of any dividend whether interim or otherwise, shall be given to the members in the manner hereinafter provided for giving of notice to member.

146. Production of share certificate when applying for dividends

The Directors may, if they think fit, call upon the members, when applying for dividends, to produce their share certificates to such person or persons appointed by them in that behalf.

147. Any one of Joint-holders of share may receive dividends

Any one of several persons who are registered as joint-holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.

148. Unclaimed dividend when to be used by the Company

All dividends unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed, and all dividends unclaimed till the claim thereto becomes barred by law may be forfeited by the Directors for benefit of the Company. The Directors may remit the forfeiture whenever they may think proper.

149. Dividend payable in cash

No dividend shall be payable except in cash.

Provided that nothing herein shall be deemed to prohibit the capitalisation of profits or reserves of the Company for the purpose of issuing fully paid-up bonus shares or paying up any amount for the time being unpaid on any shares held by the members of the Company.

150. Dividend and call together Set off allowed

Any General Meeting declaring a dividend may make a Call on the Members of such amount as the meeting fixes and so that the Call be made payable at the same time as the dividend, and the dividend may, if so resolved by the Company in General Meeting be set off against the Calls.

151. Making of call special Business

The making of a Call (under Article 150) shall be deemed special business of any General Meeting which declares a dividend.

152. Capitalisation

A General Meeting may on the recommendation of the Board, direct capitalisation of the whole or any part of the undivided profits for the time being of the Company or the whole or any part of the Reserve Fund or other funds of the Company including the moneys in the Share Premium Account and the Capital Redemption Reserve Fund or the premises received on the issue of any shares, debentures or debenture-stock of the Company and that such sum be accordingly set free for the purpose, (1) by the issue and distribution, among the holders of the shares of the Company or any of them, in accordance with their respective rights and interests and in proportion to the amounts paid or credited as paid up thereon, of paid-up shares, debentures, debenture-stock bonds or other obligations of the Company, or (2) by crediting any shares of the Company which may have been issued and are not fully paid up, in proportion to the amounts paid or credited as paid up thereon respectively, with the whole or any part of the same. The Directors shall give effect to such resolution and apply such portion of the profits or Reserve Fund or premiums as may be required for the purpose of

making payment in full at par for the shares, debentures, debenture-stock, bonds, or other obligations of the Company so distributed or (as the case may be) for the purpose of paying, in whole or in part the amount remaining unpaid on the ordinary shares which may have been issued and are not fully paid up, provided that no such distribution or payment shall be made unless recommended by the Board. Provided, however, that the moneys in the Share Premium Account and the Capital Reserve Fund or the premiums received on the issue of any shares, debentures or debenture-stock of the Company shall only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares. For the purposes aforesaid the Board shall make all appropriations and applications of the moneys resolved to be capitalised as aforesaid and allotments and issues of fully paid shares or debentures, if any. Where any difficulty arises in respect of such distribution or payment, the Board may settle the same as they think expedient, and in particular they may issue fractional certificates and generally may make such arrangements for the acceptance, allotment and sale of such shares, debentures, debenture-stock, bonds or other obligations and fractional certificates or otherwise as they may think fit, and they may make cash payment to any holders of shares on the footing of the value so fixed in order to adjust rights may vest any shares, debentures, debenture-stock, bonds, or other obligations in trustees upon such trust for adjusting such rights as may seem expedient to the Board. In cases where some of the shares of the Company are fully paid and other are partly paid only such capitalisation may be effected by the distribution of further shares in respect of the other fully paid shares, and by crediting the partly paid shares with the whole or part of the unpaid liability thereon, but so that as between the holders of the fully paid shares, and the partly paid shares the sums so applied in the payment of such further shares and in the extinguishment or diminution of the liability of the partly paid shares shall be so applied pro rata in proportion to the amounts then already paid or credited as paid on the existing fully paid or and partly paid shares respectively. When deemed requisite, a proper contract shall be filed in accordance with Section 75 of the said Act, and the Board may appoint any person to sign such contract on behalf of the holders of the shares of the company which shall have been issued prior to such capitalisation and such appointment shall be effective.

For the purposes above set out the Company may apply the Share Premium Account subject to the provisions of Section 78(2) of the said Act and the Capital Redemption Reserve Fund subject to the provisions of Section 80(5) of the said Act.

XVII. Accounts

153. Accounts

(1) The Directors shall keep or cause to be kept at the Registered Office of the Company or at such place in India as the Board thinks fit proper books of accounts in respect of:

- (a) all sums of money received and expended by the Company, and the matters in respect of which the receipt and expenditure take place;
- (b) all sales and purchase of goods by the Company; and
- (c) the assets and liabilities of the Company.

(2) Proper books of account shall also be kept at each branch office of the Company, whether in or outside India, relating to the transactions of that office and proper summarised returns made up to dates at intervals of not more than three months shall be sent by each branch office to the Company at its Registered Office of the Company or the other place referred to in clause (1) hereof.

(3) The books of account referred to in clause (1) and (2) shall be such books as are necessary to give a true and fair view of the state of affairs of the Company or such branch office and to explain its transaction.

(4) The books of accounts and other Books and Papers shall be open to inspection by any Directors during business hours.

(5) The Directors shall comply in all respects with Sections 209 to 220 of the said Act and any statutory modifications thereof.

154. Inspection to members when allowed

The Directors shall, from time to time, determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members not being Directors; and no member (not being a Director) shall have any right of inspection of any account or book or document of the Company except as conferred by law or authorised by the Directors, or by a resolution of the Company in General Meeting.

155. Balance Sheet and Profit and Loss - Account to be laid before the members

Subject to Section 210 of the Act at every Annual General Meeting of the Company the Directors shall lay before the Company a Balance Sheet and Profit and Loss Account for the period since the preceding account made up to date not earlier than the date of the meeting by more than six months unless an extension of time has been granted by the Registrar under Section 166(1)(c) of the said Act. Such Balance Sheet and Profit and Loss Account may be for a period of one year or less or more than one year, but such members period shall not exceed fifteen months unless special permission is granted by the Registrar under Section 210(4) of the said Act.

156. Contents of Balance Sheet and Profit and Loss Account

The Balance Sheet shall give a true and fair view of the state of affairs of the Company at the end of the period of the account.

The Profit and Loss Account shall give a true and fair view of the profit and loss of the Company for the period of account.

The Balance Sheet and Profit and Loss Account shall comply with the provisions 211 and 212 of the said Act.

157. Balance Sheet and Accounts and Report how to be signed

The Balance Sheet and Profit and Loss Account shall be signed in accordance with the provisions of Section 215 of the said Act.

The Profit and Loss Account shall be annexed to the Balance Sheet and Auditors' Report shall be attached thereto.

The Directors shall make out and attach to every, Balance Sheet laid before the Company in General Meeting a Report of the Board of Directors which shall comply with the requirements of and shall be signed in the manner provided by Section 217 of the said Act.

158. Right of Members to copies of Balance Sheet and Auditors' Report

(1) A copy of every Balance Sheet (including the Profit and Loss Account, the Auditors' Report and every other document required by law to be annexed or attached, as the case may be to the Balance Sheet) which is to be laid before the Company in General Meeting shall not less than twenty one days before the date of meeting be sent to every member of the Company and to other persons entitled thereto under the provisions of Section 219 of the said Act.

If the copies of the documents aforesaid are sent less than twenty one days before the date of the meeting they shall, notwithstanding that fact, be deemed to have been duly sent if it is so agreed by all the members entitled to vote at the meeting.

(2) Any member or holder of debentures of the Company whether he is or is not entitled to have copies of the Company's Balance Sheet sent to him, shall on demand, be entitled to be furnished without charge, and any person from whom the Company has accepted a sum of money by way of deposit shall on demand accompanied by the payment of a fee of one rupee, be entitled to be furnished with a copy of the last Balance Sheet of the Company and every documents required by law to be annexed or attached, thereto, including the Profit and Loss Account and the Auditor's report.

159. Copies of Balance Sheet etc. to be filed

(1) After the Balance Sheet and Profit and Loss Account have been laid before the Company at the Annual General Meeting the Company shall file with the Registrar at the same time as the copy of the Annual Return referred to in Section 161 of the said Act, three copies of the Balance Sheet and Profit and Loss Account signed in the manner provided in Section 220 of the said Act together with three copies of all documents which are required by the said Act to be annexed or attached to such Balance Sheet or Profit and Loss Account.

(2) If the Annual General Meeting before which a Balance Sheet is laid as aforesaid does not adopt the Balance Sheet, statement of that fact and of the reasons therefor shall be annexed to the Balance Sheet and to the copies thereof required to be filed with the Registrar.

160. When accounts to be deemed finally settled

Every account when audited and approved by a General Meeting shall be conclusive, except as regards any error discovered therein within three months next after the approval thereof. Whenever any error is discovered within the period, the account shall forthwith be corrected and thenceforth shall be conclusive.

XIX. Audit

161. Accounts when to be audited

(a) The correctness of the Profit and Loss Account and Balance Sheet shall be ascertained by one or more Auditor or Auditors.

Audit of Branch office Accounts

(b) Where the Company has a branch office, the Account of that office shall, unless the Company in General Meeting decides, otherwise, be audited by a person qualified for appointment as Auditor of the Company under Section 226 of the said Act, or where the branch office is situated in a country outside India either by a person qualified as aforesaid or by an accountant duly qualified to act as an Auditor of the accounts of the branch office in accordance with the laws of that country.

162. Appointment of Auditor

(1) The Company shall at each Annual General Meeting appoint an Auditor or Auditors to hold office from the conclusion of that meeting until the conclusion of the next Annual General Meeting.

(2) At any Annual General Meeting, a retiring Auditor, by whatsoever authority appointed, shall be re-appointed, unless:

(a) he is not qualified for re-appointment;

(b) he has given the Company notice in writing of his unwillingness to be re-appointed;

(c) a resolution has been passed at that meeting appointing somebody instead of him or providing expressly that he shall not be re-appointed; or

(d) where notice has been given of an intended resolution to appoint some person or persons in the place of a retiring Auditor and by reason of the death, incapacity or disqualification of that person or of all these persons, as the case may be, the resolution cannot be proceeded with.

(3) Where at any Annual General Meeting no Auditors are appointed or re-appointed, the Central Government may appoint a person to fill the vacancy. The Company shall within seven days of the Central Government's power under this clause becoming exercisable, give notice of that fact to the Central Government.

(4) (a) The Board may fill any casual vacancy in the office of an Auditor; but while any such vacancy continues, the remaining Auditor or Auditors, if any, may act;

Provided that where such vacancy is caused by the resignation of an Auditor, the vacancy shall only be filled by the Company in General Meeting.

(b) Any auditor appointed in a Casual vacancy shall hold office until the conclusion of the next Annual General Meeting.

(5) Any Auditor may be removed from Office before the expiry of his term only by the Company in General Meeting after obtaining the previous approval of the Central Government in that behalf.

Auditors remuneration

(6) The Remuneration of the Auditors of the Company:

(a) in the case of an Auditor appointed by the Board or the Central Government, may be fixed by the Board or the Central Government, as the case may be; and

(b) subject to sub-clause (a) shall be fixed by the Company in General Meeting or in such manner as the Company in General Meeting may determine.

For the purpose of this sub-clause any sums paid by the Company in respect of the Auditors expenses shall be deemed to be included in the expression «remuneration».

163. Special Notice regarding Auditors

(1) Special Notice as provided by Section 190 of the said Act shall be required for a resolution at an Annual General Meeting appointing as Auditor a person other than a retiring auditor, or providing expressly that a retiring Auditor shall not be re-appointed.

(2) On Receipt of notice of such resolution the Company shall duly comply with the provisions of Section 225 of the said Act.

164. Qualifications and disqualifications of Auditors

(1) An Auditor must hold the necessary qualifications and be qualified for appointment as provided in Section 226 of the said Act.

(2) If an Auditor becomes subject, after his appointment, to any of the disqualifications specified in sub-sections (3) and (4) of the said section, he shall be deemed to have vacated his office as such.

165. Powers and rights of auditors

(1) Every Auditor of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company, whether kept at the head office of the Company or elsewhere, and shall be entitled to require from the officers of the Company such information and explanation as the Auditor may think necessary for the performance of his duties as Auditor.

(2) Where the accounts of any branch office are not audited, the Company's Auditor shall be entitled to visit the branch office, if he deems it necessary to do so for the performance of his duties as Auditor, and shall have a right of access at all times to the books and accounts and vouchers of the Company maintained at the branch office.

Right of Auditor to attend General Meeting

(3) All notice of and other communications relating to any General Meeting of the Company which any member of the company is entitled to have sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall be entitled to have notice of and attend any General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.

166. Duties of Auditors

(1) The Auditor shall make a Report to the members of the Company on the Accounts examined by him, and on every Balance Sheet and Profit and Loss Account and on every other document declared by the said Act to be part of or annexed to the Balance Sheet or Profit and Loss Account, which are laid before the Company in General Meeting during his tenure of office. Such Report shall comply with the provisions of Section 227(2) of the said Act.

(2) Such Report and other documents of the Company required by law to be signed or authenticated by the Auditors, shall be signed or authenticated in the manner provided by Section 229 of the said Act.

167. Reading and Inspection of Auditors' Report

The Auditors' Report shall be read before the Company in General Meeting and shall be open to inspection by any member of the Company.

XX. Directors, their Qualification and Remuneration

168. Number of Directors

The number of Directors shall not be less than four and not more than twelve Directors or such higher number of Directors as may be permitted under the Companies Act, 1956 as amended or replaced from time to time.

169. Directors

At the time of adoption of these Articles the Directors shall be:

1. Shri. Mahomed Hussein Hasham Premji
2. Shri. Ratilal Mulji Gandhi
3. Shri. Ratansey Karsondas Vissanji
4. Shri. Mohamed Hussian R. Chinoy
5. Shri. Hamir Karsondas Vissanji
6. Shri. Pratap Bhogilal
7. Shri. Shantilal L. Thar
8. Shri. Shiavax R. Vakil

170. Directors of Mortgage Debentures

If and when the Company shall issue debentures the holders of such debentures, or if and when the Company shall create a mortgage of any property, the mortgagee or mortgagees to whom such property shall be mortgaged, may have the right to appoint and nominate and from time to time remove and re-appoint a Director or Directors, in accordance with the provisions of the Trust Deed securing the said debentures, or the deed creating such mortgages, as the case may be. A Director so appointed under this Article is herein referred to as «The Debenture Director» and the term «Debenture Director» means a Director for the time being in office under the Article, and he shall have all the rights and privileges of an ordinary Director of the Company, except in so far as is otherwise provided for herein or by the Trust Deed securing the Debentures or the deed creating the mortgage, as the case may be.

171. Special Director

Any deed for securing loans by the Company from financial corporations may be so arranged to provide for the appointment from time to time by the lending financial corporation of some person or persons to be a director or directors of the Company and may empower, such lending financial corporation from time to time to remove and re-appoint any Director so appointed. A Director appointed under this Article is herein referred as «Special Director» and the term «Special Director» means any director for time being in office under this Article. The Special Director shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The deed aforesaid may contain ancillary provisions as may be arranged between the Company and the lending corporation and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

The provisions of this Article shall be subject to the provision of Section 255 of the Act.

172. Qualification of a Director

No Director of the Company be required to hold any qualification shares.

173. Register of Directors etc. and of Directors Shareholdings

The Directors shall arrange to maintain at the Registered office of the Company a Register of Directors, Managing Agents, if any, Secretary and Treasurers if any, etc., containing the particulars and in the form prescribed by Section 303 of the said Act and a Register of Director's shareholding as required by Section 307 of the said Act. It shall be the duty of every Director and other persons regarding whom particulars have to be; maintained in such Registers to disclose to the Company any matters relating to himself as may be necessary to comply with the provisions of the said sections.

