

MEMORIAL

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Luxembourg



MEMORIAL

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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° 873

3 avril 2012

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Spectrum Media S.à r.l., Société à responsabilité limitée.

Siège social: L-2340 Luxembourg, 6, rue Philippe II.

R.C.S. Luxembourg B 131.105.

Statuts coordonnés, suite à l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 25 novembre 2011 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 23 décembre 2011.

Francis KESSELER

NOTAIRE

Référence de publication: 2012026748/13.

(120034061) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

TLcom II Holdings S.à r.l., Société à responsabilité limitée.

Siège social: L-2163 Luxembourg, 40, avenue Monterey.

R.C.S. Luxembourg B 143.485.

Statuts coordonnés, suite à une assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 30 novembre 2011 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 30 décembre 2011.

Francis KESSELER

NOTAIRE

Référence de publication: 2012026758/13.

(120033963) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Vitalia Holdco S.à r.l., Société à responsabilité limitée.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 161.929.

Statuts coordonnés, suite à de l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 28 juillet 2011 déposés au registre de commerce et des sociétés de Luxembourg.

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Esch/Alzette, le 26 août 2011.

Francis KESSELER

NOTAIRE

Référence de publication: 2012026761/13.

(120033999) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Vitalia Topco S.à r.l., Société à responsabilité limitée.

Siège social: L-1273 Luxembourg, 19, rue de Bitbourg.

R.C.S. Luxembourg B 161.524.

Statuts coordonnés, suite à de l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 28 juillet 2011 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 26 août 2011.

Francis KESSELER

NOTAIRE

Référence de publication: 2012026762/13.

(120034030) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Satyam Computer Services Limited, Luxembourg Branch, Succursale d'une société de droit étranger.

Adresse de la succursale: L-5244 Sandweiler, 2B, Ennert dem Bierg.
R.C.S. Luxembourg B 166.872.

—
Charter and Bye-laws of Satyam Computer Services Ltd.

Form I.R.

Certificate of incorporation

No. 7564 of 1987-88

I hereby certify that SATYAM COMPUTER SERVICES PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and the Company is limited.

Given under my hand at HYDERABAD this 24th day of June, One thousand nine hundred and Eighty Seven (24th June, 1987)

Sd/-

(R. K. BHATTACHARJEE)

J.S.C.-1

Registrar of companies

Andhra Pradesh

COMPANY No. 01-07564

Fresh Certificate of Incorporation consequent on Change of Name

In the office of the Registrar of Companies, Andhra Pradesh (Under the Companies Act. 1956) (1 of 1956)

In the matter of SATYAM COMPUTER SERVICES PRIVATE LIMITED

I hereby certify that SATYAM COMPUTER SERVICES PRIVATE LIMITED which was originally incorporated on 24th day of June, 1987 under the Companies Act. 1956 and the name Satyam Computer Services Limited having duly passed the necessary special resolution on the 15th day of July 1991 in the terms of Section 21 of the Companies Act. 1956 that the name of the company is this Certificate is day changed to Satyam Computer Services Limited and this certificate is issued pursuant to Section 23 (1) of the said Act Given under my hand at Hyderabad this 26th day of August (One thousand nine hundred and ninety one).

(R. VASUDEVAN)

Registrar Companies

Andhra Pradesh, Hyderabad

BAKER & McKENZIE Luxembourg

Avocats à la Cour

CERTIFIED TRUE COPY

For Satyam Computer Services Limited

G. Jayaraman

Company Secretary

Fresh Certificate of Incorporation consequent on Change of Name

In the Office of the Registrar of Companies. Andhra Pradesh (Under the Companies Act. 1956) (1 of 1956)

In the matter o SATYAM COMPUTER SERVICES PRIVATE LIMITED

I hereby certify that SATYAM COMPUTER SERVICES PRIVATE LIMITED which was originally incorporated on 24th day of June, 1987 under the Companies Act. 1956 and under the name Satyam Computer Services Private Limited having duly phased the necessary special resolution on 15th day of July, 1991 in terms of Section 21 of the Companies Act, 1966 that the name of the company is this Certificate is day changed to Satyam Computer Services Limited and this Certificate is issued pursuant to Section 23 (1) of (he said Act. Given under my hand at Hyderabad this 26th day of August (One thousand nine hundred and Ninety One),

P. RAGHAVA REDDY

NOTARY - ADVOCATE HIGH COURT

R. VASUDEVAN

Registrer Companies

Andhra Predesh

UNDER THE COMPANIES ACT, 1956,

(1 of 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

SATYAM COMPUTER SERVICES LIMITED

I. The Name of the Company is SATYAM COMPUTER SERVICES LIMITED.

II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.

III. The Objects for which the Company is established are :

(A) The Main objects to be pursued by the Company on its incorporation are :

1. To manufacture either for its own use or for sale in India or for export outside India computer systems, computer peripherals and accessories, computer consumables like floppy disks/diskettes, hard disks, ribbons, continuous and non-continuous stationery etc.. and such other products or things which may be considered either as an Integral part of a computer system or as an optional attachment or supplement thereto;

2. To undertake the designing and development of systems and application software either for its own use or for sale in India or for export outside India and to design and develop such systems and application software for or on behalf of manufacturers, owners and users of computer systems and digital/electronic equipments in India or elsewhere in the world;

3. To set up and run electronic data -processing centres and to carry on the business of data processing, word processing; software consultancy, system studies management consultancy techno-economic feasibility studies of projects, design and development of management information systems, share/ debenture issues management and/or registration and share/debenture transfer agency;

4. To undertake and execute feasibility studies for computerisation, setting up of all kinds of computer systems and digital/electronic equipments and the selection, acquisition and installation thereof whether for the company or its customers or other users;

5. To conduct, sponsor or otherwise participate in training programmes, courses, seminars and conferences in respect of any of the objects of the company and for spreading or imparting the knowledge and use of computers and computer programming languages including the publication of books, journals, bulletins, study/course materials, circulars and newsletters; and

6. To undertake the business as agents, stockists, distributors, franchise holders or otherwise for trading or dealing in computer systems, peripherals, accessories, parts and computer consumables like floppy disks, hard disks, continuous and non-continuous stationery, ribbons and other allied products and things and standard software packages.

(B) The objects that are incidental or ancillary to the attainment of the main objects are :

1. To pay-either in cash or by allotment of shares or otherwise as the company deems fit-all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be in the nature of preliminary expenses;

2. To purchase or otherwise acquire, take on lease or rent computer systems and digital/electronic equipments of all kinds;

3. To adopt and carry into effect, with or without modification, all or any of the arrangements made for the purpose of achieving any of the company's objects mentioned in clauses III (A) and III (C) hereof;

4. To purchase, take on lease or otherwise acquire for the purposes of the company estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease or otherwise dispose of or grant rights over any real property belonging to the Company;

5. To purchase, take on lease or otherwise acquire, erect, maintain, reconstruct and adopt offices, factories, sheds, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company;

6. To purchase or otherwise acquire all or any part of the business, properties and liabilities of any company, society, partnership or person, formed for all or any part of the purpose within the objects of this company and to conduct and carry on, or liquidate and wind up any such business;

7. To promote any other company or companies for the purpose of taking over all or any of the properties, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company;

8. To enter into any arrangements with any Government authority, undertakings or corporations controlled or owned by any Government or any person (s) including any individual, firm, body corporate or other association of individuals, whether incorporated or not, society and trust whether in India or abroad that may seem conducive to the company's objects or any of them and to obtain from any such Government authority, undertakings, corporations and person(s) any rights privileges and concessions which the Company may deem desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

9. To amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, whether an individual, association, firm, body corporate, corporation or otherwise carrying on or engaged in or about to carry on or engage in any business or

transaction which the company is authorised to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit the company;

10. To acquire and undertake the whole or any part of the business properties and liabilities of any person whether an individual, association, firm, body corporate, corporation or otherwise carrying on any business which, the company is authorised to carry on, or possessed of property suitable for the purposes of the Company;

11. To enter into arrangement or agreements with any other person, whether an individual, association, firm, body corporate, corporation or otherwise, for the carrying out by such other person on behalf of the company, of any of the objects of the Company;

12. To apply, for purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulae, licences, concessions and the like, conferring any exclusive, non-exclusive of limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired;

13. To enter into collaboration agreement(s) with any person(s) including Government(s) or any other authority within or outside India-whether the nature of the agreement is financial, technical or otherwise on such terms and conditions as the company deems fit;

14. To import into and export from India the technology in respect of the products mentioned in clauses III (A) and III (C) hereof on such terms and conditions as the company deems fit;

15. To carry on research and development work and experiments in connection with the business of the Company;

16. To let on lease or on hire or otherwise the whole or any part of the real and personal properties of the Company on such terms as the company shall determine;

17. Subject to Section 3(l),(iii) of the Companies Act, 1956, to issue shares, debentures, debenture stock or other securities on such terms and conditions as the company shall determine and to purchase, redeem, pay off or convert into equity any such securities on such terms and conditions as the company shall determine

18. To borrow, raise money(s) or secure obligations (whether of the company or any other person) in any manner and Subject to such terms and including the payment of guarantee commission to persons including the directors of the company as the company shall determine

19. To advance and lend money(s) with or without security, and on such terms and conditions as the company shall determine;

20. To invest and deal with the money(s) of the company in such manner as the company shall determine.

21. Subject to section 58A of the Companies Act, 1956 and the rules framed thereunder in consultation with the Reserve Bank of India, to receive money(s) on deposit, on such terms and conditions as the company shall determine, without carrying on banking business within the meaning of the Banking Regulations Act, 1949 and also to pay brokerage on such deposits;

22. To subsidise, assist and guarantee any payment of money, by or the performance of any contract, engagement or obligation by any person;

23. To open bank accounts of all kinds including overdrafts and to draw, make; accept; endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferrable instruments or securities;

24. To adopt such means of making known and advertising the business and products of the company as may seem expedient to the company;

25. To appoint officers, staff, trainees and other types of personnel for the company and to dispense with their services and to carry out or cause to be carried out all functions necessary to implement the objects of the company

26. To transfer, sell or otherwise dispose of all or any of the businesses, properties and undertakings of the company for any consideration which the company may deem fit to accept;

27. To establish agencies and to regulate and discontinue the same and to pay such remuneration to agents as the company shall determine.