174. Directors' fee for attending Meeting

The remuneration of every Directors, inclusive of the Alternate Director if any, Special Director, if any, and the Debenture Director, if any, shall be such amount as may be fixed by the Directors, not exceeding Rupees Five Hundred for every meeting of the Board or of a Committee or such other amount as may be prescribed by Central Government.

175. Subject to the provisions of Section 309 and 310 of the said Act:

Additional Remuneration for Services

(a) Any one or more of the Directors shall be paid such additional remuneration as may be fixed by the Directors for services rendered by him or them and any one or more of the Directors shall be paid further remuneration if any as the Company in General Meeting or the Board of Directors shall from time to time determine. Such remuneration and/or additional remuneration may be paid by way of salary or commission on net profits or turnover or by participation in profits or by way of perquisites or in any other manner or by any or all of those modes.

Additional Remuneration for extra Services

(b) If any director, being willing shall be called upon to perform extra services, or to make any special exertion in going or residing out of Bombay or otherwise for any of the purposes of the Company, the Company in General Meeting or the Board of Directors shall, subject as aforesaid, remunerate such Director or where there is more than one such Director all or such of them together either by a fixed sum or by a percentage of profits or in any other manner as may be determined by the Directors and such remuneration may be either in addition to or in substitution for the remuneration above provided.

176. Remuneration of Committee

The Directors may from time to time fix the remuneration to be paid to any member or members of their body constituting a committee appointed by the Directors in terms of these articles not exceeding Rs. 250 per meeting attended by him in addition to allowance under Article 174 and may pay the same.

176A. The Board of Directors may allow and pay to any Director fair compensation for his travelling and other expenses incurred in connection with the business of the Company including attendance at meeting of the Board or Committee thereof.

XXI. Appointment and Rotation of Directors

177. Appointment of Directors

A person shall not be capable of being appointed Director of the Company, if:-

- (a) he has been found to be unsound mind by court of competent jurisdiction and the finding is in force;
- (b) he is an undischarged insolvent;
- (c) he has applied to be adjudicated as an insolvent and his application is pending;
- (d) he has been convicted by a Court in India of any offence involving moral turpitude and sentenced in respect thereof to imprisonment for not less than 6 months, and a period of five years has not elapsed from the date of expiry of the sentence; unless such disqualification is removed by the Central Government;
- (e) he has not paid any call in respect of shares of the Company held by him, whether atone or jointly with others and six months have elapsed from the fast day fixed for the payment for the call; unless such disqualification is removed by the Central Government; or
- (f) an order disqualifying him for appointment as Director has been passed by a Court in pursuance of Section 203 of the said Act and is in force, unless the leave of the Court has been obtained for his appointment in pursuance of that section.

178. Appointment of Directors and proportion to retire by rotation

- (1) No less than two-thirds of the total number of Directors of the Company shall:
 - (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and
 - (b) save as otherwise expressly provided in the said Act, be appointed by the Company in General Meeting.
- (2) The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

179. Provision regarding Directors retiring by rotation

- (1) Subject to the provisions of Section 256 of the Act at every Annual General Meeting, one-third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office.
- (2) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot.
- (3) A retiring Director shall be eligible for re-election.
- (4) (a) At the Annual General Meeting at which a Director retires as aforesaid, the Company may fill up the vacancy by appointing the retiring Director or some other person thereto.
 - (b) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday, at the same time and place.
 - (c) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless:
 - (i) at the meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;
 - (ii) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed;
 - (iii) he is not qualified or is disqualified for appointment;

(iv) a resolution, whether special or ordinary, is required for his appointment or re-appointment by virtue of any provisions of the said Act; or

(v) the proviso to sub-section (2) of Section 263 or Article 184(2) is applicable to the same.

180. Removal of Director

The Company may by an ordinary resolution remove any Director (not being a Director appointed by the Central Government in pursuance of Section 408 of the Act) in accordance with the provisions of Section 284 of the Act. A Director so removed shall not be re-appointed a Director by the Board of Directors.

181. Company may fill up a vacancy

Subject to the provisions of Section 261 of the said Act, the Company may at any Annual General Meeting fill up the Office of any Director vacated during the previous year and not already filled up.

182. Notice of candidature when to be given

A person who is not a retiring Director shall subject to the provisions of the said Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him has, not less than fourteen days before the meeting, left at the Registered Office of the Company a notice in writing under his hand signifying his candidature for the office of Directors or the intention of such member to propose him as a candidate for the office as the case may be.

183. Consent of candidate for Directorship to be filed with the Registrar

(1) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company a notice under Section 257 signifying his candidature for the office of a Director) proposed as a candidate for the office of a Director shall sign and file with the Company, his consent in writing to act as a Director, if appointed.

(2) A person other than:-

(a) a Director re-appointed after retirement by rotation or immediately on the expiry of his term of office or

(b) an Additional or Alternate Director, or a person filling a casual vacancy in the office of a Director under Section 262 of the Act, appointed as a Director or re-appointed as an Additional or Alternate Director, immediately on the expiry of his term of office; or

(c) a person named as a Director of the Company under its Articles as first registered, shall not act as a director of the Company unless he has within thirty days of his appointment signed and filed with the Registrar his consent in writing to act as such director.

184. Appointment of Directors to be voted on individually

(1) At a General Meeting of the Company a motion shall not be made for the appointment of two or more persons as Directors of the Company by a single resolution, unless a resolution that is shall be so made has first been agreed to by the meeting without any vote being given against it.

(2) A resolution moved in contravention of clause (1) shall be void, whether or not objection was taken at the time to its being so moved; provided that where a resolution so moved is passed, no provision for the automatic re-appointment of retiring Directors in default of another appointment, shall apply.

(3) For the purpose of this Article a motion for approving a person's appointment, or for nominating a person for appointing shall be treated as a motion for his appointment.

185. Directors may appoint additional Directors

The Directors shall have power at any time and from time to time, to appoint one or more additional Directors provided that the total number of directors shall not thereby exceed the maximum number fixed by Article 168. Each such Additional Director shall hold office only up to the date of the next following Annual General Meeting, but shall be eligible for appointment by the Company at that meeting as a Director.

186. Filling up of casual vacancies

(1) If the office of any Director appointed by the Company -in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board.

(2) Any person so appointed shall hold office only up to the date up to which the Director in whose place he is appointed would have held office if it has not been vacated as aforesaid.

187. Appointment of Alternate Director

(1) The provisions of Section 313 of the Act shall apply and the Board of Directors may appoint an Alternate Director to act for a Director (hereinafter called «the Original Director») during his absence for a period of not less than three months from the State in which the meetings are ordinarily held.

Whenever any Director appointed under Section 261 of the said Act is likely to be absent from the State in which the meetings are taking place for a period of not less than three months the Board of Directors shall be entitled to appoint an Alternate Director in his place, and such Alternate Director may be a person to whom the said Section 261 applies.

(2) An Alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly, but he shall not require any qualification whilst the Original Director holds the necessary qualification.

(3) An Alternate Director shall vacate office if and when the Original Director returns to the State in which the meetings are ordinarily held.

(4) If the terms of office of the Original Director is determined before he so returns to the State aforesaid any provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director.

(5) An Alternate Director may be removed by the Board of Directors which may appoint another Alternate Director in his place.

188. Directors may act notwithstanding vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below three, the continuing Directors may act for the purpose of increasing the number of Directors to the said number, or of summoning a General Meeting of the Company, but for no other purpose.

XXII. Vacation of Office by Directors

189. Resignation of Directors

A Director may at any time resign from his office upon giving notice in writing to the Company of his intention so to do and thereupon his office shall be vacated.

190. Removal of Directors

Subject to the provisions of Section 284 of the said Act, the Company may, by Ordinary Resolution, remove a Director before the expiry of his period of office. A vacancy created by the removal of a Director under this Article may be filled by the appointment of another in his stead in the manner provided in the said section.

191. A Director shall vacate office if any office or place of profit under the Company or a subsidiary thereof is held in contravention of the provisions of Section 314(1) of the said Act with effect from the first day on which the contravention occurs.

192. Vacation of office by Directors

(1) Subject to the provisions of Section 283 of the said Act the Office of a Director shall be vacated if:-

(a) he fails to obtain within the time specified in Article 172 or at any time thereafter ceases to hold the share qualification, if any required of him by these Articles;

(b) he is found to be of unsound mind by a Court of competent jurisdiction;

(c) he applies to be adjudicated an insolvent;

(d) he is adjudged an insolvent;

(e) he is convicted by a Court in India of any offence and is sentenced in respect thereof to imprisonment for not less than 6 months;

(f) he fails to pay any call in respect of shares of the Company held by him whether alone or jointly with others within six months from the last date fixed for the payment of the call;

(g) he absents himself from three consecutive meetings of the Board of Directors, or from all meetings of the Board for a continuous period of three months, whichever is longer, without obtaining leave of absence from the Board.

(h) he, or any firm in which he is a partner or any private company of which he is a Director, accepts a loan, or any guarantee or security for a loan, from the Company in contravention of Section 295 of the said Act;

(i) he acts in contravention of Section 299 of the said Act;

(j) he becomes disqualified by an order of Court under Section 203 of the said Act;

(k) he is removed in pursuance of Section 284 of the said Act (Article 190) or having been appointed a director by virtue of holding any office or other employment in the Company, or as a nominee of the managing agent of the Company, he ceases to hold such office or other employment in the Company or, as the case may be, the Managing Agency come to an end;

(l) he resigns his office by notice in writing given to the Company.

(2) Notwithstanding anything in clause (d) (e) and (j) of sub-clause (1), the disqualification referred to in those clauses shall not take effect:

(a) for thirty days from the date of the adjudication;

(b) where any appeal or petition is preferred within the thirty days aforesaid against the adjudication, sentence or conviction resulting in the sentence, or order until the expiry of seven days from the date on which such appeal or petition is disposed of; or

(c) where within the seven days aforesaid any further appeal or petition is preferred in respect of the adjudication, sentence conviction or order and the appeal or petition if allowed would result in the removal of the disqualification until such further appeal for petition is disposed of.

XXIII. Proceedings of Directors

193. Meeting of Directors

A Meeting of the Board of Directors shall be held at least once in every three months and at least four such meetings shall be held in every year. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meeting and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business.

194. Notice of Meetings

Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India, and at his usual address in India to every other Director.

195. Quorum for Meetings

The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher.

Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested shall be the quorum during such time.

The expressions «total strength» and «interested Director» shall have the meanings given in Section 287(1) of the said Act.

196. Procedure of meeting adjourned for want of Quorum

(1) If a meeting of the Board could not be held for want of a quorum then the meeting shall automatically stand adjourned till the same day in the next week, at the same time and place, or if that day is a public holiday, till the next succeeding day which is not a public holiday at the same time and place.

(2) The provisions of Article 193 shall not be deemed to have been contravened merely by reason of the fact that a meeting of the Board which has been called in compliance with the terms of that Article could not be held for want of a quorum.

197. Power of Quorum

A meeting of the Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and directions by law or under the Articles and regulations for the time being vested in or exercisable by the Directors generally.

198. When meetings to be convened

A Director may, at any time, and the Managing Agents, if any upon the requisition of a Director, shall convene a meeting of the Directors.

199. Questions how decided

Questions arising at any meeting of the Directors shall be decided by a majority of votes, and in case of an equality of votes, the Chairman thereof shall have a second or casting vote.

200. Chairman of Directors' meetings

The Directors may elect a Chairman of their meetings, and determine the period for which he is to hold office, and unless otherwise determined the Chairman shall be elected annually. If no Chairman is elected, or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the same, or is unwilling to preside, the Directors present may choose one of their members to be the Chairman of such meeting.

201. Directors may appoint Committees

Subject to the provisions of Section 292 of the said Act, the Directors may delegate any of their powers, other than the power to borrow and to make calls, to issue debentures and any other powers which by reason of the provisions of the said Act cannot be delegated to committees consisting of such member or members of their body as they may think fit, and they may from time to time revoke and discharge any such Committee either wholly or in part, and either as to persons or purposes. Every Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Directors, and all acts done by any such Committee in conformity with such regulations and in fulfilment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board.

202. Meeting and proceedings of Committee how governed

The meetings and proceedings of any such Committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors, so far as the same are applicable thereto, and are not superseded by the express terms of the appointment of any such Committee, or by any regulations made by the Directors.

203. Resolutions by circular

A resolution not being a resolution required by the said Act or otherwise to be passed at a meeting of the Directors, may be passed without any meeting of the Directors or of a committee of Directors provided that the resolution has

been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee, as the case may be and to all other Directors or members of the Committee at their usual address in India, and has been approved by such of the Directors as are then in India, or by a majority of such of them as are entitled to vote on the resolution.

204. Validity of acts of Directors

All acts done by a person as a Director shall be valid, notwithstanding that it may be afterwards discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provision contained in the said Act or in these Articles. Provided that this Article shall not give validity to acts done by a Director after his appointment has been shown to the company to be invalid or to have terminated.

205. Minutes of proceedings of the Board and the Committee to be valid

The Directors shall cause minutes to be duly entered in a book or books provided for the purpose in accordance with the Articles and section 193 of the Act.

206. Register of Directors and Managing Agents

The Directors shall cause to be kept at the Registered Office (A) a Register of the Directors, Managers, Managing Directors and Managing Agents etc. of the Company containing the particulars required by Section 303 of the Act and (b) a Register of Contracts of Companies and firms of which they are interested, containing the particulars required by Section 301 of the Act and (c) a Register of Directors share- holdings containing the particulars required by Section 307 of the Act. They shall also cause to be kept other Registers and Indexes as required by the Act.

Inspection of Register

The Company shall comply with the provisions of the said Sections 301, 303, 307 and other Sections of the Act with regard to inspection thereof and furnishing copies or extracts so far as the same be applicable to the Company.

XXIV. Directors' Disqualifications

207. Directors not to assign office

Any assignment of his office by a Director shall be void.

208. Loans to Directors

(1) Save as otherwise provided in sub-clause (2) the Company (hereinafter in this clause referred to as «the lending Company») shall not without obtaining the previous approval of the Central Government in that behalf, make any loan to, or give guarantee or provide any security in connection with a loan made by any other person to or to any other person by:

- (a) any Director of the lending Company or of a Company which is its holding Company, or any partner or relative of any such Director;
- (b) any firm in which any such Director or relative is a partner;
- (c) any private company of which any such director is a director or member;
- (d) any body corporate at a general meeting of which not less than twenty- five per cent of the total voting power may be exercised or controlled by any such Director or by two or more such Directors altogether; or
- (e) any body corporate, the Board of Directors Managing Agents, or Manager whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any Director or Directors, of the lending Company.

(2) Sub-clause (1) shall not apply to any loan made, guaranteed, given or security provided to its subsidiary; or to another Company of which the lending Company is the Managing Agents.

209. Board's sanction to be required for certain contracts in which particular Directors are interested

(1) Except with the consent of the Board of Directors of the Company a Director of the Company or his relative or a firm in which such a director or his relative is a partner or any other in such a firm or a private Company of which the Director is a member or Director, shall not enter into any contract with the Company:-

- (a) for the sale, purchase or supply of any goods, materials, or services; or
- (b) after the commencement of the Act, for underwriting the subscription of any shares, or debentures of the Company.

(2) Nothing contained in clause (a) of sub-clause (1) shall effect any contract or contracts of the sale, purchase or supply of any goods, materials, or services in which either the Company or the Director, firm, partner or private Company as the case may be, regulates trade or does business, provided that the value of such goods and materials and the cost of such services do not exceed five thousand rupees in the aggregate in any calendar year comprised in the period of the contract or contracts.

(3) the consent of the Board required by sub-clause (1) shall not be deemed to have given within the meaning of that sub-clause unless the consent is accorded:

- (a) by a resolution passed at a meeting of the Board; and
- (b) before the contract is entered into, or within two months of the date on which it was entered into.

(4) Where such consent is not accorded to the contract before it is entered into, anything done in pursuance of the contract shall, if, such consent is ultimately not accorded be voidable at the option of the Board.

210. Directors not to hold office of profit

No Director or other person mentioned in Section 314 shall without the consent of the Company accorded by a Special Resolution hold an Office or place of profit under the Company or any subsidiary of the Company except as provided in the said section.

211. Directors may contract with the Company

Subject to the restrictions imposed by Articles 208, 209 and 210 and Sections 292, 297, 299 and 314, 356 to 360, 370 and 372 of the said Act and the observance and fulfilment thereof, no Directors shall be disqualified by his office from contracting with the Company either as vendor, purchaser, agent, brokers, muccadam, or otherwise, nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company in which any Director shall be in any way interested be liable to account to the Company for any profit realised so any such contract or arrangement by reason only of such Director holding that office, or of the fiduciary relation thereby established, but the nature of his interest may be disclosed by him in accordance with and in the cases mentioned in the said Articles or said sections.

212. Duty of Directors etc. to make disclosure

(1) Every Director (including a person deemed to be a Director by virtue of the explanation to sub-section (1) of Section 303) Manager or Secretary of the Company who is appointed to the office of Director, Managing Agent, Secretaries and Treasures, Managing Director, Manager or Secretary of any other body corporate shall, within thirty days of his appointment, disclose to the Company aforesaid the particulars relating to the office in the other body corporate which are required to be specified under sub-section (1) of Section 303.

Duty of Directors and persons deemed to be Directors to make disclosure of share-holdings

(2) Every Director of a Company and every person deemed to be a Director of the Company by virtue of sub-section (10) of Section 307, shall give notice to the Company of such matters relating to himself as may be necessary for the purpose of enabling the Company to comply with the provisions of that Section, within one week.

213. Disclosure of interest by Director

(1) Every Director of the Company who is in any way, whether directly or indirectly, concerned or interested in a contract or arrangement, or proposed contract or arrangement, entered into or to be entered into, by or on behalf of the Company, shall disclose the nature of his concern or interest at a meeting of the Board of Directors.

(2)(a) In the case of a proposed contract or arrangement the disclosure required to be made by a Director under clause (1) above shall be made at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, or if the Director was not, at the date of that meeting, concerned or interested in the proposed contract or arrangement, at the first meeting of the Board held after he becomes so concerned or interested.

(b) In the case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the Director becomes concerned or interested in the contract or arrangement.

(3)(a) For the purpose of clause (1) and (2) above a general notice in writing given to the Board by a Director to the effect that he is a Director or a member of a specified body corporate or is a member of a specified firm and is to be regarded as concerned or interested in any contract or arrangement which may after the date of the notice be entered into with that body, corporate or firm, shall be deemed to be sufficient disclosure of concern or interest in relation to any contract or arrangement so made.

(b) Any such general notice shall expire at the end of the financial year in which it is given, but may be renewed for further periods of one financial year by a fresh notice in writing given in the last month of the financial year in which it would otherwise have expired.

(c) No such general notice and no renewal thereof shall be of effect unless either it is given at a meeting of the Board, or the Director concerned takes reasonable steps to secure that it is brought up and read at the first meeting of the Board after it is given.

214. Interested Director not to participate or vote in Board's Proceedings

(1) No Director of the Company shall as a Director take any part in the discussion of, or vote on, any contract or arrangement entered into or to be entered into, by or on behalf of the Company, if he is in any way, whether directly or indirectly, concerned or interested in the contract or arrangement nor shall his presence count for the purpose of forming a quorum at the time of any such discussion or vote, and if he does vote, his vote shall be void.

(2) Clause (1) shall not apply to

(a) any contract of indemnity against any loss which the Directors or anyone or more of them may, suffer by reason of becoming or being sureties or a surety of the Company.

(b) any contract or arrangement entered into or to be entered into with a public company, or a private company, which is a subsidiary of a public company, in which the interest of the Director aforesaid consists solely in his being a

Director of such Company and the holder of not more than shares of such number or a value therein as is requisite to qualify him for an appointment as a Director thereof, he having been nominated as such Director by this Company.

215. Certain powers to be exercised by Board only at meeting

(1) the Board of Directors of a Company shall exercise the following powers on behalf of the Company, and it shall do so only by means of resolutions passed at meetings of the Board:-

- (a) the power to make calls on shareholders in respect of money unpaid on their shares;
- (b) the power to issue debentures;
- (c) the power to borrow moneys otherwise than on debentures;
- (d) the power to invest the funds of the Company; and
- (e) the power to make loans;

Provided that the Board may, by a resolution passed at a meeting, delegate to any Committee of Directors, the Managing Directors, Managing Agents, Secretaries and Treasurers or the Managers of the company or in the case of a Branch Office of the Company, to any principal officer the powers specified in clause (c), (d) and (e) and to the extent, specified in subsections (2), (3) and (4) respectively of Section 292 of the Act.

(2) Every resolution delegating the power referred to in clause (c) of sub-clause (1) shall specify the total amount up to which moneys may be borrowed by the delegate.

(3) Every resolution delegating the power referred to in clause (d) of sub-clause (1) shall specify the total amount up to which funds may be invested, and the nature of the investments which may be made, by the delegate.

(4) Every resolution delegating the power referred to in clause (e) of sub-clause (1) shall specify the total amount up to which loans may be made by the delegate, the purposes for which the loans may be made and the maximum amount of loans which may be made for each such purpose in individual cases.

(5) Nothing in this Article shall be deemed to affect the right of the company in General Meeting to impose restrictions and conditions on the exercise by the Board of any of the powers specified in sub-clause (1).

216. Restriction on Powers of Board

The Board of Directors of the Company shall observe the restrictions on their powers as laid down in Section 293 of the Companies Act.

217. Appointment of Selling Agents to require approval of Company in General Meeting

With regard to the appoint of selling agents, the Board of Directors shall agents, the board of Directors shall comply with the provisions of Section 294 of the Company Act.

218. Directors may be Directors of Company promoted by the Company

A Director of the Company may be or become a Director of any Company promoted by or a subsidiary of the Company, or in which if may be interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as Director or member of such company.

XXV. Borrowing Powers of Directors

219. Power to Borrow. Conditions on which money may be borrowed

(1) Subject to clause (2) hereof the Directors may, from time to time at their discretion raise or borrow, or secure the repayment of any loan or advance taken by the Company. Any such moneys may be raised and the payment or repayment of such moneys maybe secured in such manner and upon such terms and conditions in all respects as the Directors may think fit and, in particular by promissory notes, or by opening current accounts or by receiving deposits and advances at interest, with or without security, or by the issue of debentures of debenture-stock of the Company charged upon all or any part of the property of the Company (both present and future), including its uncalled capital for the time being, or by mortgaging, charging or pledging any lands, buildings, machinery, plants, goods or other property and securities of the Company, or by such other means as to them may seem expedient.

Restrictions on powers of Board

(2) The Board of Directors shall not, except with the consent of the Company in General Meeting, borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.

No debt by the Company in excess of limit imposed by this Article shall be valid or effectual unless the lender proves that he advanced the loan in good faith and without knowledge that the limit imposed by that. Article has been exceeded.

(3) Any bonds, debentures, debenture-stock or other securities issued or to be issued by the Company, shall be under the Control of the Directors who may issue them upon such terms and conditions and in such manner and for such consideration as they shall consider to be for the benefit of the Company.

Securities may be assignable free from equities

(4) Any such debentures, debenture-stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued;

(5) If any other is made to the public to subscribe for or purchase debentures the provisions of the said act relating to a prospectus shall be complied with.

Issue at discount etc. or with special privilege

(6)(a) Any such debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise, and on condition (with the consent of the Company in General Meeting) and they may have a right to allotment of or be convertible into shares of any denominations, and with any special privileges and conditions as to redemption (or being irredeemable), surrender, drawings, re-issue, attending at General Meeting of the Company, appointment of Directors, and otherwise, provided that no debentures, debenture-stock, bonds or other securities may be issued carrying voting rights.

(b) The Company shall have power to re-issue redeemed debentures in certain cases in accordance with Section 121 of the Act.

(c) Payments of certain debts out of assets subject to floating charge in priority to claims under the charge may be made in accordance with the provisions of Section 123 of the Act.

(d) Certain charges mentioned in Section 125 of the Act shall be void against the Liquidator or Creditors unless registered as provided in Section 125 of the Act.

(e) The term «Charge» shall include mortgage in these Articles.

(f) A contract with the Company to take up and pay for nay debentures of the Company may be enforced by a Deed for specific performance.

Limitation of time for issue of certificates

(g) The Company, shall within three months after the allotment of any of its shares, debentures of debenture-stock, and within two months after the application for the registration of the transfer of any shares, debentures or debenture-stock have completed and have ready for delivery the certificates of all shares, the debentures and the certification of all debenture-stock allotted or transferred, unless the conditions of issue of the shares, debentures of debenture-stock otherwise provide.

The expression «transfer» of the purpose of the sub-clause means a transfer duly stamped and otherwise valid, and does not include any transfer which the Company is for any reason entitled to refuse to register and does not register.

Right to obtain called capital

(h)(1) A copy of any trust deed for securing any issue of debentures shall be forwarded to the holder of any such debentures or any member of the Company at his request and within seven days of the making thereof on payment;

(i) in the case of a printed Trust Deed, of the sum of one Rupee, and

(ii) in the case of a Trust Deed which has not been printed, of thirty seven paise for every one hundred words or fractional part thereof required to be copied.

(2) The Court may also, by order, direct that the copy required shall forthwith be sent to the person requiring it.

Inspection of Trust Deeds

(3) The Trust Deed referred to in sub-clause (1) shall be open inspection by any member or debenture holder of the Company in the same manner, to the same extent, and on payment of the same fees, as if it were the register of members of the Company.

220. Mortgage of uncalled capital

If any uncalled capital of the Company is included in or charged by any mortgagor other security, the Directors may, by instrument under the Company's seal, authorise the person in whose favour such mortgage or security is executed, or any other person in trust for him to make calls on the members in respect of such uncalled capital, and the provisions herein before contained in regard to call shall mutatis mutandis apply to calls under such authority, and such authority may be made exercisable either conditionally or unconditionally and either presently or contingently, and either to the exclusion of the Directors power or otherwise, and shall be assignable if expressed so to be.

221. Indemnity may be given

If the Directors or any of them or any other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or person so becoming liable as aforesaid from any loss in respect of such liability.

222. Register of Mortgage and Debentures to be kept

The Directors shall cause a proper register to be kept, in accordance with the provisions of Section 143 of the said Act, of all mortgages, debentures, and charges and shall cause the requirements of Sections 118, 124 to 144 of the said Act in that behalf to be duly complied with, so far as they are required to be complied with by the Directors.

223. Registration of charges

(a) The provisions of the Act relating to registration of charges which expression shall include mortgages, shall be complied with.

(b) In the case of a charge created out of India and comprising solely property situate outside India the provisions of Section 125 of the Act shall be complied with.

(c) Where a charge is credited in India but comprises property outside India, the instrument creating or purposing in create the charge under that section or a copy thereof verified in the prescribed manner, may be filled for registration, notwithstanding that further proceedings may be necessary to make the charge valid of effectual according to the law of the country in which the property is situate as provided by Section 125 of the Act.

(d) Where any charges on any property of the Company required to be registered under Section 125 of the Act has been so registered, any person acquiring such property or any part thereof or any share or interest therein, shall be deemed to have notice of the charge as from the date of such registration.

(e) In respect of registration of charges on properties acquired subject to charge, the provisions of Section 127 of the Act shall be complied with.

The Company shall also comply with the provisions of Section 128 of the Act relating to particulars in case of series of debentures entitling holders to any charge to the benefit of which the debenture holder of that series are entitled part passu.

(f) The Company shall comply with the provisions of Section 129 of the Act in regard to registration of particulars of commission, allowance or discount paid or made directly or indirectly in connection with the debentures.

(g) the provisions of Section 133 of the Act as to endorsement of certificate of registration of debenture certificate ate or debenture stock shall be complied with by the Company.

(h) The Company shall comply with he provisions of Section 134 of the Act as regards registration of particulars of every charge and of every series of debentures.

(i) As to modification of charges, the Company shall comply wit the provisions of Section 136 of the Act.

(j) The Company shall Comply with the provisions of Section 136 of the Act regarding keep of a Copy of instrument creating charge at the Registered Office of the Company and comply with the provisions of Section 137 of the Act in regard to entering in the register of charges any appointment of Receiver or Manager as therein provided.

(k) The Company shall also comply with the provisions of Section 138 of the Act as to reporting satisfaction of any charge and procedure thereafter.

(l) The Company shall keep at its registered office a register of charges and enter therein all charges specifically affecting any property of the Company and all floating charges on the undertaking or on any property of the Company given in each case:

(i) a short description of the property charged,

(ii) the amount of the charge; and

(iii) except in the case of securities to bearer, the names of persons entitled to the charge,

(m) Any creditor or member of the Company and any other person shall have the right to inspect copies of instrument creating charges and the Company's register of charges in accordance with the subject to the provisions of Section 144 of the Act.

(n) The Company shall comply with the provisions of Section 145 of the Act so for as the same be applicable.

The Company shall comply with the provisions of Section 150 as to register of members and the provisions of Section 152 of the Act as to Register and index of Debenture-holders.

224. Terms not recognised

(a) No notice of any trust express or implied or constructive, shall be entered on the register of members or of debenture-holders or be receivable by the Registrar.

Foreign register of members

(b) The Company may exercise the power for the Company to keep foreign register of members or debenture holders as provided in Section 157 of the Act of the provisions of Section 158 of the Act as to foreign registers shall be complied with.

(c) The Company shall comply with the provisions of Section 159 of the Act regarding filling of Annual Returns and the provisions of Section 161 of the Act as regarding annual return and certificates to be annexed thereto.

Place of keeping and inspection of the register and returns

(d)(1) The register of members commencing from the date of the registration of the Company, the index of members, register and index of debenture- holders and copies of all annual returns prepared under Section 159 and 160 together with the copies of certificates and documents required to be annexed thereto Section 160 and 161 shall be kept at the Registered Office of the Company.

(2) The Registers, indexes, returns and copies of certificates and other documents referred to in sub-Section (1) of Section 163 shall, except when the register of members or debenture-holders is closed under the provisions of the Act be open during business hours subject to such reasonable restrictions as the Company may impose so that not less than two hours in each day are allowed for inspection.

(a) of any member or debenture-holder without fee; and

(b) of any other person or payment of a fee of one Rupee for each inspection.

(3) Any such member, debenture holder or other person may,

(a) make extracts from any register, index or copy referred to in sub-section (1) of section 163 without fee or additional fee, as the case may be, or

(b) require a copy of any register, index or copy or of any part thereof, on payment of 37 place for every one hundred words or fractional part thereof required to be copied.

(4) The Company shall cause any copy required by any person under clause (b) of sub-clause (3) to be sent to that person within a period of ten days, exclusive of nonworking days, commencing on the day next after the day on which the requirement is received by the Company.

(5) The Court may also, by order, compel an immediate inspection of the document, or direct that the extract required shall forthwith be allowed to be taken by person requiring it, or that the copy required shall forthwith be sent to the person requiring it, or that the copy required shall forthwith be sent to the person - requiring it, as the case may be.