28. To open, maintain and close branches and depots;

29. To establish, promote and otherwise assist any person whether an individual; firm; association, body corporate including companies or corporation or otherwise for the purpose of acquiring any property(ies) or furthering any objects of the company;

30. To do in any part of the world, all or any of the matters hereby authorised either alone or jointly, whether as factors, trustees or agents;

31. To do all such things as are necessary for the company or its nominee(s) to become members or to be otherwise associated with national and international associations, institutes or other organisations, so as to promote or strengthen the company's interests on such terms and conditions as may be determined by the company

32. (a) To undertake, carry out, promote and sponsor rural development including any programme for the social and economic welfare of the public in any rural areas;

(b) To incur any expenditure on the aforesaid development and programmes, and to otherwise assist in the execution and promotion thereof, whether directly, or indirectly,

(c) Without prejudice to the generality of the foregoing, Programme of Rural Development shall also include any programme for the social and economic welfare of the public in any rural area in such manner as the company thinks fit, and 'rural area' shall include all areas that can be regarded so under the provisions of the Income Tax Act or any other law-relating to rural development in force from time to time;

(d) in order to achieve any of the foregoing, the company may divest without consideration or at such fair or concessional rates as it thinks fit; or to otherwise transfer any property or goods of the company to or in favour of any public or local body or authority, Central or State Government, governmental agencies, public institutions, trusts or funds recognised or approved by the Central Government or State Governments or by any authority specified for the purpose by such Government(s);

33.

(a) To undertake, carry out, promote, sponsor or to otherwise assist any activity for the promotion and growth of national economy and for what the company may consider to be its moral or social responsibility to the public or a section thereof, or what the company considers likely to promote national welfare or social, economic or moral uplift of the public or any section thereof, in such manner as the company thinks fit;

(b) without prejudice to the generality of the foregoing, the company may undertake, carry out, promote and sponsor any activity in connection with the publication of any books, literature, newspapers or other documents or organising lectures or seminars for advancing the said objects or giving merit awards, scholarships, loans or any other assistance to deserving persons directly or through an institution, fund or trust;

(c) in order to achieve any of the foregoing, the company may divest or concessional rates as it thinks or otherwise transfer any properties or goods of the company to or in favour of any public or local body or authority, central or state government, governmental agencies, public institutions, trusts or funds recognised or approved by the Central Government or State Governments or any authorities specified for the purpose by such Governments;

34. Subject to the provisions the Act, to subscribe to or contribute to or undertake or otherwise assist any national, charitable, benevolent, religious, public, scientific, rural, general or other useful object or institution as the company deems fit;

35. To provide for the welfare of directors or persons in the employment of the company, or formerly in the employment of the company and the wives, widows and other family members of such persons by grants of money pensions superannuation medical benefits or otherwise;

36. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory provident; gratuity, pension or superannuation funds and give and procure the giving of moneys; pension, superannuation, gratuity, insurance, bonus; medical benefits or other amounts to any directors or persons who are or were at any time in the employment or service of the company,

37. To establish, undertake and execute or procure the establishment; undertaking execution of any trust, either gratuitously or otherwise;

38. To procure the company to be registered or recognised in any foreign country;

39. To arrange for risks of all kinds likely to affect the company to be covered by insurance

40. Subject to the provisions of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 1985, to contribute to any political party or for any political purpose to any person; and

41. To distribute any of the properties of the company in specie among the shareholder at the time of winding up.

(C) The other objects for which the company is formed are:

1. To carry the business of giving on lease or rent or sell under a scheme of hire or purchase or installment, computers, digital/electronics equipments, computer hardware and software products, computer peripherals and consumables, and accessories thereof;

2. To undertake and execute systems audits for persons owning or using computer, systems and to generally assist them in more economic and/or efficient utilization thereof;

3. To provide consultancy services in regard to the design, development, manufacturers and use of all products and things incorporated in clause III (A) and III(C) hereof;

4. To undertake and execute job works in relation to and/or to give others job works in respect of, any of the business mentioned

5. To set up and run electronic video games parlours and recreation centers;

6. To carry, on the business of agriculture, orcharding, horticulture, floriculture, sericulture, apiculture, fishery and pisciculture;

7. To breed; raise, buy sell and deal in all kinds of poultry products and seed, to establish, develop and maintain and aid in establishment and maintenance of poultry and seed farms and ancillary operations like hatcheries, breeder houses, egg producing and distributory services;

8. To carry on the business of builders and contractors for construction work of any kind of for demolition of any structure and to manufacture for own consumption or for sale all kinds of bricks, prefabricated building materials and other products used in construction activity;

9. To carry on the business of duck, sheep, rabbit breeding/rearing and to manufacture for sale of woollen and wool based garments, fabrics, cloth, blankets, carpets, threads, embroidery threads and other products;

10. To carry on the business of extraction of oil from all oil bearing commodities and seeds by solvent extraction process or otherwise:

IV. The liability of members is limited.

V. The Authorized Share Capital of the Company is Rs 280,00,00,000 (Rupees Two Hundred and Eighty Crores Only) divided into 140,00,00,000 (One Hundred and Forty Crores Only) equity share of the face Value of Rs. 2/- (Rupees Two only) each, with power to increase and reduce the Capital of the Company; and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential special rights, privileges or conditions as may be determined by or in accordance with the Article of Association for the time being in force and to vary, modify, of abrogate any such rights, privileges or conditions, in such manner as may be permitted by the Act or by the Article of Association of the Company for the time being in force.

- Increased from Rs. 160 crores to Rs. 280 crores in the Board Meeting held on 21.02.2009, as per the Company Law Board Order dated 19.02.2009

* Increased vide the ordinary resolution passed at the 19th Annual General Meeting held on 21.08.2006 from Rs. 75 crores to Rs. 160 crores.

* Amended vide the ordinary resolution passed at the 13th Annual General Meeting held on 26.05.2000

* Increase vide the special resolution passed at the 12th Annual General Meeting held on 28.05.1999 from Rs. 30 crores to Rs. 75 crores.

We, the several persons, whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:

S. N ^o	Name & Addresses, description and signature of subscribers	occupation	Number of equity shares taken by each subscriber	Name, Signature, description and occupation and address of the witness to the above signature
1	B. RAMALINGA RAJU S/o B. Satyanarayana Raju Plot 17, P & T Colony, Secunderabad-500 003. Company Director		10 (Ten)	sd/- (K. SRIVAS) S/o. Late K. Gopalan Chartered Accountant N ^o 42, 1 st Floor, 2 nd Main Road, Shanti Nagar, Hyderabad-500 028
2	D. VENKATA SATYANARAYANA RAJU S/o G.Gopala Raju 95, B.H.E.L. Enclave Akbar Road, Secunderabad Consultant		10 (Ten)	
	Total number of equity shares taken		20 (Twenty)	

Dated this 15th day of June, 1987 at Hyderabad.

BYE-LAWS

UNDER THE COMPANIES ACT, 1956

(1 of 1956)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF SATYAM COMPUTER SERVICES LIMITED

GENERAL

1. Regulations contained in Table A in the First Schedule to the Act shall apply and so far only as they are not inconsistent with any of the provisions contained in these Regulations and also those for which no provision have been made in these Regulations : Application of Table A in Schedule I of the Act.

2. In these regulations :

Unless the context otherwise requires :

a) The words or expressions contained in these Regulations shall bear the same meaning as in the Act or any Statutory modifications thereof: Interpretation clause

b) "The Company" or "This Company" means SATYAM COMPUTER SERVICES LIMITED : "The Company" or "This Company"

c) "The Act" The Companies Act, 1956 or any statutory modifications or re-enactments thereof for the time being in force including Rules framed under the different Sections : "The Act"

d) "The Seal" means the Common Seal of the Company : "The Seal"

e) "Dividend" includes bonus : "Dividend"

f) "In Writing" and "Written" include printing lithography and other modes of representing or reproducing, words in a visible form : "In Writing & Written"

g) "Member" means a person who agrees in writing to become a member of the Company and whose name is entered in the Register of Members : "Member"

h) "Month" means a calendar month : "Month"

i) "Office" means the Registered Office for the time being of the Company : "Office"

j) "Paid-up" includes credited as paid up : "Paid-up"

k) "Person" includes corporations, societies and individuals : "Person"

l) "The Registrar" means the Registrar of Companies having jurisdiction over the Company : "The Registrar"

m) "Secretary" includes a Temporary or Assistant Secretary and any person or persons appointed by the Board to perform any of the duties of a Secretary-subject to Section 383A of the Act : "Secretary"

n) Words imparting the "Singular Number" include, where the context admits or requires, the plural number and vice-versa : "Singular Number"

o) "Year" means the calendar year and "Financial Year" shall have the meaning assigned thereto by Section 2 (17) of the Act : "Year and Financial Year"

p) Words imparting the masculine gender also include Feminine gender and vice-versa : "Gender"

q) "Marginal Notes" used in these Articles shall not affect the construction or interpretation hereof : "Marginal Notes"

Save as aforesaid any words or expressions defined in the Act shall if not inconsistent with the subject or context, bear the same meaning in these Articles.

Share capital

3.

*a) The Authorized Share Capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company : Amount of Capital and Division of Capital

b) The Company shall have power to issue Preference Shares including redeemable preference shares in accordance with the provisions of Section 80 and 85 of the Act : Power to issue Preference Including Redeemable Preference Shares

c) Where at any time subsequent to the first allotment of shares, it is proposed to increase the subscribed capital by the issue of new shares, subject to any directions to the contrary which may be given by the Company in general meeting and subject only to these directions, such new shares shall be issued in accordance with the provisions of Section 81 of the Act : Further issue of share capital subsequent to the first allotment of shares

d) The Company shall have power to issue shares at a discount, but in doing so, the Company shall comply with the provisions of Section 79 of the Act : Power to issue shares at discount

e) The Company shall have power to issue shares at a premium, but in doing so, the Company shall comply with the provisions of Section 78 of the Act : Power to issue shares at a premium.