XXVI. Power of Directors

225. Business of the Company to be managed by Directors

(1) Subject to the provisions of Section 292, 293, 294, 297, 299, 316, 217, 370 and 372 of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers, give all such consents, make all such arrangements, he nearly do all such acts and things as are or shall be by the said Act, and the memorandum of association and these presents directed or authorised to be exercised, given, make or done by the Company and are not thereby expressly directed or required to be exercise, given, made or done by the Company in General Meeting, but subject to such regulations being (if any) being not inconsistent with the said provisions as from time to time may be prescribed by the Company in General Meeting provided that no regulation so made by the company in General Meeting shall invalidate any prior act of the Directors which would have been valid if the regulations had not been made.

Power to delegate

(2) Save as provided by the said Act or by these presents and subject to the restrictions imposed by Section 292 of the said Act, the Directors may delegate all or any powers by the said Act or by the Memorandum of Association or by these presents reposed n them.

226. Specific Powers to Directors

Subject to the provisions of Articles 225 but without prejudice to the General Powers thereby conferred and so as not in any way to conferred by these presents, it is hereby expressly declared that the Directors shall have the following powers and authorities, that is to say power and authority:

(a) (i) to enter into agreements with foreign components and other persons for obtaining by granting licence or other terms, formulae and other rights and benefits and to obtain financial and or technical collaboration, technical information, knowhow and expert advice in connection with the activities and business permitted under the Memorandum of Association of the Company.

(ii) to take over and acquire the industrial licence, improt licence, permit and other rights on payment of actual and out of pocket expenses incurred thereof, and compensation for technical services rendered in connection therewith:

(iii) to pay and charge to the Capital Account of the - Company the legal and other costs, charges and expenses of and preliminary and incidental to the promotion, formation, establishment and registration of the Company including the stamps and fees paid in respect thereof:

(iv) to pay and charge to the Capital Account of the Company any commission or interest lawfully payable under the provisions of Sections 76 and 208 of the said Act:

(b) to purchase in India or elsewhere any machinery plant, stores and other articles and things for all or any of the objects or purpose of the Company;

(c) to purchase, take on lease or otherwise acquire in India any lands (whether freehold, leasehold or otherwise) and with or without houses, buildings, structurers or machinery (fixed or loose) and any moveable property, rights or privileges from any person including a Director in furtherance of or for carrying out its objects, at or for such price or consideration and generally on such terms and conditions and with such titled thereto as they may think fit or may believe or be advised to be reasonable satisfactory.

(d) to purchase, or otherwise acquire from any person and to resell, exchange, and repurchase any patent for or licence for the use of any invention.

(e) to purchase or otherwise acquire for the Company any other property, formules, concessions, rights and privileges which the Company is authorised to acquire, at or for such price or consideration and generally on such terms and conditions as they may think fit.

(f) in any such purchase or other acquisition to accept such titled as the Directors may believe or may be advised to be reasonably satisfactory. At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partly in cash or in shares, or in both, or in bonds, debentures, mortgages or other securities of the Company, and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and any bonds, debentures, mortgages or other securities, may be either specifically charged upon all or any part of the property of the Company, and its uncalled capital or not so charged.

(g) to sell for cash or on credit or to contract for the sale and future delivery of or to and for sale in any part of India or elsewhere any products or Articles produced, manufactured or prepared by the Company as the Directors may deem advisable.

(h) to erect, construct, and build and factories, warehouses, godowns, engine houses, tanks, wells, or other constructions, adopted to the objects of the Company or may be considered expedient or desirable for the objects or purposes of the Company or any of them;

(i) to sell from time to time any Articles, materials, machinery, plant, stores and other Articles and things belonging to the Company as the Directors may think proper and to manufacturer, prepare and sell waste and by-products,

(j) from time to time to extend the business and undertaking of the company by adding to, altering, or enlarging all or any of the building, factories, workshops, premises, plant and machinery, for the time being the property or in the possession of the Company, or by erecting new or additional buildings, and to expend such sums of money for the purposes aforesaid or any of them, as may be thought necessary or expedient;

(k) to remove all or any of the machinery, plant and other movable property of the Company for the time being in or upon lands, buildings, or premises of the Company to other lands, buildings, or premises;

(l) to negotiate for, and subject to the approval of the Company in General Meeting, contract for the sale and transfer of all or any part of the property and undertaking of the Company as a going concern, subject or not subject to all or any of the obligations and liabilities of the Company;

(m) to undertake on behalf of the Company the payment of all rents the performance of all covenants, conditions and agreements contained in or reserved by any lease that may be granted or assigned to or otherwise acquired by the Company, and to purchase the reversion or reversions, and otherwise to acquire the freehold or fee- simple of all or any of the lands of the Company for the time being held under lease, or for an estate, less than a free hold estate;

(n) to improve, manage, develop, exchange, lease, sell, re-sell and re-purchase, dispose of, deal with or otherwise turn to account and property (movable or immovable) or any rights or privileges belonging to or at the disposal of the Company or in which the Company is interested;

(o) to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its unpaid capital for the time being, or in such manner as they may think fit.

(p) to accept from any member, on such terms and conditions as shall be agreed upon and as far as may be permissible by law, a surrender of his shares or any part thereof;

(q) to determine from time to time who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsement, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purposes;

(r) to make advances and loans without any security, or on such security as they may think proper and to take security for already existing debts, and otherwise to invest and deal with any of the moneys of the Company not immediately required for the purposes thereof in Government or Municipal securities, fixed deposits in banks and in such other manner as they may think fit and from time to tie vary or realise such investments, and for the purpose aforesaid to authorise such persons within limits to be fixed from time to time by the Board.

(s) to make and give receipts, releases and other discharges for moneys payable to, or for goods or property belonging to the Company, and for the claims and demands of the Company;

(t) subject to the provisions of Section 292, 293, 295, 369, 370 and 372 of the said Act, to invest and deal with any moneys of the Company not immediately required of the purposes thereof, upon such security (not being shares of the Company) or without security and in such manner as they may think fit, and from time to time to vary or realise such investments, Save as provided in Section 49 of the said Act all investments shall be made and held in the Company's own name;

(u) to give to any officer or other person employed by the Company including any Directors so employed, a commission on the profits of any particular business or transaction, or a share in general or particular profits of the Company, and such commission or share of profits shall be treated as part of the working expenses of the Company and to pay commissions and make allowances to any person introducing business to the Company or otherwise assisting its interests;

(v) subject to the provisions of Section 49 of the said Act to appoint any person or persons (whether incorporated or not) to accept and hold in trusts for the Company any property belonging to the Company, or in which the Company

is interested or for any other purposes and to execute and do all such acts, deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of such trustee or trustees;

(w) to insure and keep insured against loss or damage or fire or otherwise for such period and to such extent as they may think proper all or any part of the buildings, machinery, goods, stores, produce and other movable property of the Company either separately or conjointly, also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

(x) to attach to any shares to be issued as the consideration or part of the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions as to the transfer thereof as they think fit;

(y) to execute, in the name and on behalf of the Company, in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they may think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed upon;

(z) to institute, conduct, defend, compound, abandon or refer to arbitration any action, suit, appeals, proceedings, for enforcing decrees and orders and other legal proceedings by or against the Company or its officers, or otherwise concerning the affairs of the Company, to compound or compromise and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer the same or arbitration, to observe and perform any awards made there on; to act on behalf of the Company in all matters relating to bankrupts and insolvents;

(aa) The person duly authorised by the Directors shall be entitled to make, give, sign and execute all and every warrant to use or defend on behalf of the Company, and all and every legal proceedings and compositions or compromise, agreements, and submission to arbitration and agreement to refer to arbitration as may be requisite, and for the purposes aforesaid, the Secretary or such other person may be empowered to use their or his own name on behalf of the Company, and they or he shall be saved harmless and indemnified out of the funds and property of the Company, from and against all costs and damages which they or he may incur or be liable to by reason of their or his name so used as aforesaid.

(bb) to provide for the welfare of the employees or ex-employees of the Company, and the wives, widows and families or the dependents or connects of such persons and to give, award or allow any pension, gratuity, compensation, grants of money, allowances, bonus or other payment to or for the benefit of such persons as may appear to the Directors just and proper, whether they have or have not a legal claim upon the Company, and before recommending any dividends to set aside portions of the profits of the Company to form a fund to provide for such payments and in particular to provide for the welfare of such persons, by building or contributing to the building of houses, dwelling or chawls, or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Directors shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility;

(cc) before recommending any dividend, to set aside, out of the profits of the Company such sums for depreciation as provided in Section 205 of the said Act and such sums as they think proper for creating reserves, general or specific or special funds to meet contingencies or to repay debentures or debenture-stock or to pay off preference of other shareholders subject to the sanction of the Court when the same is required by law on for payment of dividends or equalising dividend or for special dividends or bonus or for repairing, improving, extending and maintaining any part of the property of the Company and for such other purposes (including the purposes referred to in the preceding clause) as the Directors may in their absolute discretion think conducive to the interest of the Company and from time to time to carry forward such sums as may be deemed expedient and to invest and deal with the several sums to set aside or any part thereof as provided in clause (r) of this Article as they think fit and from time to time to deal with and vary such investment and dispose of and apply and expend the same or any part thereof for the benefit of the Company in such manner and for such purpose as the Directors in their absolute discretion think conducive to the interest of the Company notwithstanding that the matters to which the Directors apply or upon which they expend the same or any part thereof for the benefit of the Company in such manner and for such purpose as the Directors in their absolute discretion think conducive to the interest of the Company notwithstanding that the matter to which the Directors apply or upon which they expend the same or any part thereof may be matters to and upon which the capital money of the Company might rightly be applied or expended and the Directors may divide the Reserve or any Fund into such special funds and transfer any sum from one fund to another as they may think fit and may employ the assets constituting all or any of the above funds including the Depreciation Fund or any part thereof in the business of the Company or in the purchase or repayment of debentures or debenture-stock or preference shares or in payment of special dividend or bonus and that without being bound to keep the same separate from the other assets, and without being bound to pay interest for the same with power however to the Directors at their discretion to pay or allow to the credit of such funds or any of them the interest at such rate as the Directors may think proper not exceeding 9 per cent per annum.

(dd) from time to time and at any time to entrust to and confer upon the officers for the time being of the Company, and to authorise, or empower them to exercise and perform and by Power-of-Attorney under seal to appoint any person to be the Attorney of the Company and invest them with such of their powers, authorities, duties and discretion exercisable by or conferred or imposed upon the Directors, but not the power to make Calls or other power which by law are expressly stated to be incapable of delegation as the Directors may think fit, and for such time and to be exercised for such objects and purposes and subject to such restrictions and conditions, as the Directors may think proper or expedient, and either collaterally with or to the exclusion of and in substitution for all or any of the powers, authorities, duties and discretions of the Directors in that behalf, with authority to the Secretary or such officers or attorney to sub-delegate all or any of the powers, authorities, duties, and discretions for the time being vested in or conferred upon them and from time to time to revoke all such appointments of attorney and withdraw, alter or vary all or any of such powers, authorities, duties and discretions;

(ee) to appoint, and at their pleasure to remove, discharge, or suspend and to re-employ or replace, for the management of the business, secretaries, managers, experts, engineers, accountants, agents, subagents, bankers, brokers, muddadums, solicitors, officers, clerks, servants and other employees for permanent, temporary or special services as the Directors may from time to time think fit, and to determine their powers and duties and fix their emoluments, salaries, wages, and to require security in such instances and to such amount as they think fit, and to ensure and arrange for guarantee for fidelity of any employees of the Company and to pay such premiums on any policy of guarantee as may from time to time become payable;

(ff) from time to time and at any time to establish any local Board for managing any of the affairs of the Company in any specified locality in India or elsewhere and to appoint any persons to be members of any Local Boards and to fix their remuneration. And from time to time and at any time to delegate to any person so appointed any of the powers authorities and discretions for the time being vested in the Directors other than their power to make a Call and to authorise the members for the time being of any such Local Board, or any of them to fill up any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit, and the Directors may at any time remove any person so appointed, and may annul or vary any such delegation. Any such delegate may be authorised by the Directors to sub-delegate all or any of the powers authorities and discretions for the time being vested in him.

(gg) at any time and from time to time by Power-of-Attorney to appoint any person or persons to be the Attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit and any such appointment (if the Directors think fit) may be made in favour of the members or any of the members of any Local Board established as aforesaid or in favour of any Company or the members, Directors, nominees, or Managers of any company or firm or otherwise in favour of any fluctuating body or persons whether nominated directly or indirectly by the Directors, and any such Power-of-attorney may contain such powers for the protection or convenience of persons dealing with such Attorney as the Directors may think fit.

(hh) from time to time to provide for the management transaction of the affairs of the Company outside the Registered Office or in any specified locality in India or outside India, in such manner as they think fit and in particular to appoint any person to be the Attorneys or agents of the Company with such powers, authorities and discretions (including power to sub-delegate) but not exceeding those vested in or exercisable by the Directors, and also not the power to make calls or issue debentures and for such period, and upon such terms and subject to such conditions as the Directors may think fit, and at any time to remove any person so appointed or withdraw or vary any such powers as may be thought fit, and for that purpose the Company may exercise the powers conferred by Sections 50 and 157 of the Act relating to official seal for use abroad and the keeping in any State or country outside India a foreign Register respectively and such powers shall accordingly be vested in the Directors.

(ii) for or in relation to any of the matters aforesaid or otherwise for the purpose and objects of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute, perform and do and sanction, and authorise all such acts, deeds, matters and things, in the same and on behalf of the Company as they may consider expedient;

(jj) to open accounts with any bank or bankers or with any Company, firm or individual for the purpose of the Company's business and to pay money into and draw money from any such account from time to time as the Directors may think fit.

(kk) generally subject to the provisions of the Act and these Articles to delegate the powers, authorities and discretions vested in the Directors to any person, firm, company or fluctuating body of persons as aforesaid.

XXVII. Duties of Directors

227. Duties of Directors

The Directors shall duly comply with the provisions of the Companies Act, 1956 or any other statutory modification thereof for the time being in force and in particular the provisions in regard to registration of the particulars of mortgages, debentures and charges affecting the property of the Company or created by it, and keeping a Register of Directors, Managers, etc; and sending to the Registrar annual returns and an annual list of members and a summary of particulars

relating thereto, and the Balance Sheet and the notice of any consolidation or increase of share capital or conversion of shares into stock and the copies of Special Resolutions and the Register of Directors, Managers, etc. and notifications of any change therein.

XXVIII. Managing Directors

228. Power to appoint Managing Director

Subject to the provisions of Section 267, 268, 269, 309, 310, 311, 316 and 317 of the Act, the Directors may from time to time appoint one or more of their body to be Managing Director, Joint Managing Director or Managing Directors of the Company either for a fixed term or without any limitation as to the period for which he or they is or are to hold such office but in any case not exceeding five years at a time and may from time to time remove or dismiss him or them from office and appoint another or others in his or their place or places.

229. What provisions he will be subject to

A managing Director or Joint Managing Director shall not while he continues to hold that office be subject to retirement by rotation and he shall not be taken into account in determining the rotation of retirement of Directors or the number of Directors to retire but he shall, subject to the terms of any contract between him and the Company, be subject to the terms of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the Directors of the Company, and if he ceases to hold the office of Directors from any cause shall Ipso facto and immediately cease to be Managing Director.

230. Remuneration of Managing Director

The remuneration of a Managing Director and Joint Managing Director shall from time to time be fixed by the Directors and may be by way of salary or commission or participating in profits or by way or all of those modes or in other from the shall be subject to the limitations prescribed in Sections 198 and 309 of the Act.

231. Powers and duties of Managing Directors

Subject to the restrictions contained in the next succeeding Articles, the Directors may from time entrust to and confer upon a Managing Director or Joint Managing Director for the time being such of the powers exercisable under these Articles by the Directors as they may think fit, and may confer such powers for such time and to be exercised for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers, unless and until otherwise determined a Managing Director may exercise all the powers exercisable by the Directors, save such powers as by the Act or by these Articles shall be exercisable by the Directors themselves.

232. Management

The Managing Director or Managing Directors shall not exercise the powers to:

- (1) make calls on shareholders in respect of moneys unpaid on the shares in the Company;
- (2) issue debentures; and
- (3) except as may be delegated by the Board under Section 292 of the Act, invest the funds of the Company, or make loans and borrow moneys.

233. Certain persons not be appointed Managing Directors

The Company shall not appoint or employ, or continue the appointment or employment of, any person as its Managing or whole time Director who:

- (a) is an undischarged insolvent, or has at any time been adjudged an insolvent;
- (b) suspends or has at any time suspended payment to his creditors or makers, or has at any time made, a composition with them; or
- (c) is, or has at any time been convicted by a Court in India of an offence involving moral turpitude.

XXIX. and XXX. Managing Agents, Secretaries and Treasurers

234. to 242. Deleted.

XXXI. Secretary

243. Secretary

(a) The Directors may from time to time appoint and at their discretion remove, a person (hereinafter called «the Secretary») to keep the Registers required to be kept by the Company, to perform any other function which by the said Act or by these Articles are to be performed by the Secretary and to execute any other duties which may from time to time be assigned to the Secretary by the Directors.

(b) The Directors may any time appoint a temporary substitute for the Secretary who shall for the purpose of these Articles be deemed to be the Secretary.

XXXII. Indemnity to and Protection of Directors and Officers

244. Indemnity

Every officer of the Company as defined by Section 2(3) of the said Act or any person (whether an officer of the Company or not) employed by the Company as Auditor, shall be indemnified out of the funds of the Company against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 633 of the said Act in which relief is granted to him by the Court.

245. Indemnity to Directors and their officer

Subject to the provision of Section 201 of the said Act, every Director of the Company, Manager, Secretary, Trustee, Auditor and other officer or servant of the Company shall be indemnified by the Company against and it shall be the duty of the Directors out of the funds of the Company, to pay all losses, costs and expenses which any such person, officer or servant may incur or become liable to by reason of any contract entered into or any act or thing done by him as such officer or servant or in any way in or about the discharge of his duties, including travelling expenses.

246. Directors and other officers not responsible or acts of others

Subject to the provisions of Sections 201 of the said Act, no Director of the Company, Manager, Secretary, Trustee, Auditor and other officer or servant of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or servant or for joining in any receipts or other act for the sake of conformity merely or for any loss or expenses happening to the Company through the insufficiency or deficiency in point of titles or value of any property acquired by the order of the Directors for or on behalf of the Company or mortgaged to the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, company or corporation to or with whom any moneys, securities or effects of the Company shall be entrusted or deposited or for any loss occasioned by any error of judgement, omission default or oversight on his part or for any other loss, damage or misfortune whatever which shall happen in relation to the execution or performance of the duties of his office or in relation thereto, unless the same happen through his own dishonesty.

XXXIII. Seal

247. The Seal, its custody and use

The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereto and the Directors shall provide for the safe custody of the seal for the time being. The seal of the Company shall never be used except by the authority of a resolution of the Board of Directors and in presence of one of Directors or such other persons as the Board may authorise who will sign in token thereof and countersigned by such officers or persons at the Directors may from time to time resolve.

Any Instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the Directors to issue the same.

The Company may exercise the powers conferred by Section 50 of the Act and such power shall accordingly be vested in the Board of Directors.

XXXIV. Notices and Service of Documents

248. Members to notify address for registration

It shall be imperative on every member or notify to the Company for his place of address in India and if he has no registration registered address within India to supply to the Company an address within India for giving of notices to him.

A member who shall change his name or address or who being a female, shall marry, shall notify such change of names or address to the Company.

249. Notice

(1) Subject to Section 53 of the said Act, a document may be served by the Company on any member thereof either personally or by sending it by post to him to his registered address or if he has no registered address in India, to the address if any within India supplied by him to the Company for the giving of notices to him.

(2) Where a document is sent by post

(a) service thereof shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document provided that where a member has intimated to the Company in advance that documents should be sent to him under a certificate of posting or by registered post with or without acknowledgement due and has deposited with the Company a sum sufficient to defray the expenses of doing so, service of the document shall not be deemed to be effected unless it is sent in the manner intimated by the member; and

(b) such service shall be deemed to have been effected:

(i) in the case of the notice of a meeting, at the expiration of forty eight hours after the letter containing the same it posted; and

(ii) in any other case, at the time at which the letter would be delivered in the ordinary course of a post.

(3) A document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on the day on which the advertisement appears on every member of the Company who has no registered address in India and has not supplied to the Company any address within India for the giving of notices to him.

(4) A document may be served by the Company on the joint-holders of a share by serving it on the joint-holder named first in the Register of members in respect of the share.

(5) A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a pre-paid letter addressed to them by name or by the title of representative of the deceased or assignee of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by serving the document in any manner in which it might have been served if the death or insolvency had not occurred.

250. Transfer of successors in title of members bound by notice given to previous holders

Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by any and every notice and other document in respect of such share which previous to his name and address being entered upon the register shall have been duly given to the person from whom he derives his title to such share.

251. When notice may be given by advertisement

Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given, if given by advertisement, once in a English and once in a vernacular daily newspaper circulating in Bombay.

252. Service of notice good notwithstanding death of member

Any notice or document served in the manner herein before provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holder thereof and such service, for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors, administrators and all person (if any) jointly interested with him in any such shares.

253. Signature to notice

Any notice given by the Company shall be signed by a Director or by the Secretary or some other officer appointed by the Directors and the signature thereto may be written, printed, lithographed or photostat.

254. Service of documents on company

A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post under a certificate of posting or by Registered Post or by leaving it at its Registered Office.

255. How time to be counted

Where a given number of days notice or notice extending over any other period is required to be given, the day of service shall not be counted nor shall the day for which notice is given be counted.

XXXV. Secrecy Clause

256. Secrecy Clause

No member shall be entitled to visit any works of the Company without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's working, trading or any matter which is or maybe in the nature of a secret, mystery of trade or secret process, which may relate to the conduct of the business of the Company and which in the opinion of the Directors, it will be inexpedient in the interest of the members of the Company to communicate to the public.

XXXVI. Winding-up

257. Distribution of assets

If upon the winding-up of the Company, the surplus assets shall be more than sufficient to repay the whole of the paid-up capital, the excess shall be distributed amongst the members in proportion to the capital paid or which ought to have been paid-up on the shares at the commencement of the winding up held by them respectively, other than the amounts paid in advance of calls. If the surplus assets shall be insufficient to repay the whole of the paid-up capital, such surplus assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up on the shares held by them respectively, other than the amounts paid by them in advance of calls. But this Article is without prejudice to the rights of the holders of any shares issued upon special terms and conditions and shall not be construed so as to or be deemed to confer upon them any rights greater than those conferred by the terms and conditions of issue.

258. Distribution of assets in specie

If the Company shall be wound-up whether voluntarily or otherwise, the following provisions shall take effect:

(1) the Liquidator may, with the sanction of a special resolution, divide among the contributor's in specie or kind any part of the assets of the Company and may, with the like sanction, vest any part of the assets of the Company in trustees upon such trust for the benefit of the contributors or any of them, as the Liquidator with the like sanction shall think fit.

(2) If thought fit any such division may be otherwise than in accordance with the legal rights of the contributors (except where unalterably fixed by the Memorandum of Association) and in particular any class may be given preferential, or special rights or may be excluded altogether or in part but in case any division otherwise than in accordance with the legal rights of the contributors shall be determined on any contributory who would be prejudiced thereby shall have the right to dissent and shall have ancillary rights as if such determination were a Special Resolution passed pursuant to Section 494 or 507 of the said Act.

(3) In case any shares to be divided as aforesaid involve a liability to calls or otherwise any person entitled under such division to any of the said shares, may, within seven days after the passing of the Special Resolution by notice in writing, direct the Liquidator to sell his proportion and pay him the proceeds and the Liquidator shall, if practicable, act accordingly.

259. Liquidator may sell for shares in another company

Any such Liquidator may, irrespective of the powers conferred upon him by the said Act and as an additional power conferring a general or special authority, sell the undertaking of the Company or the whole or any part of its assets for shares fully or partly paid-up or the obligations of or other interest in any other company and may by the contract of sale agree for the allotment to the members directly of the proceeds of sale in proportion to their respective interests in the Company and in case the shares of this Company shall be of different classes, may arrange for the allotment in respect of preference shares of the Company, to obligations of the purchasing company or of shares of the purchasing company with preference or priority over or with a larger amount paid-up than the shares allotted in respect of ordinary shares of this Company and may further by the contract, limit a time at the expiration of which shares, obligations or other interests not accepted or required to be sold, shall be deemed to have been refused and be at the disposal of the Liquidator.

260. Sale under Sections 494 & 507 of the Companies Act, 1956

Upon any sale under the last preceding Article or under the powers given by Sections 494 and 507 of the said Act, no member shall be entitled to require the Liquidator either to abstain from carrying into effect the sale or the resolution authorising the same or to purchase such member's interest in this Company, but in case any member shall be unwilling to accept the share, obligations or interests to which under such sale he would be entitled, he may, within seven days of the passing of the resolution authorising the sale, by notice in writing to the Liquidator, require him to sell such shares, obligations or interests and thereupon the same shall be sold in such manner as the Liquidator may think fit and the proceeds shall be paid over to the member requiring such sale.

* * *

Attested,

Bangalore, 8th January 2007.

N. Bhagya Kumari
Advocate & Notary
Signature

Référence de publication: 2007068858/1026/1684.

Enregistré à Luxembourg, le 2 mars 2007, réf. LSO-CC00761. - Reçu 256 euros.

Le Receveur (signé): G. Reuland.

(070031762) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 mars 2007.

API Immobilière S.A., Société Anonyme.

Siège social: L-1638 Senningerberg, 78, rue du Golf.

R.C.S. Luxembourg B 113.239.

Extrait du procès-verbal de l'Assemblée Générale Extraordinaire du 8 mai 2007

Il résulte du procès-verbal de l'Assemblée Générale Extraordinaire, tenue au siège social de la Société en date du 8 mai 2007, que:

1. L'assemblée a décidé de révoquer Monsieur Ralf Ewen, Administrateur de sociétés, né le 17 décembre 1964 à Trèves, demeurant professionnellement à L-1638 Senningerberg, 78, rue du Golf, de son mandat d'administrateur de la Société, avec effet immédiat.

2. L'assemblée a décidé d'accepter la démission de Monsieur Marc Engelmann, Commerçant, né le 10 juillet 1974 à Ettelbruck, demeurant à L-9376 Hoscheid, 24, Merschterwee, de ses mandats d'administrateur et administrateur-délégué de la Société, avec effet immédiat.

3. L'assemblée a décidé de nommer Monsieur Romain Schmit, Employé privé, né le 18 octobre 1960 à Luxembourg, demeurant professionnellement à L-1638 Senningerberg, 78, rue du Golf, comme administrateur de la Société, avec effet immédiat, jusqu'à l'issue de l'assemblée générale statutaire de 2009.

4. L'assemblée a décidé de nommer Monsieur Marc Hayard, Senior Consultant, né le 27 août 1963 à Differdange, demeurant professionnellement à L-1638 Senningerberg, 78, rue du Golf, comme administrateur de la Société, avec effet immédiat, jusqu'à l'issue de l'assemblée générale statutaire de 2009.

Pour extrait conforme, délivré sur papier libre aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 8 mai 2007.

API IMMOBILIERE S.A.

R. Schmit / F. Georges

Administrateur / Administrateur

Référence de publication: 2007063547/5710/30.

Enregistré à Luxembourg, le 29 mai 2007, réf. LSO-CE05929. - Reçu 14 euros.

Le Receveur (signé): G. Reuland.

(070067006) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2007.

Helium Syndication S.C.A., Société en Commandite par Actions.

Siège social: L-2550 Luxembourg, 52-54, avenue du X Septembre.

R.C.S. Luxembourg B 124.148.

In the year two thousand and seven, on the twenty-ninth of March.

Before Us Maître Jean Seckler, notary residing at Junglinster (Grand Duchy of Luxembourg), undersigned.

Is held an extraordinary general meeting of the shareholders of HELIUM SYNDICATION S.C.A., a Luxembourg société en commandite par actions, having its registered office at 52-54, avenue du X septembre, L-2550 Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 124.148, incorporated pursuant to a deed of the undersigned notary on January 25, 2007, in process of publication with the Mémorial C, Recueil Spécial des Sociétés et Associations. The articles of associations of the company were amended pursuant to a deed of the undersigned notary dated February 6, 2007, in process of publication with the Memorial C, Recueil Spécial des Sociétés et Associations (the «Company»).

The meeting is presided by Mr. Vincent Linari-Pierron, lawyer, residing in Luxembourg.

The chairman appoints as secretary Mr. Guillaume Deflandre, lawyer, residing in Luxembourg.

The meeting elects as scrutineer Mr. Mike Erniquin, lawyer, residing in Luxembourg.

The chairman requests the notary to act that:

I.- (i) HELIUM S.à r.l., a Luxembourg société à responsabilité limitée, having its registered office at 52-54, avenue du X septembre, L-2550 Luxembourg, registered with the Luxembourg Trade and Companies Register under the number B 123.978 (HELIUM S.à r.l.), (ii) ARGAN CAPITAL LIMITED PARTNERSHIP, a limited partnership, whose general partner is ARGAN CAPITAL MANAGEMENT (Jersey) Limited registered under the laws of Jersey, having its registered office at Whiteley Chambers, Don Street, St. Helier, JE4 9WG, Jersey (ARGAN CAPITAL LIMITED PARTNERSHIP), (iii) ARGAN CAPITAL B LIMITED PARTNERSHIP, a limited partnership, whose general partner is ARGAN CAPITAL MANAGEMENT (Jersey) LIMITED registered under the laws of Jersey, having its registered office at Whiteley Chambers, Don Street, St. Helier, JE4 9WG, Jersey (ARGAN CAPITAL B LIMITED PARTNERSHIP), (iv) ARGAN EXECUTIVE CO-INVESTMENT LIMITED PARTNERSHIP, a limited partnership, whose manager is ARGAN CAPITAL MANAGEMENT (Jersey) LIMITED registered under the laws of Jersey, having its registered office at Whiteley Chambers, Don Street, St. Helier, JE4 9WG, Jersey (ARGAN EXECUTIVE CO-INVESTMENT LIMITED PARTNERSHIP) and (v) PO INVEST 2 S.A., a Luxembourg société anonyme, having its registered office at L-2086 Luxembourg, 23, avenue Monterey, (PO INVEST 2 S.A.) being the sole shareholders of the Company (the «Shareholders»), all duly represented by Mr. Vincent Linari-Pierron, lawyer, with professional address at 252, avenue Gaston Diderich, L-1420 Luxembourg by virtue of five proxies given under private seal. The before said proxies, being initialled ne varietur by the appearing persons and the undersigned notary, shall remain annexed to the present deed to be filed at the same time with the registration authorities.