4. Subject to the provisions of these Articles and of the Act, the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of them to such persons on such terms, conditions, and at such times as the Board thinks fit and with full power to give any person the option to call for or allot shares of any class of the Company either at a premium or at par or at a discount and such option being exercisable for such time and for such consideration as the Board thinks fit.

Provided that an option or right to call off shares shall not be given to any person except with the prior sanction of the company in the General Meeting : Shares under control of Board.

5. Subject to the provisions of the Act and these Articles, the Directors may issue and allot shares in the capital of the Company as payment or part payment for any property or Assets of any kind whatsoever (including good-will of any Business) sold or transferred, goods or machinery or know-how supplied or for services rendered to the Company either in or about the formation or promotion of the Company or in the conduct of its business and any shares which may be so allotted may be issued as fully paid -up or partly paid-up otherwise than in cash, and if so issued shall be deemed to be fully paid-up or partly paid-up shares as aforesaid. The directors shall cause returns to be filed of any such allotments as provided by Section 75 of the Act : Directors may allot shares as fully paid-up.

* Substituted vide the Special Resolution passed at the 12th Annual General Meeting held on 28th May 1999

Alteration of share capital

6.1. The Company shall have power to alter the conditions of the memorandum as follows, that is to say, it may;

- a) increase its share capital by such amount as it thinks expedient by issuing new shares : Increase of share Capital
- b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares : Consolidation and division of shares
- c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the memorandum, so however, that in the sub-division the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced shares is derived : Sub-division of shares
- d) cancel shares which, at the date of the passing of the resolution in that behalf, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled provided however the cancellation of shares in pursuance of the exercise of this power shall not be deemed to be a reduction of share capital within the meaning of the Act : Cancellation of shares

6. 2. The powers conferred by this regulation shall be exercised by the Company in General Meeting and shall not require to be confirmed by the Court : Above powers to be exercised in General Meeting

7. The Company shall have power:

- a) to reduce any share premium account or its share capital in accordance with the provisions of Section 78 read with section 100 of the Act : Reduction of share premium account or share capital
- b) to reduce any capital redemption reserve account in accordance with Section 80 read with Section 100 of the Act : Reduction of capital Redemption reserve Account

Payment of commission and Brokerage

8.

- a) The Company may exercise the powers of paying commission provided that the rate percent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by Section 76 of the Act : Disclosure of rate of commission
- b) The rate of commission shall not exceed the maximum percentage provided for in Section 76 of the Act : Maximum rate of Commission
- c) The commission may be satisfied by payment of cash or the allotment of fully or partly paid-up shares or partly in one way and partly in other : Commission how paid
- d) The Company may also, on any issue of shares and debentures pay such brokerage as may be lawful and reasonable as per the provisions of the Act : Power to pay Brokerage

Variation of shareholders rights

9.

- a) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the share of that class) may be subject to the provisions of Sections 106 and 107 of the Act and whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special Resolution passed at a separate meeting of the holders of the shares of that class : Application of rights to any class of shares how effected
- b) Subject to (he provisions of Section 170 (2) (a) and (b) of the Act or any statutory modifications thereof, to every such separate General Meeting, the provisions of these Regulations relating to General Meetings shall mutatis mutandis apply so that the necessary quorum shall be two persons at least holding or representing by proxy one-third of the issued shares of the class in question : Provisions relating to General Meetings how far applicable to Meetings of different class of share holders. Conditions under which rights conferred upon holders of shares of any class be varied by creation or by issue of farther Shares.

Trusts entry in register of member

10. Subject to Section 49 of the Act and without prejudice to the Provisions of Section 42 (2) of the Act and or any statutory Modifications thereof, no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable contingent, future or partial interests in any share or any interest in any fractional part of a share or any other rights in respect of any share except an absolute right to the entirety thereof in the registered holders : Trust not ordinarily recognised.

Certificates

11. a) i) The Certificate of title to share shall be issued under the seal of the Company and shall be issued, sealed and signed in conformity with the provisions, of the Companies (Issue of Share Certificates) Rules, 1960 or any statutory modification or re-enactment thereof for the time being in force. Any two or more joint allottees or owners of a share shall, for the purpose of this Article, be treated as a single member and the Certificate of any shares may be delivered to

any one of such joint allottees or owners on behalf of all of them The Company shall comply with the provisions of Section 113 of the Act

ii) The Company shall, within two months after the allotment of any of its shares, debentures or debenture stock, and within one month after the application for the registration of the transfer of any such shares, debentures or debenture stock, deliver in accordance with the procedure laid down in Section 113 of the Act the certificates of all shares, debentures and certificates of debenture stocks allotted or transferred, unless the conditions of issue of the shares, debentures or debenture stock otherwise provide : Certificate of title to Share

b) i) Every member in the first instance shall be entitled to one or more certificates as issued by the Company for all the shares registered in his name and every certificate of shares shall specify the number or numbers of shares, in respect of which it is issued, and the amount paid-up thereon or credited thereto : One Certificate for all Shares

b) ii) Share Certificates shall be generally issued in market lots and where share certificates are issued in other than market lots; sub-division, consolidation of share certificates into market lots shall be done by the Company free of charge : Market lots

c) If any certificate be worn out, defaced, destroyed or lost, a new one or new ones may be issued in lieu thereof, on production to the Directors, of evidence satisfactory to them, of its being worn out, defaced, destroyed, or lost, or in default of such evidence on such indemnity being given as the Directors may think sufficient : Issue of a new certificate in lieu of one defaced, lost or destroyed

d) i) No fee shall be charged for the issue of new share certificates in replacement of those Certificates which are defaced, old, worn out, decrepit or where cages on the reverse of Share Certificates are completely exhausted : No fee for new Certificate

ii) No fee shall be charged for the following, for split, consolidation, renewal and pucca transfer receipt into denominations corresponding to the market units of trading or for sub-division of renounceable letter of Rights or for registration of any Power of Attorney, Probate, Letters of Administration or Death Certificate or for similar other documents.

iii) However a fee of Re. 1/- shall be charged in respect of new certificate issued for reasons other than those mentioned in 11 (d) (i) and 11 (d) (ii) above, besides the out-of-pocket expenses incurred by the Company in investigating evidence or indemnity required by the company.

e) In respect of any share or shares held jointly by several persons, the delivery of certificate for share to one of several joint shareholders shall be sufficient delivery to all such shareholders : Issue of certificate in case of joint share holders

Calls on shares

12. a) i. The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times : Calls and revision thereon

Provided that no call shall exceed one half of the nominal value of the shares.

ii. Each member, shall; subject to receiving at least thirty days: notice specifying the time or times and place of payment pay to the Company at the time or times and place so specified the amount called on his shares : Notice of call

iii. A call may be revoked or Postponed at the discretion of the Board: Revocation & postponement of call

b) A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments : When call deemed to be made

c) The Joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof : Liability of Joint holders

d) i. If a sum called in respect of a share is not paid on or before the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment of 12% (Twelve percent) per annum or at such lower rate, if any, as the Board may determine: Interest payable on call if not paid in time

ii. The Board shall be at liberty to waive payment of such interest wholly or in part : Power of the Board to waive payment of interest

e) i. Any sum which by the terms of issue, of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purpose of these Regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable, provided, however, notwithstanding anything in the provision Article 12 (a) (i) above, such sum may exceed one half of the nominal value of the share : Sums payable on allotment deemed to be calls

ii. In case of non-payment of such sum, all the relevant provisions of these Regulations as to payment of interest and expenses; forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified : Effect of non-payment

f) The Board may, if it thinks fit, receive from any member willing to pay in advance, all or any part of the money due upon the shares held by him beyond the sums actually called for. The Company may pay interest at a rate not less, than 15% on the calls paid in advance and accepted in excess of the amount of calls. They shall not rank for dividends or confer

a right to vote or participate in profits until the same would but for such payment, become presently payable. The Board may, at any time repay the amount, so advanced upon giving to such member three months notice in writing.

Lien

13. a) The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article 10 thereof will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of shares will operate as a waiver of the Company's lien, if any, on such shares. The directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause : Lien on shares

b) The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien; Provided that no sale shall be made : Power of sale of shares on which there is a lien

i) unless the sum in respect of which the lien exists is presently payable; or

ii) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share on the person entitled thereto by reason of his death or insolvency : Period after which the sale to be effective in the case of registered holders

c) i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof : Transfer of shares subject to lien

ii) The purchaser shall be registered as the shareholder of the shares comprised in any such transfer : Purchaser to be Registered as shareholder

iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by irregularity or invalidity in the proceedings in reference to the sale : Purchaser's title unaffected

d) i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable : Application of proceeds of sale

ii) The residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale : Excess of sale proceeds to be paid to Shareholders

e) No member shall exercise any voting rights 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, and has exercised any right of lien : Restriction on exercise of voting Right of members who have not paid calls etc.