II.- As it appears from the attendance list annexed to this deed to be registered with it, the (i) 100,000 (one hundred thousand) unlimited shares and (ii) 40,293,100 (forty million two hundred ninety-three thousand one hundred) limited shares, representing the whole share capital of the Company, are represented so that the meeting can validly decide on all the items of the agenda.

III.- The agenda of the meeting is the following:

Agenda:

1. Rectification of the material error occurred at the incorporation of the Company in connection with the number of limited shares subscribed by ARGAN CAPITAL LIMITED PARTNERSHIP in the multiple classes of limited shares in the share capital of the Company;

2. Amendment of article 8 of the articles of association of the Company; and

3. Miscellaneous.

After the foregoing was approved by the Shareholders, the following resolutions have been taken at the unanimity:

First resolution

The Shareholders unanimously resolve to proceed to the rectification of the material error occurred at the incorporation of the Company on January 25, 2007 in connection with the number of limited shares subscribed by ARGAN CAPITAL LIMITED PARTNERSHIP in the multiple classes of limited shares in the share capital of the Company (mentioned in the section subscription of the incorporation deed of the Company), as follows:

«ARGAN CAPITAL LIMITED PARTNERSHIP, prenamed, subscribes to 2,650,257 (two million six hundred fifty thousand two hundred fifty-seven) Limited Shares, as follows:

- 265,014 (two hundred sixty-five thousand fourteen) class A limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class B limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class C limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class D limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class E limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class F limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class G limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class H limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class I limited shares;
- 265,027 (two hundred sixty-five thousand twenty-seven) class J limited shares».

Second resolution

The Shareholders unanimously resolve to amend article 8 of the articles of association of the Company as follows:

« **Art. 8. Redemption and transfer of Shares.** The Company is authorised to redeem its shares within the limits and conditions set by the Law. A redemption of Shares must be approved by a resolution at a meeting of Shareholders approved at the majority by the Shareholders present or represented, representing two thirds of the Shares, at the meeting including the consent of the General Shareholder.

Limited Shares as well as Unlimited Shares may be transferred subject to the prior approval by a resolution at a meeting of Shareholders approved at the majority by the Shareholders present or represented, representing two thirds of the Shares, at the meeting including the consent of the General Shareholder.

The Company may accept and enter in the register of the Company a transfer on the basis of correspondence or other documents recording the agreement between the transferor and the transferee on the transfer of Shares.»

Costs

The costs, expenses, fees and charges, in whatsoever form, which are to be borne by the Company or which shall be charged to it in connection with its capital increase, have been estimated at about nine hundred euros.

There being no further business before the meeting, the same was thereupon adjourned.

Whereof the present notarial deed was drawn up in Luxembourg on the day named at the beginning of this document.

The undersigned notary who understands and speaks English states herewith that on request of the above appearing person, the present deed is worded in English followed by a French version. On request of the same appearing person and in case of discrepancies between the English and the French text, the English version will prevail.

The document having been read to the person appearing, he signed together with us, the notary, the present original deed.

Suit la version française de ce qui précède:

L'an deux mille sept, le vingt-neuf mars.

Par-devant Maître Jean Seckler, notaire de résidence à Junglinster (Grand-Duché de Luxembourg), soussigné.

S'est tenue une assemblée générale extraordinaire des actionnaires de HELIUM SYNDICATION S.C.A., une société en commandite par actions de droit luxembourgeois, établie et ayant son siège social au 52-54, avenue du X Septembre, L-2550 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 124.148, constituée par acte du notaire soussigné en date du 25 janvier 2007, en voie de publication auprès du Mémorial C, Recueil Spécial des Sociétés et des Associations. Les statuts de la société furent modifiés par acte du notaire soussigné en date du 6 février 2007, en voie de publication auprès du Mémorial C, Recueil Spécial des Sociétés et des Associations (la «Société»).

L'assemblée est présidée par Monsieur Vincent Linari-Pierron, avocat à la Cour, domicilié à Luxembourg.

Le président nomme comme secrétaire Monsieur Guillaume Deflandre, avocat, domicilié à Luxembourg et l'assemblée élit comme scrutateur Monsieur Mike Erniquin, avocat à la Cour, domicilié à Luxembourg.

Le président demande au notaire d'établir que:

I.- (i) HELIUM S.à r.l., une société à responsabilité limitée de droit luxembourgeois, établie et ayant son siège social au 52-54, avenue du X Septembre, L-2550 Luxembourg, immatriculée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 123.978 (HELIUM S.à r.l.), (ii) ARGAN CAPITAL LIMITED PARTNERSHIP, une limited partnership, dont l'associé général est ARGAN CAPITAL MANAGEMENT (Jersey) LIMITED, constituée sous les lois de Jersey, ayant son principal établissement à Whiteley Chambers, Don Street, St. Helier, JE4 9WG, Jersey (ARGAN CAPITAL LIMITED PARTNERSHIP), (iii) ARGAN CAPITAL B LIMITED PARTNERSHIP, une limited partnership, dont l'associé général est ARGAN CAPITAL MANAGEMENT (Jersey) LIMITED, constituée sous les lois de Jersey, ayant son principal établissement à Whiteley Chambers, Don Street, St. Helier, JE4 9WG, Jersey (ARGAN CAPITAL B LIMITED PARTNERSHIP), (iv) ARGAN EXECUTIVE CO-INVESTMENT LIMITED PARTNERSHIP, une limited partnership, dont le gérant est ARGAN CAPITAL MANAGEMENT (Jersey) LIMITED, constituée sous les lois de Jersey, ayant son principal établissement à Whiteley Chambers, Don Street, St. Helier, JE4 9WG, Jersey (ARGAN EXECUTIVE CO-INVESTMENT LIMITED PARTNERSHIP) et (v) PO INVEST 2 S.A., une société anonyme de droit luxembourgeois, établie et ayant son siège social à L-2086 Luxembourg, 23, avenue Monterey (PO INVEST 2) sont les seuls actionnaires de la Société (les «Actionnaires»), tous ici représentés par Maître Vincent Linari-Pierron, avocat à la Cour, avec adresse professionnelle à 252, avenue Gaston Diderich, L-1420 Luxembourg, en vertu de cinq procurations données sous seing privé.

Lesdites procurations, après avoir été signées ne varietur par les comparants et le notaire soussigné, resteront annexées pour être enregistrées avec le présent acte.

II.- Il ressort de la liste de présence que les (i) 100.000 (cent mille) actions de commandités et (ii) 40.293.100 (quarante millions deux cent quatre-vingt treize mille cent) actions de commanditaires, représentant l'ensemble du capital social de la Société, sont représentées de sorte que l'assemblée peut valablement décider sur tous les points figurant à l'ordre du jour, dont les Actionnaires reconnaissent expressément avoir été dûment informés.

III.- L'ordre du jour de l'assemblée est le suivant:

Ordre du jour:

1. Rectification de l'erreur matérielle survenue à la constitution de la Société afférente au nombre d'actions de commanditaire souscrites par ARGAN CAPITAL LIMITED PARTNERSHIP dans les classes d'actions de commanditaire multiples du capital social de la Société;

2. Modification de l'article 8 des statuts de la Société; et

3. Divers.

Suite à l'approbation de ce qui précède par les Actionnaires, les résolutions suivantes ont été prises à l'unanimité:

Première résolution

Les Actionnaires décident à l'unanimité de procéder à la rectification de l'erreur matérielle survenue à la constitution de la Société en date du 25 janvier 2007, afférente au nombre d'actions de commanditaire souscrites par ARGAN CAPITAL LIMITED PARTNERSHIP dans les classes d'actions de commanditaire multiples du capital social de la Société (mentionnée dans la section souscription des statuts de la Société, comme suit:

«ARGAN CAPITAL LIMITED PARTNERSHIP, préqualifiée, souscrit à 2.650.257 (deux millions six cent cinquante mille deux cent cinquante-sept) Actions de Commanditaires, comme suit:

- 265.014 (deux cent soixante-cinq mille quatorze) actions de commanditaire de classe A;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe B;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe C;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe D;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe E;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe F;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe G;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe H;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe I;
- 265.027 (deux cent soixante-cinq mille vingt-sept) actions de commanditaire de classe J».

Deuxième résolution

Les Actionnaires décident à l'unanimité de modifier l'article 8 des statuts de la Société pour lui donner la teneur suivante:

« **Art. 8. Rachat et cession d'Actions.** La Société est autorisée à racheter ses actions dans les limites et les conditions définies par la Loi. Un rachat d'actions doit être approuvé par une résolution de l'assemblée générale des Actionnaires adoptée à la majorité par les Actionnaires présent ou représenté, représentant deux tiers des Actions, à cette assemblée générale, et en ce compris le consentement obligatoire de l'Actionnaire Commandité.

Les Actions de Commanditaires et les Actions de Commandité pourront être cédées après approbation préalable par une résolution de l'assemblée générale des Actionnaires adoptée à la majorité par les Actionnaires présent ou représenté, représentant deux tiers des Actions, à cette assemblée générale, et en ce compris le consentement obligatoire de l'Actionnaire Commandité.

La société pourra accepter et inscrire au registre de la Société une cession sur la base de correspondances ou d'autres documents enregistrant l'accord entre le cédant et le cessionnaire.»

Coûts

Les coûts, frais, taxes et charges, sous quelque forme que ce soit, devant être supportées par la Société ou devant être payés par elle en rapport avec cette augmentation de capital, ont été estimés à neuf cents Euros.

Aucune autre affaire n'ayant à être traitée, l'assemblée a pris fin.

A la suite de laquelle le présent acte notarié a été rédigé à Luxembourg, au jour indiqué au début du présent document.

Le notaire soussigné, qui comprend et parle l'anglais, déclare que sur demande de la personne présente à l'assemblée, le présent acte est établi en anglais suivi d'une version en français. Sur demande de la même personne présente, en cas de divergences entre les textes anglais et français, la version anglaise prévaudra.

Lecture ayant été faite de ce document à la personne présente, elle a signé avec nous, notaire, le présent acte.

Signé: V. Linari-Pierron, G. Deflandre, M. Erniquin, J. Seckler.

Enregistré à Grevenmacher, le 11 avril 2007, Relation GRE/2007/1563. — Reçu 12 euros.

Le Receveur ff. (signé): Bentner.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Junglinster, le 24 mai 2007.

J. Seckler.

Référence de publication: 2007063048/231/173.

(070066423) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Altoras S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 49, boulevard du Prince Henri.

R.C.S. Luxembourg B 78.571.

Le bilan et annexes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2007063601/788/12.

Enregistré à Luxembourg, le 24 mai 2007, réf. LSO-CE05073. - Reçu 14 euros.

Le Receveur (signé): G. Reuland.

(070066555) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Euro Management Services S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 34.766.

Le bilan et le compte de profits et pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 23 mai 2007.

Pour EURO MANAGEMENT SERVICES S.A.

H. de Graaf

Administrateur

Référence de publication: 2007063374/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04212. - Reçu 24 euros.

Le Receveur (signé): G. Reuland.

(070066060) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Prefin S.A., Société Anonyme Holding.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 46.007.

Le bilan et le compte de profits et pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 23 mai 2007.

Pour PREFIN S.A.

J. Claeys

Administrateur

Référence de publication: 2007063388/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04206. - Reçu 22 euros.

Le Receveur (signé): G. Reuland.

(070066076) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Yalorys S.A., Société Anonyme.

Siège social: L-2529 Howald, 30, rue des Scillas.

R.C.S. Luxembourg B 127.954.

— STATUTS

L'an deux mille sept, le dix mai.

Par-devant Maître Francis Kessler notaire de résidence à Esch-sur-Alzette

Ont comparu:

1) La société ELODEE S.A., société de droit luxembourgeois, établie et ayant son siège social à L-4170 Esch/Alzette, 26-28, boulevard J.-F. Kennedy,

ici représentée par Madame Nadine Carelle, demeurant à F-57290 Fameck, 54, rue du Général Henry, agissant en sa qualité d'administrateur-délégué.

2) La société FIDUCIAIRE C.G.S. S. à r.l., société de droit luxembourgeois, établie et ayant son siège social à L-4170 Esch-sur-Alzette, 26-28, boulevard J. F. Kennedy,

ici représentée par Madame Nadine Carelle, prénommée, agissant en sa qualité de gérant.

Lesquelles comparantes, représentées comme dit ci-avant, ont requis le notaire instrumentant de dresser acte des statuts d'une société anonyme qu'elles vont constituer entre elles.

Art. 1^{er}. Il est constitué par les présentes entre les comparants et tous ceux qui deviendront propriétaires des actions ci-après créées une société anonyme sous la dénomination de:

YALORYS S.A.

Art. 2. La société est constituée pour une durée illimitée. Elle peut être dissoute anticipativement par décision de l'assemblée générale statuant comme en matière de modification des statuts.

Art. 3. Le siège social est établi à Howald.

Art. 4. La société a pour objet la prise de participations sous quelque forme que ce soit dans d'autres entreprises luxembourgeoises ou étrangères, le contrôle et la gestion ainsi que la mise en valeur de ces participations.

Elle peut faire l'acquisition de tous titres et droits par voie de participation, de souscription ou d'apport. Elle peut participer à la création au développement et au contrôle de sociétés ou entreprises et leur consentir des concours, prêts, avances ou garanties. La société peut également acquérir, détenir et mettre en valeur tous brevets, marques de commerce et licences sans pour autant exercer d'activité industrielle et commerciale propre ou avoir un établissement commercial ouvert au public.

Art. 5. Le capital social est fixé à trente et un mille euros (€ 31.000,-), représenté par cent (100) actions d'une valeur nominale de trois cent dix euros (€ 310,-), chacune disposant d'une voix aux assemblées générales.

Les actions sont nominatives ou au porteur, au choix de l'actionnaire.

Art. 6. En cas de pluralité d'actionnaires, la société doit être administrée par trois membres au moins, actionnaires ou non.

Si la société est établie par un actionnaire unique ou si à l'occasion d'une assemblée générale des actionnaires, il est constaté que la société a seulement un actionnaire restant, la composition du conseil administration peut être limitée à un seul membre, jusqu'à l'assemblée générale ordinaire suivant la constatation de plus d'un actionnaire.

Les administrateurs ou l'administrateur unique seront nommés pour un terme qui ne peut excéder six ans.

Les administrateurs sortants peuvent être réélus.

En cas de vacance d'une place d'administrateur nommé par l'assemblée générale, les administrateurs restants ainsi nommés ont le droit d'y pourvoir provisoirement; dans ce cas, l'assemblée générale, lors de sa première réunion, procède à l'élection définitive.

Art. 7. Le conseil d'administration est investi des pouvoirs les plus étendus pour gérer les affaires sociales et faire tous les actes de disposition et d'administration qui rentrent dans l'objet social, et tout ce qui n'est pas réservé à l'assemblée

générale par les statuts ou par la loi, est de sa compétence. Il peut notamment compromettre, transiger, consentir tous désistements et mainlevées avec ou sans paiement.

Le conseil d'administration est autorisé à procéder à des versements d'acomptes sur dividendes conformément aux conditions et suivant les modalités fixées par la loi.

Le conseil d'administration peut déléguer tout ou partie de la gestion journalière des affaires de la société, ainsi que la représentation de la société en ce qui concerne cette gestion à un ou plusieurs administrateurs, directeurs, gérants et/ou actionnaires ou non.

La société se trouve engagée, en toutes circonstances, par la signature individuelle des administrateur-délégués ou en cas d'administrateur unique par la signature individuelle de cet administrateur.

Art. 8. Les actions judiciaires, tant en demandant qu'en défendant, seront suivies au nom de la société par un des administrateurs, par l'administrateur unique ou la personne à ce déléguée par le conseil.

Art. 9. La surveillance de la société est confiée à un ou plusieurs commissaires; ils sont nommés pour un terme qui ne peut excéder six ans. Ils sont rééligibles.

Art. 10. L'année sociale commence le premier janvier et finit le trente et un décembre de chaque année.

Art. 11. L'assemblée générale annuelle des actionnaires se réunit de plein droit au siège social ou à tout autre endroit au Luxembourg indiqué dans l'avis de convocation, le premier lundi du mois de juin à 10.00 heures. Si ce jour est férié, l'assemblée se tiendra le premier jour ouvrable suivant.

Art. 12. Tout actionnaire aura le droit de voter lui-même ou par mandataire.

Art. 13. L'assemblée générale a les pouvoirs les plus étendus pour faire ou ratifier tous les actes qui intéressent la société. Elle décide de l'affectation et de la distribution du bénéfice net.

S'il y a un actionnaire unique, cet actionnaire exerce tous les pouvoirs conférés par l'assemblée des actionnaires de la société.

Art. 14. Pour tous points non réglés aux présents statuts, les parties se soumettent aux dispositions de la loi du 10 août 1915 et aux lois modificatives.

Dispositions transitoires

- Par dérogation, le premier exercice commencera aujourd'hui même pour finir le 31 décembre 2007.
- Par dérogation, la première assemblée ordinaire des actionnaires se tiendra le premier lundi du mois de juin en 2008.

Souscription

Le capital social a été souscrit comme suit:

1.- La société ELODEE S.A., prénommée, quatre-vingt-dix-neuf actions	99
2.- La société FIDUCIAIRE C.G.S. S. à r.l., prénommée, une action	1
Total: cent actions	100

Toutes les actions ainsi souscrites ont été libérées par des versements en numéraires de sorte que la somme de trente et un mille euros (€ 31.000,-) se trouve dès à présent à la disposition de la société ainsi qu'il en a été justifié au notaire qui le constate expressément.

Constatation

Le notaire instrumentant déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi sur les sociétés commerciales et en constate expressément l'accomplissement.

Frais

Le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution s'élèvent approximativement à mille cinq cents euros (€ 1.500,-).

Assemblée générale extraordinaire

Et à l'instant les comparantes ès-qualités qu'elles agissent, représentant l'intégralité du capital social, se sont réunies en assemblée générale extraordinaire, à laquelle elles se reconnaissent dûment convoquées et à l'unanimité elles ont pris les résolutions suivantes.

Première résolution

Le nombre des administrateurs est fixé à trois.

Sont nommés administrateurs:

- a) La société ELODEE S.A., société de droit luxembourgeois, établie et ayant son siège social à L-4170 Esch-sur-Alzette, 26-28, boulevard J.-F. Kennedy, inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 77.619 représentée par Madame Nadine Carelle, expert-comptable, demeurant à F-57290 Fameck, 54, rue du Général Henry;

b) Madame Nadine Carelle, expert-comptable, née à Dudelange, le 26 mai 1967, demeurant à F-57290 Fameck, 54, rue du Général Henry;

c) Mademoiselle Assia Derguiani, employée privée, née à Hayange (France), le 17 novembre 1982, demeurant à F-57290 Fameck, 16, rue François de Wendel.

Deuxième résolution

Le nombre de commissaires est fixé à un.

Est nommé commissaire aux comptes:

La société FIDUCIAIRE C.G.S. S. à r.l., établie et ayant son siège social à L-4170 Esch-sur-Alzette, 26-28, boulevard J. F. Kennedy, inscrite au Registre de Commerce et des Sociétés à Luxembourg sous le numéro B 52.338.

Troisième résolution

Le mandat des administrateurs et du commissaire ainsi nommés prendra fin à l'issue de l'assemblée générale de 2012.

Quatrième résolution

L'adresse de la société est fixée à L-2529 Howald, 30, rue des Scillas.

L'assemblée autorise le conseil d'administration à fixer en tout temps une nouvelle adresse dans la localité du siège social statutaire.

Réunion du Conseil d'Administration

Madame Nadine Carelle, prénommée, ici présente, agissant tant en son nom propre qu'en tant que représentant permanent de la société ELODEE S.A., prénommée et Mademoiselle Assia Derguiani, prénommée, ici présente, se considérant comme réunies en Conseil, ont pris à l'unanimité la décision suivante:

Madame Nadine Carelle, Mademoiselle Assia Derguiani et la société ELODEE S.A., prénommées sont nommées administrateurs-délégués.

Dont acte, fait et passé à Esch/Alzette, en l'étude, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparantes, elles ont signé avec Nous Notaire le présent acte.

Signé: N. Carelle, A. Derguiani, F. Kessler.

Enregistré à Esch-surAlzette, le 14 mai 2007, Relation: EAC/2007/4982. — Reçu 310 euros.

Le Receveur (signé): A. Santioni.

Pour expédition conforme délivrée à la société sur demande pour servir aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Esch-sur-Alzette, le 16 mai 2007.

F. Kessler.

Référence de publication: 2007063125/219/128.

(070066254) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Sogecore Participations S.A., Société Anonyme.

Siège social: L-2633 Senningerberg, 6B, route de Trèves.

R.C.S. Luxembourg B 70.900.

L'an deux mille sept, le vingt-quatre avril.

Par-devant Maître Paul Decker, notaire de résidence à Luxembourg-Eich.

S'est réunie:

L'assemblée générale extraordinaire des actionnaires de la société anonyme SOGECORE PARTICIPATIONS S.A., avec siège social à L-2633 Senningerberg, 6B, route de Trèves,

constituée suivant acte reçu par le notaire Edmond Schroeder, alors de résidence à Mersch, en date du 26 avril 1999, publié au Mémorial C numéro 763 du 14 octobre 1999,

modifié à plusieurs reprises et pour la dernière fois aux termes d'un acte reçu par Maître Paul Bettingen, notaire de résidence à Niederanven, en date du 18 décembre 2002, publié au Mémorial C numéro 266 du 12 mars 2003.

inscrite au registre de commerce et des sociétés de Luxembourg sous le numéro B 70.900

L'assemblée est ouverte à 17.00 heures sous la présidence de Monsieur Jean Thilly, administrateur de sociétés, demeurant professionnellement à Senningerberg.

qui désigne comme secrétaire Madame Nada Santoro, juriste, demeurant professionnellement à Senningerberg.

L'assemblée choisit comme scrutateur Monsieur Edwin Rennboog, directeur de sociétés, demeurant à L-6942 Niederanven.

Le bureau ainsi constitué, le Président expose et prie le notaire instrumentant d'acter:

I.- Que la présente assemblée générale extraordinaire a pour

Ordre du jour

1. Capital Social - Actions: modifications statutaires

Art. 6. Actions nominatives et obligation d'inscription dans le registre des actionnaires;

Article 6 bis - Interdiction de constituer un gage sur ou cautionnement des actions;

Article 6 ter et 6 quater - Droits d'agrément et de préemption;

Article 6 quinto - Cession d'options

2. Instauration d'un capital autorisé avec suppression du droit de souscription préférentielle visé à l'article 32 de la Loi du 10 août 1915 telle que modifiée et délégation par l'Assemblée Générale au Conseil d'Administration des pouvoirs pour émettre le capital et fixer les conditions d'émission et d'attribution (nouvel article 5bis des statuts).

3. Cession d'options: nouvel article dans les statuts Article 6 quinto - Limitation dans la cessibilité d'options

4. Conseil d'Administration: modification d'un article des statuts Article 10 - Présidence

II.- Que les actionnaires présents ou représentés, ainsi que le nombre d'actions qu'ils détiennent sont indiqués sur une liste de présence.

III.- Que l'intégralité du capital social étant présente ou représentée à la présente assemblée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

IV.- Que la présente assemblée, réunissant l'intégralité du capital social, est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les points portés à l'ordre du jour.

Ces faits ayant été reconnus exacts par l'assemblée, le Président expose les raisons qui ont amené le conseil d'administration à proposer les points figurant à l'Ordre du Jour.

L'assemblée générale, après avoir délibéré, prend à l'unanimité des voix, les résolutions suivantes:

Première résolution

L'Assemblée Générale décide:

- de supprimer la possibilité d'émettre des actions au porteur
- d'interdire la constitution d'un gage sur ou cautionnement des actions
- de modifier les droits de cession d'actions et de l'instauration d'un droit d'agrément et de préemption,
- et en conséquence de reformuler l'article 6 et de le diviser en différents articles comme suit:

« **Art. 6.** Les actions de la société, qu'elles soient ordinaires, privilégiées ou de quelque autre type, avec ou sans droit de vote, sont nominatives. Pour être opposables les actions doivent être inscrites dans le registre des actionnaires.

Art. 6 bis. Les actions de la société ne peuvent d'aucune façon être gagées, données en nantissement, être utilisées comme sûreté de quelque nature que ce soit ou être utilisées en cautionnement, en garantie, être grevées d'une hypothèque ou faire l'objet d'un démembrement, excepté pour le financement d'un achat d'actions de la société.

Art. 6 ter.

(i) Toute cession d'actions, à titre gratuit ou onéreux, à des tiers ou entre actionnaires, doit préalablement être agréée par le conseil d'administration de la société dans les conditions ci-après. Le démembrement de propriété, le transfert de propriété des actions par voie de dissolution de régime matrimonial, de fusion, absorption ou de transmission universelle de patrimoine, d'adjudication publique ordonnée par décision de justice ou d'attribution judiciaire est également soumis à agrément,

(ii) Le projet de cession est notifié au Président du conseil d'administration par lettre recommandée avec accusé de réception. Il contient l'indication des nom, prénom et adresse du cessionnaire s'il s'agit d'une personne physique et sa dénomination sociale, sa forme, son capital social, son immatriculation au registre de commerce, l'organe qui la représente et son actionnariat s'il s'agit d'une personne morale, le nombre des actions dont la cession est envisagée, les conditions de la cession et le prix offert.

(iii) Dans le délai de 5 jours ouvrables suivant la notification visée sous sub (ii) du présent article, le Président convoque le conseil d'administration pour qu'il délibère sur le projet de cession des actions et sur l'agrément du cessionnaire. Le Président peut également consulter les membres du conseil par écrit.

(iv) La décision de la société, qui n'a pas à être motivée, est notifiée par le Président du conseil d'administration à l'actionnaire désireux de céder ou de démembrer ses actions, par lettre recommandée avec accusé de réception ou remise contre décharge manuscrite.

(v) En cas d'agrément, et sans préjudice de la clause de préemption visée à l'article 6 quater des présents statuts, la cession est réalisée dans les termes et conditions mentionnés dans le projet de cession notifié à la société,

(vi) Si la société n'a pas fait connaître sa décision dans le délai de 15 jours ouvrables à compter de la notification du projet de cession ou de démembrement des actions, l'agrément de la cession est réputé acquis.

(vii) Si la société a refusé d'agréer la cession, l'actionnaire désireux de céder ou de démembrer ses actions peut, dans les 5 jours ouvrables suivant la notification du refus d'agrément qui lui est faite, signifier, par lettre recommandée avec accusé de réception, qu'il renonce à son projet de démembrement ou de cession des actions.

(viii) A défaut de renonciation de sa part, la société doit, dans le délai de 10 jours ouvrables à compter du refus d'agrément, acquérir ou faire acquérir les actions aux prix, termes et conditions, mentionnés dans le projet de cession notifié à la société ou, en cas de démembrement, aux conditions déterminées par le ou les commissaires aux comptes de la société et qui doivent refléter la valeur de marché des actions dont la cession est demandée. Si la société décide d'acquérir elle-même les actions, cette acquisition devra être réalisée dans le respect des dispositions des articles 49-2 à 49-8 de la loi du 10 août 1915 sur les sociétés commerciales.

(ix) En cas de cession des actions du Président du conseil d'administration, les fonctions qui lui sont dévolues dans le cadre de la présente clause d'agrément sont exercées par le membre du conseil d'administration le plus âgé, et si le Président du conseil d'administration en est le membre le plus âgé, par le second membre le plus âgé.

Art. 6 quater.

(i) Toute cession ou transfert de propriété d'actions, sauf s'il intervient entre actionnaires de la société, soit à titre gratuit, soit à titre onéreux, alors même que la cession aurait lieu par voie d'adjudication publique sur le fondement d'un titre exécutoire, est soumise au droit de préemption des autres actionnaires dans les conditions ci-après. Il en est de même en cas de démembrement de propriété, de transfert d'actions par voie de dissolution du régime matrimonial, d'apport en société, en cas d'apport partiel d'actif, de fusion ou de scission, de transmission universelle de patrimoine, de cession de droits d'attribution ou de souscription à une augmentation de capital ou de renonciation au droit de souscription.

(ii) L'actionnaire cédant notifie au Président du conseil d'administration le projet de cession, par lettre recommandée avec accusé de réception, indiquant, pour un cessionnaire personne physique, ses nom, prénom, adresse, date et lieu de naissance, et/ou, pour un cessionnaire personne morale, sa dénomination sociale, sa forme, le montant de son capital, son siège social et son numéro d'inscription au registre de commerce, la composition de son actionnariat et de l'organe le représentant, ainsi que le nombre d'actions dont la cession est envisagée, le prix offert et les conditions de la cession. L'actionnaire cédant accompagne sa notification d'une copie de la preuve documentaire de l'offre liante qu'il a reçu.

(iii) Dans les cinq (5) jours ouvrables suivant la réception de la notification faite au Président du conseil d'administration, celui-ci doit informer, par courrier recommandé avec accusé de réception, tous les actionnaires de la société du projet de cession, ainsi que du prix et des conditions de celle-ci.

(iv) Chaque actionnaire bénéficie d'un droit de préemption, aux mêmes termes et conditions que celles mentionnées dans la notification du projet de cession, sur les actions dont la cession est envisagée.

(v) Il exerce ce droit, par voie de notification par lettre recommandée avec accusé de réception, au Président du conseil d'administration, au plus tard dans les 10 jours ouvrables suivant la notification faite aux actionnaires par le Président du conseil d'administration en indiquant le nombre d'actions dont il désire se rendre acquéreur aux conditions mentionnées dans la notification sous sub (iii).

(vi) Une séance du conseil d'administration doit être convoquée, dans les cinq jours ouvrables, à dater du terme du délai de quinze (15) jours ouvrables précisé sous sub (v), pour procéder à l'attribution des actions dont la cession est projetée, conformément aux offres d'achat reçues des actionnaires, selon les modalités et la procédure suivantes:

(a) Les actions concernées sont attribuées entre ceux des actionnaires qui ont déclaré leur volonté d'acquérir, selon sub (v), au prorata de leur participation dans la portion du capital qu'ils représentent ensemble, sans toutefois pouvoir excéder le nombre d'actions qu'ils ont demandé à acquérir;

(b) Si le nombre d'actions attribuées sous sub (vi) (a) est inférieur à celui contenu dans le projet de cession et que les déclarations de volonté d'achat de certains actionnaires n'ont pas été satisfaites sous sub (vi) (a), les actions concernées sont réparties entre ces actionnaires au prorata de leur participation dans la portion du capital qu'ils représentent ensemble, sans pouvoir excéder pour chacun le nombre d'actions pour lequel ils se sont portés acquéreurs;

(c) Si le droit de préemption exercé par les actionnaires n'absorbe pas la totalité des actions dont la cession est projetée, la société, sur décision de son conseil d'administration, peut, en vertu d'un droit de préemption subsidiaire, acquérir les actions concernées non préemptées aux mêmes conditions que celles mentionnées dans la notification du projet de cession. Elle dispose, à cette fin, d'un délai complémentaire de dix (10) jours ouvrables pour notifier sa décision à l'actionnaire cédant. Lorsque les actions sont rachetées par la société, celle-ci est tenue de les acquérir dans le respect des articles 49-2 à 49-8 de la loi du 10 août 1915 sur les sociétés commerciales.