Forfeiture of shares

14. a) If a member fails to pay a call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such member requiring payment of so much of the call or instalments as is unpaid, together with any interest which may have accrued: Registered unpaid call

b) The notice aforesaid shall : Form of notice

i.) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and : Date of Payment

ii) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made, will be liable to be forfeited : Effect of non-payment

c) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time, thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect: Forfeiture of shares

d) i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit : Disposal of forfeited Shares

ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as if thinks fit : Power to cancel forfeiture

e) i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited, shares, but shall notwithstanding the forfeiture, remain liable to pay to the Company all monies which at the date of forfeiture, were presently payable by him to the Company in respect of the shares : Liability of forfeiture

ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares : Liability when ceases

f) i) A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share : Declaration of forfeiture of shares to be conclusive Evidence

ii) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of : Company to transfer shares on disposal

iii) The transferee shall thereupon be registered as the holder of the share : Transferee to be Shareholder

iv) The Transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share : Transferee's title unaffected

g) The provisions of these Regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, become payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified : Application of forfeiture provisions to sum payable otherwise than on calls

h) The forfeiture of share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental to the share except only such of those rights as by these Articles are expressly saved : Effect of forfeiture

Transfer and Transmission of share

15. In registering a transfer and transmission of shares, the Company shall comply with the provisions of the Act or any statutory modifications thereof : Certain provisions of the Act to be complied with in registering transfer and transmission of Shares

16. a) The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the Register of Members in respect thereof : Who is to execute transfer of shares

b) i) Shares in the company shall be transferred in the form prescribed by the Companies (Central Government's) General Rules and Forms, 1956. The Instrument of transfer shall be in writing and all the provisions of section 108 of the Act and of any statutory modifications thereof for the time being in force shall be complied with in respect of all transfer of shares and registration thereof : Form of transfer

b) ii) The Company shall issue Certificate within one month of the date of lodgment for transfer, subdivision, consolidation, renewal, exchange or endorsement of calls/allotment monies.

iii) The Company shall not charge any fees (a) for Registration of Transfers, sub division and consolidation of shares and debentures, certificates and for letters of allotments, (b) for sub-division of renounceable letters of Right; (c) for issue of new certificates in replacement of those which are old, decrepit or wornout, or where the cages on the reverse for recording transfers have been fully utilised; and (d) for registration of any power of attorney, probate, letters of administration or death certificate or similar other documents.

c) Subject to the provisions of Section III of the Act and section 22A of Securities Contracts (Regulation) Act, 1956, the Board may in their absolute and unqualified discretion decline to register any transfer of shares without assigning any reason and send notice of refusal within one month to both the transferor and the transferee. The Board may also decline to recognise any transfer where : When the Board may decline to register transfer of shares

i) the instrument of transfer is not proper or has not been duly stamped and executed or that the certificate relating to the share has not been delivered to the Company or that any other requirement of the law relating to the registration of such transfer has not been complied with, or

ii) the transfer of the share is likely to result in such a change in the composition of the Board of Directors as would be prejudicial to the interest of the Company or to the public interest, or

iii) the transfer of the shares is prohibited by any court, tribunal or any other authority under any law for the time being in force, or

iv) the transfer is of shares on which the Company has a lien. Provided that the registration of transfer shall not be refused on the ground that the transferor being either alone or jointly with any other person is indebted to the Company in any manner whatsoever, except a lien on the shares.

d) Subject to the provisions of Section 154 of the Act, the Registration of transfer may be suspended at such times and for such periods as the Board may from time to time determine not exceeding thirty days at a time and not exceeding in the aggregate 45 days in each year provided that a previous 42 days notice is given in terms of the Listing agreement : Power of board to suspend the registration of transfers

17. a) i) On the death of a member, the survivors or survivor where the member was a joint holder, and his legal representatives where he was sole holder shall be the only person recognised by the Company as having any title to his interest in the shares : Transmission of shares title of legal representative on death of holder

ii) Nothing in clause (i) shall release the estate of the deceased joint holder from any liability in respect of any share" which had been jointly held by him or other persons : Liability in respect of the Estate of the deceased Joint-holder

b) i) Any person becoming entitled to a share in consequence of the death or insolvency of a member, may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either

- i) to be registered himself as holder of the share, or
- ii) to make such transfer of the share as the deceased or insolvent member could have made : Rights of persons entitled to shares on death or insolvency of Shareholder
- ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member has transferred the share before his death or insolvency : Board's right to decline or suspend registration in cases of transfer by Legal representative
- c) i) If the person so becoming entitled shall elect, to be Registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects : Conditions to be fulfilled by such a person electing to be shareholder or to transfer shares
- ii) If the person aforesaid shall elect to transfer the share he shall testify his election by executing a transfer of the share : Procedure in electing to transfer shares
- iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member has not occurred and the notice or transfer signed by that member : Extent or applicability of regulation 16 to transfer of share effected by legal representative
- d) A person becoming entitled to a share by reason of death or insolvency of the holder shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the share except that he shall not, before being registered as a member in respect of it be entitled to exercise any right conferred by membership in relation to meetings of the Company : Dividend and voting Power of persons entitled to a share on death or insolvency of a member

Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonus or other moneys, payable in respect of the share until the requirements of the notice have been complied with.

Borrowing powers

18. a) The Directors may, from time to time, at their discretion by means of a resolution passed at their meeting borrow, or secure the payment of any sum or sums of money for the purpose of the company, provided that the Directors shall not contravene the provisions of the Act

Provided further that no debt incurred or security given in excess of the limit imposed by the Act shall be invalid or ineffectual except in the case of express notice to the lender or the recipient of the security at the time when the debt was incurred or security given that the limit hereby imposed has been or was hereby exceeded : Borrowing powers and Limitations thereof

b) The Director may raise, or secure the repayment of, any sum or sums in such manner and upon such terms and conditions in all respects as they may think fit and in particular by creation of any mortgage or charge on the whole or any part of the property of the company, present or future, or on the uncalled capital of the company or by the issue of bonds, debentures or debenture stock of the company, perpetual or redeemable, charged upon all or any part of the property of the company, both present and future, including its uncalled capital for the time being : Conditions and manner in which money may be Borrowed

c) Subject to the provisions of the Act and Companies (Acceptance of Deposit Rules, 1975) the Directors may receive deposits on such terms and bearing interest at such rates as the directors may decide from time to time. The deposits may be received from any person or persons including the directors and the shareholders of the Company.

d) The Director shall cause a proper register to be kept in accordance with the provisions of the act or charges specifically affecting the property of the company and shall duly comply with the requirements of the Act with regard to the registration of mortgages and charges. The Register of charges kept in pursuance of the Act shall be open during business hours; subject to reasonable restrictions as the Company in General Meeting may impose so that not less than two hours in each day are allowed for such inspection to any creditor or member of the Company without fee and to any other person on payment of a fee of Re. 1/- for each inspection at the registered office of the Company : Register of Charges

Debentures

19. The Company shall have power to issue debentures in accordance with the provisions of the Act : Power to issue debentures

Debentures, Debenture stock, Bonds or other securities conferring the right to allotment of or conversion into shares or the option of right to call or allotment of shares shall not be given except with the sanction of the Company in General Meeting : Debentures

General meetings

20. a) All General Meetings other than the Annual General Meeting of the company shall be called Extraordinary General Meetings : Extraordinary General Meeting

b) The Board may, whenever it thinks fit, call an Extraordinary General Meeting : Who may call extraordinary General Meeting

c) If at any time there are not within India, Directors capable of acting, who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extraordinary General Meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.

d) Extraordinary General Meetings may be called by the members under the provisions of Section 169 of the Act, and under conditions mentioned therein : Extra ordinary general Meeting by members

A) Notice for General Meetings

21.

a) A General Meeting of the Company may be called by giving not less than twenty one days notice in writing or after giving such shorter notice as provided for in Section 171 (2) of the Act : Period of notice

b) Notice of every meeting of the Company shall be given:

i) to every member of the Company;

ii) to the persons entitled to a share in consequence of the death or insolvency of a member;

iii) to the Auditor or Auditors, for the time being, of the Company; in the manner provided for in Section 172 of the Act.

c) 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 of the meeting : Accidental omission not to invalidate meeting

B) Contents of Notice

22.

a) Every notice of meeting of the Company shall :

i) specify the place, date and time of the meeting; and

ii) contain a statement of the business to be transacted thereat : Contents of notice

b) The form of proxy shall be a two-way-proxy as given in IX Schedule of the Companies Act, 1956, enabling the shareholders to vote for/against any resolution : Matters relating to proxies

c) The Company shall, in the case of a resolution to be moved as a special resolution, duly specify in the notice calling the General Meeting or other intimation given to the members, of the intention to propose the resolution as a special resolution : Special resolution and notice thereof

d) The Company shall in compliance with Sections 190/225,262 and 284 of the Act, give to its members notice of resolution requiring special notice at the same time and in the same manner as it gives notice of the meeting or if that is not practicable, shall give them notice thereof either by advertisement in a newspaper having circulation in the State in which the registered office is situated, not less than 21 days before the meeting : Resolution requiring Special notice

e) Subject to the provisions of section 225 and 284 of the Act, the receipt of representation, if any, made under Section 225 of the Act by a retiring Auditor or under Section 284 by a Director sought to be removed from office as a Director, must be stated in the notice of meeting given to the members of the Company, if the representations are received in time : The fact of the receipt of representation made under Sections 225 and 284

C) Documents to be Annexed to the notice

23.

a) Where any items of business to be transacted at the meeting are deemed to be special in accordance with the provisions of the Act, a statement, setting out all material facts concerning each such item of business, including in particular the nature and extent of the interest, if any therein of every director, shall be annexed to the" notice of the meeting : Statement under Section 173 (2)

b) Where any item of business consists of the according of approval to any document by the meeting, the time and place where the document can be inspected shall be specified in the statement mentioned above : If business consists of the accordance of approval to documents

c) A copy of every balance sheet including the profit and loss account, the auditor's report and every other document required by law 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 the meeting, be sent to every member of the Company in accordance with the provisions of Section 219 (1) of the Act : Copy of balance sheet documents etc...

24. A copy of the representations, if any, made under Section 225 of the Act by a retiring auditor or under Section 284 of the Act by a Director sought to be removed, from office, shall be sent to the members of the Company as provided for in Sections 225 and 284 of the Act : Documents to be sent though not annexed to notice

25. Subject to the provisions of Section 188 of the Act, member's resolution shall be circulated to the members of the Company entitled to receive notice of the Annual General Meeting : Circulation of members resolution

26. The Company shall, duly keep and maintain all the Registers at the Registered Office in accordance with the provisions of the Act : Documents, registers to be maintained at the registered office and inspection thereof

Where under any provisions of the act, any person whether a member of the Company or not, is entitled to inspect any register, return, certificates, deed, instrument or document required to be kept or maintained by the Company, the person so entitled to inspection shall be permitted to inspect the same during the hours of 11 A.M. to 1 P.M. on such business days as the Act requires them to be open for inspection.