(d) A défaut d'exercice du droit de préemption tel qu'organisé par le présent article sur toutes les actions dont la cession est projetée, l'actionnaire cédant peut céder la totalité du nombre d'actions mentionnée dans son projet de cession, sous sub (ii) au tiers cessionnaire identifié dans cette notification, sans qu'une clause d'agrément ne puisse lui être opposée.»

Deuxième résolution

L'Assemblée Générale décide, après avoir entendu le rapport motivé du Conseil d'Administration, prévu par l'article 32-3.5, d'introduire un capital autorisé de 332.500,- EUR (trois cent trente-deux mille cinq cents Euro) pour une durée de cinq ans.

Copie de ce rapport, après avoir été paraphé et variatur par les membres du bureau et le notaire instrumentant, restera annexé aux présentes.

En conséquence l'assemblée générale décide d'instaurer un nouveau article entre l'article 5 et l'article 6 des statuts qui aura la teneur suivante:

« **Art. 5 bis.** Le capital autorisé est fixé à 332.500,- EUR (trois cent trente-deux mille cinq cents Euro) représenté par 700 (sept cents) actions nominatives d'une valeur nominale de 475,- EUR (quatre cent septante cinq Euro) chacune.

Le Conseil d'Administration est autorisé, pendant une période de cinq ans prenant fin le 24 avril 2012, à augmenter en une ou plusieurs fois le capital souscrit et émis, à l'intérieur des limites du capital autorisé, par l'émission d'actions nominatives ordinaires, privilégiées ou de tous types de titres nominatifs autorisés par la loi ou d'options nominatives qui donnent droit, directement ou de manière contingente, à l'acquisition d'actions.

Le Conseil d'Administration est investi du pouvoir de supprimer le droit de souscription préférentielle réservé aux actionnaires antérieurs.

Chacune de ces augmentations de capital peut, ainsi qu'il sera déterminé par le Conseil d'Administration, être émise et souscrite sous forme d'actions avec ou sans prime d'émission à libérer totalement en espèces selon les modalités fixées par le Conseil d'Administration.»

Troisième résolution

L'Assemblée Générale décide d'ajouter l'article 6 quinto aux statuts qui aura la teneur suivante:

« **Art. 6 quinto.** Toute option sur action émise par la société est incessible et inaliénable»

Quatrième résolution

L'Assemblée Générale décide de modifier la première phrase de l'article 10 des statuts pour lui donner la teneur suivante:

« **Art. 10. 1^{ère} phrase.** Le conseil d'administration élira en son sein un président.»

Plus rien n'étant à l'ordre du jour, la séance est levée à 18.00 heures.

Frais

Les parties ont évalué le montant des frais, dépenses, rémunérations et charges, sous quelque forme que ce soit qui incombent à la société à environ 1.200,- EUR.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, ceux-ci ont signé avec le notaire le présent acte.

Signé: J. Thilly, N. Santoro, E. Rennboog, P. Decker.

Enregistré à Luxembourg, le 2 mai 2007, Relation: LAC/2007/6588. — Reçu 12 euros.

Le Receveur (signé): F. Sandt.

Pour expédition conforme, délivrée sur papier libre aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg-Eich, le 11 mai 2007.

P. Decker.

Référence de publication: 2007063077/206/170.

(070066598) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Euro-Tabacs S.A., Société Anonyme.

Siège social: L-8308 Capellen, Parc d'Activités Capellen.

R.C.S. Luxembourg B 92.137.

L'an deux mille sept, le vingt-sept mars.

Par-devant Maître Jean Seckler, notaire de résidence à Junglinster, (Grand-Duché de Luxembourg), soussigné;

S'est réunie l'assemblée générale extraordinaire des actionnaires de la société anonyme EURO-TABACS S.A., ayant son siège social à L-8308 Capellen, P.A.C., inscrite au Registre de Commerce et des Sociétés de Luxembourg, section B, sous le numéro 92.137, constituée suivant acte reçu par Maître Georges d'Huart, notaire de résidence à Pétange, en date du 25 février 2003, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 407 du 15 avril 2003,

dont les statuts ont été modifiés suivant acte reçu par ledit notaire Georges d'Huart en date du 25 août 2003, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1043 du 8 octobre 2003,

et dont les statuts ont été modifiés suivant acte reçu par le notaire instrumentant en date du 25 avril 2006, publié au Mémorial C, Recueil des Sociétés et Associations, numéro 1420 du 24 juillet 2006.

La séance est ouverte sous la présidence de Monsieur Nico Hansen, employé privé, demeurant professionnellement à Luxembourg.

Le Président désigne comme secrétaire Madame Raymonde Weber, employée privée, demeurant professionnellement à Luxembourg.

L'assemblée choisit comme scrutatrice Madame Sophie Batardy, employée privée, demeurant professionnellement à Luxembourg.

Les actionnaires présents ou représentés à la présente assemblée ainsi que le nombre d'actions possédées par chacun d'eux ont été portés sur une liste de présence, signée par les actionnaires présents et par les mandataires de ceux représentés, et à laquelle liste de présence, dressée par les membres du bureau, les membres de l'assemblée déclarent se référer.

Les procurations émanant des actionnaires représentés à la présente assemblée, signées ne varietur par les comparants et le notaire instrumentant, resteront annexées au présent acte avec lequel elles seront enregistrées.

Le Président expose et l'assemblée constate:

A) Que la présente assemblée générale extraordinaire a pour ordre du jour:

Ordre du jour:

1.- Suppression des enseignes commerciales et modification afférente du 1^{er} alinéa de l'article 1^{er}.

2.- Divers.

B) Que la présente assemblée réunissant l'intégralité du capital social est régulièrement constituée et peut délibérer valablement, telle qu'elle est constituée, sur les objets portés à l'ordre du jour.

C) Que l'intégralité du capital social étant représentée, il a pu être fait abstraction des convocations d'usage, les actionnaires présents ou représentés se reconnaissant dûment convoqués et déclarant par ailleurs avoir eu connaissance de l'ordre du jour qui leur a été communiqué au préalable.

Ensuite l'assemblée aborde l'ordre du jour et, après en avoir délibéré, elle a pris à l'unanimité la résolution suivante:

Résolution

L'assemblée décide de supprimer les enseignes commerciales et de modifier en conséquence le premier alinéa de l'article 1^{er} des statuts afin de lui donner la teneur suivante:

« **Art. 1^{er}. Premier alinéa.** Il existe une société anonyme de droit luxembourgeois sous la dénomination de EURO-TABACS S.A.»

Frais

Le montant des frais, dépenses et rémunérations quelconques incombant à la société en raison des présentes s'élève approximativement à six cent cinquante euros.

Plus rien n'étant à l'ordre du jour, la séance est levée.

Dont acte, fait et passé à Luxembourg, date qu'en tête des présentes.

Et après lecture faite et interprétation donnée aux comparants, connus du notaire par noms, prénoms usuels, états et demeures, ils ont tous signé avec Nous notaire le présent acte.

Signé: N. Hansen, R. Weber, S. Batardy, J. Seckler.

Enregistré à Grevenmacher, le 3 avril 2007, Relation GRE/2007/1481. — Reçu 12 euros.

Le Receveur (signé): G. Schlink.

Pour expédition conforme, délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Junglinster, le 22 mai 2007.

J. Seckler.

Référence de publication: 2007063082/231/57.

(070066349) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

P.P. Luxco Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 87.653.

Le bilan et le compte de profits et de pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 24 mai 2007.

Pour P.P. LUXCO HOLDINGS S.à r.l.

J.-C. Dauphin

Gérant

Référence de publication: 2007063340/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04258. - Reçu 26 euros.

Le Receveur (signé): G. Reuland.

(070066103) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Multimet S.A., Société Anonyme.

Siège social: L-1724 Luxembourg, 49, boulevard du Prince Henri.

R.C.S. Luxembourg B 32.678.

Le bilan et annexes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2007063602/788/12.

Enregistré à Luxembourg, le 24 mai 2007, réf. LSO-CE05072. - Reçu 14 euros.

Le Receveur (signé): G. Reuland.

(070066557) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Health Management S.A., Société Anonyme.

Siège social: L-1611 Luxembourg, 61, avenue de la Gare.

R.C.S. Luxembourg B 88.704.

Le texte des statuts coordonnés a été déposé au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

J.-P. Hencks

Notaire

Référence de publication: 2007063910/216/11.

(070067286) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2007.

P.P. Luxco Holdings II S.à.r.l., Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 88.549.

Le bilan et le compte de profits et de pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 24 mai 2007.

Pour P.P. LUXCO HOLDING II S.à r.l.

J.-C. Dauphin

Gérant

Référence de publication: 2007063343/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04260. - Reçu 28 euros.

Le Receveur (signé): G. Reuland.

(070066105) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

United Biscuits LuxCo S.C.A., Société en Commandite par Actions.

Siège social: L-2530 Luxembourg, 4A, rue Henri M. Schnadt.

R.C.S. Luxembourg B 122.463.

Les statuts coordonnés de la société ont été déposés au registre de commerce et des sociétés de Luxembourg.
Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Remich, le 4 avril 2007.

M. Schaeffer

Notaire

Référence de publication: 2007063914/5770/12.

(070067309) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2007.

Rodelux S.A., Société Anonyme Holding.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 42.384.

Le bilan et le compte de profits et pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 23 mai 2007.

Pour RODELUX S.A.

J. Claeys

Administrateur

Référence de publication: 2007063383/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04208. - Reçu 22 euros.

Le Receveur (signé): G. Reuland.

(070066075) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Definlux DFL S.A., Société Anonyme Holding.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 32.308.

Le bilan et le compte de profits et pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 23 mai 2007.

Pour DEFINLUX DFL S.A.

M. Juncker

Administrateur

Référence de publication: 2007063382/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04210. - Reçu 32 euros.

Le Receveur (signé): G. Reuland.

(070066073) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

STOCKPORT (Luxembourg) Sàrl, Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 108.728.

Constituée par-devant M^e Emile Schlessler, notaire de résidence à Luxembourg, en date du 2 juin 2005, acte publié
au Mémorial C n^o 1185 du 10 novembre 2005.

Le bilan au 31 décembre 2005 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour STOCKPORT (LUXEMBOURG) SARL

FORTIS INTERTRUST (LUXEMBOURG) S.A.

Signatures

Référence de publication: 2007063348/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04265. - Reçu 18 euros.

Le Receveur (signé): G. Reuland.

(070066115) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Euro Management Services S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.
R.C.S. Luxembourg B 34.766.

Le bilan et le compte de profits et pertes au 31 décembre 2005 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 23 mai 2007.

Pour EURO MANAGEMENT SERVICES S.A.

H. de Graaf

Administrateur

Référence de publication: 2007063375/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04214. - Reçu 24 euros.

Le Receveur (signé): G. Reuland.

(070066064) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Monterey Services S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 51.100.

Le bilan et le compte de profits et pertes au 31 décembre 2005 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 23 mai 2007.

Pour MONTEREY SERVICES S.A.

H. de Graaf

Administrateur

Référence de publication: 2007063379/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04237. - Reçu 24 euros.

Le Receveur (signé): G. Reuland.

(070066067) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Studio Cophia, s.à r.l., Société à responsabilité limitée.

Siège social: L-2240 Luxembourg, 8, rue Notre-Dame.

R.C.S. Luxembourg B 53.840.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

A. Weber

Notaire

Référence de publication: 2007063912/236/11.

(070067290) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2007.

**BlueOrchard Loans for Development S.A., Société Anonyme,
(anc. BlueOrchard Loans for Development 2007-1 S.A.).**

Siège social: L-1371 Luxembourg, 7, Val Sainte Croix.

R.C.S. Luxembourg B 127.644.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Belvaux, le 21 mai 2007.

J.-J. Wagner

Notaire

Référence de publication: 2007063885/239/13.

(070067199) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2007.

SPE Finance Sarl, Société à responsabilité limitée.

Siège social: L-2520 Luxembourg, 1, allée Scheffer.

R.C.S. Luxembourg B 94.402.

Le bilan au 31 décembre 2006 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 15 mai 2007.

TMF MANAGEMENT LUXEMBOURG S.A.

Signature

Référence de publication: 2007063598/805/14.

Enregistré à Luxembourg, le 24 mai 2007, réf. LSO-CE05301. - Reçu 14 euros.

Le Releveur (signé): G. Reuland.

(070066549) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Pericom S.A., Société Anonyme.

Siège social: L-1330 Luxembourg, 4A, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 61.296.

Le bilan au 31 décembre 1997 a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 6 décembre 2006.

Pour la société

Un mandataire

Référence de publication: 2007068731/3566/14.

Enregistré à Luxembourg, le 2 octobre 2006, réf. LSO-BV00106. - Reçu 14 euros.

Le Releveur (signé): D. Hartmann.

(060132636) Déposé au registre de commerce et des sociétés de Luxembourg, le 6 décembre 2006.

Rodabelvue S.A., Société Anonyme.

Siège social: L-2132 Luxembourg, 12, avenue Marie-Thérèse.

R.C.S. Luxembourg B 98.344.

Le bilan et annexes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Signature.

Référence de publication: 2007063603/788/12.

Enregistré à Luxembourg, le 24 mai 2007, réf. LSO-CE05062. - Reçu 14 euros.

Le Releveur (signé): G. Reuland.

(070066558) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Mangon Investments S.A., Société Anonyme.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 106.225.

Le bilan et le compte de profits et pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 23 mai 2007.

Pour MANGON INVESTMENTS S.A.

G. Birchen

Administrateur

Référence de publication: 2007063392/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04202. - Reçu 28 euros.

Le Releveur (signé): G. Reuland.

(070066078) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

N.G.E. S.A., Société Anonyme Holding.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 70.483.

Le bilan et le compte de profits et pertes au 31 décembre 2006 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 10 mai 2007.

Pour N.G.E. S.A.

MONTEREY SERVICES S.A.

Administrateur

Signatures

Référence de publication: 2007063345/29/17.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04261. - Reçu 22 euros.

Le Receveur (signé): G. Reuland.

(070066108) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

N.G.E. S.A., Société Anonyme Holding.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 70.483.

Le bilan et le compte de profits et pertes au 31 décembre 2005 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 10 mai 2007.

Pour N.G.E. S.A.

MONTEREY SERVICES S.A.

Administrateur

Signatures

Référence de publication: 2007063346/29/17.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04264. - Reçu 22 euros.

Le Receveur (signé): G. Reuland.

(070066111) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Kingdom Investments I (TSF), Société à responsabilité limitée.

Siège social: L-1331 Luxembourg, 65, boulevard Grande-Duchesse Charlotte.

R.C.S. Luxembourg B 107.111.

Le bilan et le compte de profits et de pertes au 31 décembre 2005 ont été déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 24 mai 2007.

Pour KINGDOM INVESTMENTS I (TSF)

B. Nasr

Gérant A

Référence de publication: 2007063335/29/16.

Enregistré à Luxembourg, le 21 mai 2007, réf. LSO-CE04257. - Reçu 28 euros.

Le Receveur (signé): G. Reuland.

(070066102) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 mai 2007.

Richmont Services S.A., Société Anonyme.

Siège social: L-8077 Bertrange, 36, rue de Luxembourg.

R.C.S. Luxembourg B 80.758.

Statuts coordonnés déposés au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 8 mai 2007.

C. Doerner

Notaire

Référence de publication: 2007063888/209/12.

(070067278) Déposé au registre de commerce et des sociétés de Luxembourg, le 30 mai 2007.