The Company may, after giving not less than Forty Two days previous notice by advertisement in some newspaper circulating in the district of the office, close the register of members, or the register of debenture-holders as the case may be, for any period or periods not exceeding thirty days at any one time.

D) Representation at Meetings

27.

a) A body corporate (whether a company within the meaning of the Act or not) may, if it is a member of the Company, by a resolution of its Board of Directors or other governing body, authorise such person at it thinks fit, to act as its representatives at any meeting of the Company or at any meeting of any class of members of the Company : Representation at Meeting of by a body Corporate

b) The person authorised by the resolution as aforesaid, shall be entitled to exercise the same right 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 : Right and powers of such representative

28.

a) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person or persons, whether a member or not, as his proxy, to attend and vote instead of himself and the proxy so appointed shall have no right to speak at the meeting, provided however the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll : By Proxies

b) The instrument appointing a proxy and the power of attorney or authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting,

at which the person named in the instrument proposes to vote; or in the case of a poll, not less than 24 hours before the appointed time for the taking of the poll, and in default the instrument of proxy shall not be treated as valid : Deposit of instrument of proxy and the time for deposit

c) An instrument appointing a proxy is in the form of a Two-way proxy asset out in Schedule IX of the Act : Validity of form of proxy

d) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal of the revocation of the proxy or of the authority Under which the proxy was executed or the transfer of the shares in respect of which the proxy is given : Continuance of the validity of proxy inspite of death etc, of principal, if no notice is given

Provided that no intimation in writing of such death, insanity, revocation or transfer shall, have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

e) Every member entitled to vote at a meeting of the Company or on any resolution to be moved there at shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company : Members right of inspection of proxies

E) Quorum

29)

a) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to transact business. Five members present in person shall be a quorum : Quorum needed and the number to form the quorum

b) If within half an hour from the time appointed for holding a meeting of the company, a quorum is not present, the meeting if called upon the requisition of members, shall stand dissolved : Dissolution of meeting

c) In any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Board may determine : Adjournment of meeting

d) If, at the adjourned meeting also, quorum is not present within half an hour from the time appointed for holding the meeting, the members present, not being less than two, shall be quorum: Quorum at adjourned meetings

F) Chairman of Meetings

30.

a) The Chairman, if any, of the Board shall preside as Chairman at every General Meeting of the Company : Chairman of the Board to preside

b) If there is no such Chairman, or, if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be Chairman of the meeting : When directors to elect Chairman

c) If at any meeting no director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their own to be Chairman of the meeting in accordance with the provisions of Section 175 of the Act or any statutory modifications thereof : When members to elect Chairman

d) i) The Chairman may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time place to place : Chairman's power and duty to Adjourn the meeting

ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place : Nature of Business at Adjourned meeting

iii) When a meeting is adjourned for days or more, notice of the adjourned meeting shall be given as in the case of an original meeting : Fresh notice required or 30 days or more

iv) Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at adjourned meeting : Saving clause

e) Any business other than that upon which a poll has been demanded may be preceded with pending taking of the poll : Other business to be transacted pending taking of the poll

f) Where a resolution is passed at an adjourned meeting of the company, the resolution shall, for all purposes, 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 : The date on which Resolution is to have been passed

31.

a) On a show of hands, every member present in person shall have one vote and on a poll, the voting rights of members shall be as laid down in Section 87 of the Act : How voting right to be exercised

b) Voting rights shall be exercised in accordance with the provisions of Section 42,87,88,89,92,117,178,179,180,182, 183,184, and 185 of the Act or any statutory modifications thereof and Regulation (c) hereunder read with Section 181 of the Act.

c) In the case of joint-holders, the vote of the senior who tenders vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members : Joint-Holder

d) 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 on a poll by his committee, or other legal guardian and any such committee or guardian may, on a poll vote by proxy : Vote in respect of a member of unsound mind

e) No member shall be entitled to vote at any general meeting unless, all calls' or other sums presently payable by him in respect of shares in the Company have been paid : No voting right if calls or toher sums due not paid

f) i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes : : Qualification of voter objection when to be raised

ii) Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive

32. In giving notice of an intention to propose a resolution as a special resolution the Company shall have regard to the provisions of Sections 17,21,25(2),31,99,100, 146, 208, 224A, 237,309, 314, 370, and 484 of the Act or any statutory modifications thereof : Matters in which special resolutions are required

Directors and Board of directors

33.

a) Unless otherwise determined by the shareholders shall not be less than 3 or more than 12 inclusive of the ex-officio directors, nominee directors, whole-time, directors, technical directors, special directors, debenture directors, alternate directors, additional directors, corporation directors, co-opted directors and finance directors, if any : Number of Directors

b) Only an individual and not a body corporate, association or firm shall be appointed as Director of the Company : Only individuals to be Directors

c) Subject to the provisions of Section 252, 255 and 259 of the Act, the company may in General Meeting reduce the number of Directors fixed by regulation 33(a): Right to increase or reduce the number of Directors

d) At the date, of adoption of these Articles, the following person are the Directors of the company, namely

Shri B. Ramalinga Raju

Shri D.V.Satyaharayana Raju

Shri V.P. Rama Rao

Shri B. Rama Raju

Dr. (Mrs.) Mangalam Srinivasan

Shri C. Satyanarayana

e) The Board of Directors may appoint one or more among them as Managing Director, Jt. Managing Director, Wholetime Director(s) and fix the remuneration payable to such Managing Director(s) subject to the approval of the Central Government under Section 269 of the Act and Schedule XIII of the Act.

f) The Board of Directors shall have power to appoint additional Directors provided such additional directors shall hold office only upto the date of the next Annual General Meeting of the Company and provided further that the number of directors and additional directors together shall not exceed maximum strength fixed for the Board by the Articles : Additional directors to be appointed by Board

34. Subject to the provisions of Section, 262 of the Act or any statutory modifications; thereof, the Board of Directors shall have power to fill-up casual vacancies: Filling up of casual vacancy among director

35. Subject to the provisions of Section 313 of the Act or any statutory modifications thereof the Board of Directors shall have power to appoint a person as Alternate Director during the absence of any Director for a period of not less than three months in the State in which meetings of the Board are ordinarily held : Alternate Directors to be appointed by Board

36. Notwithstanding anything to the contrary contained in these Articles, so long as monies remain owing by the Company to the Andhra Pradesh State Financial Corporation, (A.P.S.F.C.) Andhra Pradesh Industrial Development Corporation (A-P.I.D.C), Industrial Development Bank of India (IDBI), Industrial Finance Corporation of India (IFCI); and Industrial Credit and Investment Corporation (ICICI) or to any other Financing Company or Body or Bank out of any loans granted by them to the Company or so long as APSFC, APIDC, IDBI, IFCI, ICICI or any other Financial Corporation or Credit Corporation or any Financing Company or Body or Bank (hereinafter in this article referred to as the corporation"), hold shares in the Company as a result of underwriting or Direct subscription or so long as any liability of the Company arising out of any guarantee furnished by the Corporation on behalf of the Company remains outstanding, the Corporation shall have a right to appoint from time to time, any person or persons as a Director or Directors, whole-time or non-whole time (which director or directors is/are hereinafter referred to as "Nominee Directors") on the Board of the Company and to remove from such office any such person or persons and appoint another or others in his or their places.

The Board of Directors of the Company shall have no power to remove from office the Nominee Director(s). Also at the option of the Corporation, such Nominee Directors) shall not be liable for retirement by rotation of directors. The nominee director(s) shall have the same rights and privileges and be subjected to the same obligations as any other director of the Company. The Nominee Director(s) so appointed shall hold the said office, only so long as monies remain owing by the Company to the corporation or so long as the Corporation holds shares in the Company as result of underwriting or direct subscription or the liability of the company arising out of the guarantee is outstanding and the Nominee. Director(s) so appointed in exercise of the said power shall ipso facto vacate such office immediately the monies owing by the company to the corporation is paid off or on the Corporation ceasing to hold shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished by the Corporation. The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the committee of which the nominee Director(s)is/are member(s) as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director(s) who are not wholetime directors, sitting fee and expenses which the other Directors of the Company are entitled but if any other fees, commission; monies and remuneration in relation to such Nominee Director(s) shall accrue to the Corporation the same shall accordingly be paid by the Company directly to the Corporation. Any expenses that may be-incurred by the Corporation or such Nominee Director(s)in connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(s).

Provided that if any such Nominee Director(s) is an officer of the Corporation, the sitting fee, in relation to such Nominee Director(s) shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.

In the event, of the Nominee Director(s) being appointed as whole-time Directors(s), such Nominee/Director(s) shall exercise, such powers and have such rights as are usually exercised or available to a wholetime Director in the Management of the affairs of the Company. Such wholetime Director(s) shall be entitled to receive such remuneration, fees, commission and monies.

as may be approved by the Corporation : Consent of candidate for directorship to be

37. A person who is hot a retiring director shall not be appointed as Director of the Company unless he has by himself or by this agent authorised in writing, signed and filed with the Registrar his consent in writing to act as such Director : filed with the registrar

38. No Director shall be required to hold any share qualification: Share qualification of Directors

39. The office of a Director shall be vacated in the circumstances stated infection 274 of the Act : Disqualification of Directors.

40. The Company shall comply with the provisions of Section 297 and 299 of the Act, in entering into contracts with a Director : Contracts with director and disclosure by interested Director

41. Acts done by a person as a director shall be valid notwithstanding that it may afterwards be discovered that his appointment was invalid by reason of any defect or disqualification or had terminated by virtue of any provisions in the Act or in the Articles, provided that nothing in the Act shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated: Validity of acts of directors

42. Every Director, shall have rights and powers as are provided for in Sections 209, 284, 286, 289 and 320 of the Act :
Rights of directors

43. Every Director shall discharge such duties as are provided for in Section 270, 305, 308 and 393 of the Act or any statutory modifications thereof : Duties of directors

44. Directors shall be subject to such civil liabilities provided for in Sections 275, 295, 300, 312, 314, 318, 319 and 320 of the Act or any statutory modifications thereof : Liability of directors

45. Directors shall be subject to the disabilities provided for in Sections 275, 295, 300, 312, 314, 318, 319 and 320 of the Act or any statutory modifications thereof : Disabilities of directors

46. The office of a Director shall be vacated :

i) On the happening of any of the conditions provided for in Section 283 of the Act or any statutory modifications thereof

ii) On the contravention of the provisions of Section 314 of the Act or any statutory modifications thereof.

iii) If a person is a Director of more than twenty companies at a time.

iv) If he is disqualified under Section 274 of the Act or any statutory modifications thereof.

v) In the case of alternate directors; on return of the original director, to the state, Under the provisions of Section 313 of the Act of any statutory modifications thereof.

vi) On resignation of his office by notice in writing.

47. Subject to the provisions of the Act, a Director may be appointed as Manager or Secretary of the Company :
Directors as manager or secretary

48.

a) At every Annual General Meeting one third of such of the Directors for the time being are liable to retire by rotation or if their number is not three or multiple of three, then the number nearest to one third, shall retire from office.

b) 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 became Directors on the same day, those who are to retire shall, in default of and subject to any agreement amongst themselves, be determined by lot.

c) 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;

d) If the place of the retiring Director is not 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 next succeeding day which is not a public holiday at the same time and place:

e) 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 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 recommended.

f) A resolution, whether special or ordinary, is required for his appointment by virtue of any provisions of the Act :
Rotation of directors.

Proceedings of the board

49.

a) The Board of Directors may meet for the despatch of business, and otherwise regulate its meetings as it thinks fit, provided however the Board shall meet once in every three months in accordance with section 285 of the Act or any statutory modifications thereof.

*aa) The company shall have the power to hold Board or Committee Meetings through the means of video or tele-conferencing, and also allow Directors to participate, in the Board or. Committee Meetings through the means of video or tele-conferencing, subject to the applicable provisions, if any, of the Act and other regulatory provisions, if any, and all relevant articles dealing with Board or Committee meetings shall be read mutatis mutandis : Board when to meet

b) The Chairman or the Managing Director(s) may at any time, and shall, on the requisition of two Directors, summon a meeting of the Board : Who can summon a meeting

*Inserted vide Special Resolution passed at 15th Annual General Meeting held on 1st July, 2002)

c) The Board shall cause notice to be circulated to every Director of the Company who is for the time being in India in accordance with Section 286 of the Act or any statutory modifications thereof : Notice of meeting to be sent to every director

d) The quorum for meetings of the Board shall be two Directors or one third of its total strength whichever is greater as provided for in Section 287 of the Act : Quorum for the meeting of the Board

e) The Continuing Director may act notwithstanding any vacancy in its body but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that fixed for the quorum or for summoning a General Meeting of the Company, but for no other purpose : Procedure to be adopted if there is no Quorum

f) The questions arising at any meeting shall be decided by a majority of votes : Questions at Board meeting how decided

g) Save as otherwise expressly provided by the Act, a resolution in writing signed by all the members of the board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or Committee, shall be as valid and effective as if it had been passed at a meeting of the Board or Committee duly convened and held.

h) All acts done at any meetings of the Board or by any Person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of Directors or persons acting as aforesaid or that they or he or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director : Act of Board notwithstanding defective appointment

i) The Company shall cause to be kept minutes of all proceedings at meeting of its Board of Directors or of Committee of the Board. The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat. All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meetings. The Minutes shall also contain;

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

ii) in the copy of each resolution passed at the meeting, the names of Directors, if any, dissenting therefrom or not concurring in the resolution.

iii) the Director shall cause to be kept a Register of Directors in accordance with the provisions of Section 303 of the Act. The Register aforesaid shall be open to inspection by any member of the public at any time during office hours on Payment of the prescribed fee. The Company shall also keep a Register of Directors' shareholding giving the particulars required by Section 307 of the Act, and otherwise conforming to the provisions of the section.

General power of the board of directors

50.

a) The Board Directors shall be entitled to exercise all such powers and to do all such acts and things as the company is authorised to exercise and do. Provided that the Board shall not exercise any power or do any act or thing

General powers and limitation thereon

...

advisers for such purposes or for any other purposes and settle and pay their remunerations :

m) To act on behalf of the Company in all matters of insolvency in which the Company is interested : To acts in matters of insolvency

n) To pay and give gratuities, pensions and allowance to any person including any director, to his widow, children or dependants, that may appear to the Directors just or proper whether any such person, widow, children or other dependants have or not a legal claim upon the Company and whether such person is still in the service of the Company or has retired from his service, of to make contributions to any funds and pay premium for the purchase of or make provisions for any such gratuity, pension or allowance : To pay gratuity pension etc...

o) To establish, maintain, support and subscribe to any charitable or public object or any society, institution, or club which may be for the benefit of the Company or its employees : To support or subscribe for charitable objects etc...

p) To set aside portions of the profits of the company to form a fund or funds before recommending any dividends for the objects mentioned above : To set aside profits to form a fund

q) To make and alter rules and regulations concerning the manner of payment of the contributions of the employees and the Company respectively to any such fund and employment, suspension and forfeiture of the benefits of the said fund and the application and disposal thereof and otherwise in relation to the working and management of the said fund as the Directors shall from time to time think fit : To make and alter rules etc...

r) To exercise the powers conferred by Section 50 of the Act with regard to having an official seal for use abroad : To provide for seal for use aboard

s) To exercise the powers conferred on the Company by Sections 157 and 158 of the Act with regard to the keeping of foreign registers : To keep foreign registers

t) To authorise any person to sell any goods or articles manufactured or produced, by the Company or to purchase, obtain or acquire machinery, stores, goods or Materials for the purpose of the Company, or to sell the same when no longer required for those purposes : To authorise any person to sell or purchase any goods etc...

u) To exercise other powers referred to under these regulations not specifically mentioned in this regulation but referred to in other regulations in these Articles : To exercise powers referred to in other regulations

v) To delegate any or all of the powers hereby conferred upon them to such person or persons as they may from time to time think fit : To determine by resolution the name of person to do acts on behalf of the Company

w) To reopen the accounts in consultation with the Company's Auditors for correcting apparent or interpretation mistakes by calling for an Extraordinary General Meeting.

x) To recommend for distribution of realised surplus arising out of revaluation of Fixed Assets.

y) To apply for a Telephone, Telex and Grams for the Company.

52. Subject to the provisions of Sections 316, 372 and 386 of the Act which require unanimous resolution of the Board of Directors, other questions arising at any meeting of the Board Shall be decided by majority of votes.

53. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation, unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of 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, at their usual address in India and has been approved by such of the Directors or members, or by a majority of such of them as are entitled to vote on the resolution : Questions to be decided by majority of votes except under three Sections requiring Unanimous resolution

Passing of resolution by circulation

Restrictions on the powers of board

54. a) The Board shall not exercise the powers referred to in section 293 of the Act without the consent of the Company in general meeting and only to the extent mentioned therein or any statutory modifications thereof.

b) In the appointment of sole selling agents for the Company for any area, the Board shall conform to the provisions of Sections 294 and 294A of the Act or any Statutory Modifications thereof, and the Companies (Appointment of Sole Selling Agents) Rules, 1975 : Disposal of the undertaking of the company etc, referred to in Sec.293

c) In giving loans to Directors and other persons mentioned in Section 295 (1) of the Act, the Board shall conform to the provisions, of that section or any statutory modifications thereof : Restrictions on powers of board in the appointment of selling agents

Management

55. The Managing Director(s) shall be responsible for carrying on and conducting the business of the Company subject to the supervision, direction and control of the Board of Directors. In the conduct and management of the said business, the Managing Director(s) may exercise such powers, authorities and discretions, as may, from time to time, be vested in them under an agreement or delegated to them by the Board of Directors: Powers of management vested in the managing Director : Restriction on the board in giving loans etc...

Secretary

56. The Company shall, subject to the provisions of the Act, appoint a Secretary.

57. The Managing Director(s) of the Company may, subject to the provisions of sections 198, 310 and 311 of the Act, receive remuneration either by way of monthly payment or by way of specified percentage not exceeding 5% of the net profit of the Company calculated in the manner laid down in Sections 349 and 350 of the Act of partly by the one way and partly by the other : Secretary

Remuneration of Managing Director(s) payable either by monthly payment or percentage of profits or both Board Meeting fee of Directors & Chairman

58*: The Directors shall from time to time decide their own remuneration for the attendance of the Board Meeting But in no case it shall exceed the maximum amount specified by the provisions of Section 310 of the Act, for every meeting of the Board of Directors attended by them : Board Meeting fee of Directors & Chairman

59*: The Directors may fix a fee to be paid to any Director for attending a meeting of the Sub-Committee but it shall in no case exceed the maximum amount specified by the provisions of Section 310 of the Act : Sub-Committee meeting fee

* Amended vide the Special resolution passed at the 8th Annual General Meeting held on 28th September, 1995.

60. The Directors may be paid all travelling, hotel and other expenses properly incurred by them(a) in attending and returning from meetings of the Board of Directors or any Committee thereof or General Meetings of or (b) in connection with the Company's business : Travelling & Daily Allowance of Directors

61. If any Director being willing, shall be called upon to perform extra service or to make any special exertions or in negotiating or carrying into, effect any contract or arrangement by the Company, otherwise for any purpose of the Company or act as trustee for the Company or its debenture holders, and shall do so, the Company may remunerate

such Director either by a fixed sum and/or percentage of profits or otherwise, as may be permissible under the Act :
Remuneration of Directors for extra service

Audit

62. Auditor(s) shall be appointed and their duties regulated in accordance with Sections 224 to 235 of the Act, both inclusive, or any statutory modifications thereof : Appointment of Auditors and Regulation of their duties

Seal

63. The Directors shall provide a common seal for the purposes of the Company and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof : Seal of the company

64. The Directors shall provide for the safe custody of the seal. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Directors, and any one Director and Secretary or any other person authorised by Board/Committee shall sign every instrument to which the seal of the company is affixed.

Dividends and Reserve

65. The Company in General Meeting may declare dividends but no dividend shall exceed the amount recommended by the Board : Declaration of Dividends

66. The Board may, from time to time, pay to the members such interim dividends as appear to it to be justified by the profits of the Company : Payment of interim Dividends

67. a) The Company shall transfer to a reserve such percentage of profits for the year as prescribed under Companies (Transfer of profits to Reserve) Rules, 1975 as amended from time to time : Reserve

b) The Board may also carry forward any profits which it may think prudent not to divide : Power to carry forward Profits

c) Subject to the rights of the persons, if any, entitled to share with special rights as to dividends; all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of shares : Dividends only from profits

d) No amount paid or credited as paid on a share in advance of calls shall be treated for the purpose of this regulation as paid on the shares : Amount paid in Advance of calls

e) All Dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly : Distribution of Dividends

68. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company : Deduction from Dividends

69. a) Any General Meeting declaring a dividend or bonus may direct payment of such dividend or bonus and Board shall give effect to the resolution of the meeting subject to the provisions of the Act : Mode of Payment of Dividend or Bonus

b) Where any difficulty arises in regard to such distribution, the Board may settle the same as it thinks expedient, and in particular may issue fractional certificates, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any member upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustee as may seem expedient to the Board : Power of the Board to Distribute Dividends

c) Any dividend interest or other moneys payable in cash in respect of Shares may be paid by cheques or warrant sent through the post directed to the registered address of the holder or, in the case of joint-holders, to the registered address of that one of the joint-holders who is first named on the register of members, or to such person and to such address as the holder or joint-holders may in writing direct : Payment by warrant

d) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent : Warrant payable to whom

e) Any one of the two or more joint-holders of a share may give effectual receipts for any dividends, bonuses or other moneys payable in respect of such share : Receipts for dividends etc. in case of joint holders

f) Notice of any dividend that may have been declared shall be given to the persons entitled to share therein, in the manner mentioned in the Act : Notice of Dividends

g) No dividend shall bear interest against the Company : No interest on Dividends

70. Any Annual General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixed, but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend, and the dividend, if so arranged between the company and the member, be set-

off against the call. The making of a call under this clause shall be deemed ordinary business of an Annual General Meeting which declares a dividend : Dividend and call together Set-off allowed

71. No dividend should be paid in respect of any share except to the members registered in respect of such share or to his order. A transfer of share shall not pass the right to any dividend declared thereon before the registration of the transfer by the Company : Dividend to be paid to Members only

72. The Board shall transfer the unpaid dividends in accordance with the provisions of the Act and also as contained in Companies Unpaid Dividends (Transfer to General Revenues of Central Government) Rules, 1978 as amended from time to time. No unclaimed dividend shall be forfeited by the Board of Directors of the Company unless it becomes barred by law : Unpaid or unclaimed Dividends

The Company shall comply with all provisions of Section 205 (2A) of the Act.

Capitalisation of profits

73. a) The Company in General Meeting may upon the recommendation of the Board, resolve:

i) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and loss account or otherwise available for distribution; and

ii) that such sum be accordingly set free for distribution in the manner specified in clauses (b) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions

b) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions contained in clause (c) either in or towards : Mode of payment:

i) paying up any amounts for the time being unpaid on any shares held by such members respectively;

ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as, fully paid up, to and amongst such members in the proportions aforesaid, or

iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).

c) A share premium account and a capital redemption reserve account may, for the purpose of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares

d) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

74. a) Whenever such a resolution as aforesaid shall have been passed, the Board shall : Application of share premium accounts and Capital Redemption Reserve fund

i) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and make allotments and issue fully paid shares, if any and : Board to give effect to the Resolutions

ii) generally do all such acts and things required to give effect to such a resolution : Appropriation & application of undivided profits

b) The Board shall have full power:

i) to make such provision by the issue of fractional Certificates or by payment in cash or otherwise as it thinks fit, in the case of shares becoming distributable in fractions; and

ii) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up; of any further shares to which they may be entitled upon such capitalisation or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares : Board's power in cases of Fractional Distribution of shares or debentures

c) Any agreement made under such authority shall be effective and binding on all such members.

Accounts

75. The Company shall comply with the provisions of sections 209 to 221 of the Act with regard to the keeping of accounts, preparation of Balance Sheet and Profit and Loss Accounts : Effect of Agreement

Keeping of accounts and preparation of Balance Sheets etc.

76.

a) The Board 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 members not being Directors : Inspection by Members

b) No member (not being a Director) shall have any, right of inspecting any account or book or document of the Company except as conferred by the regulation or authorised by the Board or by the Company in General Meeting.

77. Subject to Article 51 (w); the accounts prepared by the Directors, when audited and approved by an Annual General Meeting, shall be conclusive : Accounts when conclusive

Winding up

78. If the Company shall be wound up, and the assets available for distribution among the members as such, shall be insufficient to repay the whole of the paid up capital, such 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 winding up on the shares held by them respectively. And if in a winding up the assets, available for distribution among the members, shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding up, paid up or which ought but for this clause is to have been paid up on the shares held by them respectively, without prejudice to the rights of the holders issued upon special terms and conditions : Distribution of Assets

79. If the company shall be wound up, whether voluntarily or otherwise the liquidators may, with the sanction of a special resolution, divide among the contributories, in specie or kind, any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them,

as the Liquidators, with the like sanction, shall think fit, but that no member shall be compelled to accept any shares or other securities whereon there is any liability : Distribution of assets in specie

Secrecy

80. Every Director, Secretary, Manager, Auditor, Trustee, Member or Committee Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall before entering upon the duties sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with consumers and the state of accounts with individuals and in all matters, relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may have come to his knowledge in the discharge of his duties except when required to do so by the Directors, or by any meeting of the shareholders by a Court of Law by the person to whom such matters relate and except so far as may be necessary in order to comply with any of the provisions of these Articles : Declaration to observe Secrecy

81. Any Director or officer of the Company shall be entitled, if he thinks fit, to decline to answer any question concerning the business of the Company which may be put to him on any occasion including any meeting of the company on the ground that the answer to such question would disclose or tend to disclose the trade secret of the Company : Right to decline to answer question concerning Business

82. Any officer or employee of the company proved to the satisfaction of the Board of Directors to have been guilty of disclosing the secrets of the Company shall be liable to instant dismissal without notice and payment of damages : Dismissal without Notice in case secrets Disclosed

Indemnity

83.

a) Every Director of the Company, Manager; Secretary and other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors to pay out of the funds of the Company costs, losses and expenses (including travelling expenses) which any such Director, Officer or employee may incur or become liable to by reason of any contract entered into or act or deed done by such Director, Officer or employees in any way in the discharge of his duties.

b) Subject to as aforesaid every Director, Manager, Secretary or other officer of the Company shall be indemnified against any 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 in connection with any application under section 633 of this act in which relief is given to him by the Court.

84. No Director, Auditor or other Officer of the Company shall be liable for the Acts, receipts or defaults of any other Director or officer, for joining in any receipts or other act for conformity, or for any loss or expense happening to the Company through the insufficiency, or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company, or for the sufficiency 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 with whom any moneys, securities or effects shall be 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 of the duties of his office or in relation thereto unless the same happens through his own dishonesty.

S.N°	Names, addresses, description and occupation of the subscribers with their signatures	Signature of Witness with name, address, description and occupation
.	B. RAMALINGA RAJU S/o B. Satyanarayana Raju Plot 17,P & T Colony, Secunderabad-500 003. Company Director	Sd/ (K.SRIVAS) S/o Late K. Gopalan
2.	D. VENKATA SATYANARAYANA RAJU S/o G.Gopala Raju 95,B.H.E.L. Enclave AkbarRoad, Secunderabad. Consultant	Chartered Accountant N° 42, 1 st Floor, 2 nd Main Road Shanti Nagar, Hyderabad-500.028

Dated this 15th day of June 1987 at Hyderabad.

CERTIFIED TRUE COPY

For Satyam Computer Services Limited

G. Jayaraman

Company Secretary

P. RAGHAVA REDDY

NOTARY - ADVOCATE HIGH COURT

Référence de publication: 2012022868/1197.

(120028344) Déposé au registre de commerce et des sociétés de Luxembourg, le 16 février 2012.

VCP VII Luxco 6 S.à r.l., Société à responsabilité limitée.

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 156.876.

Statuts coordonnés, suite à de l'assemblée générale extraordinaire reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 9 novembre 2011 déposés au registre de commerce et des sociétés de Luxembourg. Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Esch/Alzette, le 9 décembre 2011.

Francis KESSELER

NOTAIRE

Référence de publication: 2012026763/13.

(120034008) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

CVCIGP II JHC S.à r.l., Société à responsabilité limitée.

Capital social: USD 39.458.321,00.

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

R.C.S. Luxembourg B 163.050.

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 28 février 2012.

Référence de publication: 2012025903/11.

(120033965) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Tapis Hertz S.à r.l. & Cie S.e.c.s., Société en Commandite simple.

Siège social: L-1660 Luxembourg, 44, Grand-rue.

R.C.S. Luxembourg B 21.299.

EXTRAIT

Il résulte de cessions de parts intervenues en date du 1^{er} mars 2012 que:

Monsieur Guy AACH, demeurant au 18, rue des Dahlias à L-1411 Luxembourg, a cédé 125 parts de commanditaire qu'il détenait dans la société TAPIS HERTZ S.à r.l.& Cie S.e.c.s., ayant son siège social à L-1660 Luxembourg, 44, Grand'Rue à Madame Nathalie AACH, demeurant au 56, bd Napoléon L-2210 Luxembourg,

Cette cession de parts a été notifiée et acceptée par la société TAPIS HERTZ S.à.r.l. & Cie S.e.c.s., par son commandité TAPIS HERTZ S. à r.l., en date du 1^{er} mars 2012 conformément à l'article 1690 du Code Civil et à l'article 21 de la loi luxembourgeoise sur les sociétés commerciales.

Suite à cette cession, le capital social de la société TAPIS HERTZ S. à r.l. & Cie S.e.c.s. est détenu comme suit:

- La société à responsabilité limitée TAPIS HERTZ S. à r.l., avec siège social au 44, Grand'Rue à L-1660 Luxembourg: 10 parts

- Monsieur Guy AACH, demeurant au 18, rue des Dahlias à L-1411 Luxembourg: 240 parts

- Madame Nathalie AACH, demeurant au 56, bd Napoléon L-2210 Luxembourg: 250 parts.

Total: 500 parts.

Luxembourg, le 1^{er} mars 2012.

Pour extrait conforme

Signature

Référence de publication: 2012027231/24.

(120035447) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Tega S.A., Société Anonyme.

Siège social: L-4149 Esch-sur-Alzette, Zone Industrielle Um Monkeler.

R.C.S. Luxembourg B 64.796.

Les comptes annuels au 31.12.2010 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.

SOFINTER S.A.

"Le Dôme" - Espace Pétrusse

2, Avenue Charles de Gaulle

L-1653 Luxembourg

B.P. 351 L-2013 LUXEMBOURG

Signature

Référence de publication: 2012027232/15.

(120034912) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Tempyr S.à r.l., Société à responsabilité limitée.

Siège social: L-1528 Luxembourg, 4, boulevard de la Foire.

R.C.S. Luxembourg B 123.803.

Le bilan au 31 Décembre 2010 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 1^{er} Mars 2012.

Signature

Administrateur / Gérant

Référence de publication: 2012027233/12.

(120035081) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Il Cosmetics Poland S.A., Société Anonyme.

Siège social: L-2146 Luxembourg, 63-65, rue de Merl.

R.C.S. Luxembourg B 166.973.

STATUTES

In the year two thousand and twelve, on the 17th day of February.

Before us Maître Blanche MOUTRIER, notary residing at Esch-sur-Alzette (Grand Duchy of Luxembourg).

There appeared:

"IL COSMETICS S.A.", a company incorporated under the laws of Luxembourg, having its registered office at 63-65, rue de Merl, in L-2146 Luxembourg, registered with the Trade and Company Register under number B 62222,

duly represented by Mrs Sandra SCHWEIZER, private employee, residing professionally at 63-65 rue de Merl, L-2146 Luxembourg, by virtue of a proxy delivered to her on 16th February 2012.

The proxy signed ne varietur by the appearing party and the undersigned notary shall remain annexed to the present deed in order to be submitted with it to the registration formalities.

Such appearing person in the capacity in which it acts, has requested the notary to state as follows the articles of incorporation of a company which it forms hereby:

Art. 1. Name - Form. There is hereby established among the subscriber and all those who may become owners of the shares hereafter issued, a company in the form of a société anonyme, under the name of "IL COSMETICS POLAND S.A." (the "Company").

Art. 2. Duration. The Company is established for an undetermined period.

Art. 3. Registered office. The registered office of the Company is established in Luxembourg City. Branches or other offices may be established either in Luxembourg or abroad by resolution of the board of directors.

Art. 4. Object. The object of the company is the holding of participations, in any form whatsoever, in Luxembourg companies or foreign companies and all other forms of investments, the acquisition by purchase, subscription, or in any other manner as well as the transfer by sale, exchange or otherwise of stock, bonds, debentures, notes and other securities of any kind, as well as the management, control and development of such participations.

The company may participate in the establishment and development of any financial, industrial or commercial enterprises in Luxembourg and abroad and may render them every assistance whether by way of loans, guarantees or otherwise.

The company may lend or borrow with or without interests in any form and proceed to the issuance of bonds and debentures.

The company may carry out any other securities, financial, industrial or commercial activity, directly or indirectly connected with its objects and maintain a commercial establishment open to the public.

The company has as an aim the purchase, the sale, the setting in hiring, the administration and the development in some form that they are real estate goods located at the Grand Duchy of Luxembourg or abroad, like all commercial deals or financial, real or movable which are attached to it directly or indirectly.

The company may in general take any controlling and supervisory measures and carry out any operation which it might deem useful in the accomplishment and development of its purposes.

The object of the Company shall in addition be to receive payments and remunerations from the companies within the group, and to administer and manage such companies, to which it may, in particular, provide any strategic, administrative or commercial assistance.

Art. 5. Share capital. The subscribed capital of the company is set at EUR 32,000.- (thirty-two thousand Euros), divided into 100 (one hundred) shares with a par value of EUR 320.- (three hundred twenty Euro) each.

The Company may, to the extent and under the terms permitted by law redeem its own shares.

For the period foreseen here below, the authorized capital is fixed at five million Euros (EUR 5,000,000.-) to be divided into 15,625 (fifteen thousand six hundred twenty-five) shares with a nominal value of EUR 320.- (three hundred twenty Euro) each.

The authorized and the subscribed capital of the company might be increased or reduced by a decision of the general meeting of shareholders voting with the same quorum as for the amendment of the articles of incorporation.

Furthermore, the board of directors is authorized, during a period of five years ending on 17th February 2017, to increase in once or several times the subscribed capital, within the limits of the authorized capital. Such increased amount of capital may be subscribed for and issued in the form of shares with or without an issue premium, to be paid-up in cash, by contribution in kind, in compensation for uncontested, current and immediately exercisable claims against the company, or even by incorporation of profits brought forward, or of available reserves or of issue premiums, or by conversion of bonds in shares as mentioned below.

The board of directors may delegate to any duly authorized director or officer of the company, or to any other duly authorized person, the duties of accepting subscriptions and receiving payment for shares representing part or all of such increased amounts of capital.

After each increase of the subscribed capital performed in the legally required form by the board of directors, the present article is, as a consequence, to be adjusted to reflect this amendment.

Moreover, the board of directors is authorized to issue ordinary or convertible bonds, or bonds with warrants, in bearer or other form, in any denomination and payable in any currency or currencies. It is understood that any issue of convertible bonds or bonds with warrants can only be made under the legal provisions regarding the authorized capital, within the limits of the authorized capital as specified hereabove and especially under the provisions of art. 32-4 of the company law.

The board of directors shall fix the nature, price, rate of interest, conditions of issue and of repayment and all other terms and conditions thereof.

A register of registered bonds will be kept at the registered office of the company.

Art. 6. Shares. The shares are and will remain in registered form and the Corporation will at all times maintain a register for this purpose.

The Company will recognize only one holder per share. In case a share is held by more than one person, the Company has the right to suspend the exercise of all rights attached to that share until one person has been appointed as the sole owner in relation to the Company.

The sale of the shares, which are all nominative can only be done by means of a declaration of transfer to be entered in the Register of the nominal shares of the Corporation.

The signatures of the transferor and transferee can be written on the said register of the nominal shares or on the transfer and acceptance deeds which will be attached to the said register.

In addition to those Articles of Incorporation which govern the company, the shareholders agreed on a shareholders' agreement which has the purpose to define precisely the preemption right and any other particular points concerning the financing of the company, the valorization of the company, the investments, etc...

Art. 7. Shareholders meetings - General. Any regularly constituted meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. It shall have the broadest powers to order, carry out or ratify all acts relating to the operations of the Company.

When the Company has a single shareholder, the latter will exert the powers reserved for the General Shareholder's Meeting.

Art. 8. Annual general meeting - Approval of annual accounts. The annual general meeting of shareholders shall be held in Luxembourg at the registered office of the Company, or at such other place in Luxembourg as may be specified in the notice of meeting on the third Thursday of June at 15.00 P.M.

If such day is a legal holiday, the annual general meeting shall be held on the next following business day. The annual general meeting may be held abroad if, in the absolute and final judgment of the board of directors, exceptional circumstances so require.

Art. 9. Other meetings. Other meetings of shareholders may be held at such place and time as may be specified in the respective notices of meeting.

The quorum and time required by law shall govern the notice for and conduct of the meetings of shareholders of the Company, unless otherwise provided herein.

Each share is entitled to one vote, subject to the limitations imposed by law and by these articles. A shareholder may act at any meeting of shareholders by appointing another person as his proxy in writing or by cable, telegram, telex or telefax.

Are deemed to be present for the calculation of the conditions of quorum and majority the shareholders participating to the meeting by way of visioconference or by any other means enabling their identification, as far as these means satisfy to technical specifications which guarantee an effective participation to the meeting and a continuous transmission of the debates.

Except as otherwise required by law, resolutions at a meeting of shareholders duly convened will be passed by a simple majority of the shareholders present and voting.

The board of directors may determine all other conditions that must be fulfilled by shareholders for them to take part in any meeting of shareholders.

If all of the shareholders are present or represented at a meeting of shareholders and if they state that they have been informed of the agenda of the meeting, the meeting may be held without prior notice or publication.

Art. 10. Composition of Board of Directors. The Company shall be managed by a board of directors composed of three members at least, who need not be shareholders of the Company, who will constitute a board of managers composed of director (s) of category A and director (s) of category B. However, in case the Company is incorporated by a single shareholder or in case it is stated at a shareholders meeting that the Company has only one single shareholder, the composition of the board of directors may be limited to one single member until the annual shareholders meeting following the statement of the existence of more than one shareholder.

The directors shall be appointed by the shareholders at the annual general meeting of shareholders for a period which may not exceed six years and they shall hold office until their successors are elected. Their reelection is authorized.

In the event of a vacancy of the board of directors, the remaining directors have the right to provisionally fill the vacancy; such decision to be ratified by the next general meeting.

Art. 11. Board meetings. The board of directors shall choose from among its directors of category A a chairman, and may choose from among its directors of category B a vice-chairman. It may also choose a secretary, who need not be a director, who shall be responsible for keeping the minutes of the meetings of the board of directors and of the general meeting of the shareholders.

The board of directors shall meet upon call by the chairman, the sole director or two directors, at the place and at the time indicated in the notice of meeting.

Any director may act at any meeting of the board of directors by appointing in writing or by cable, telegram, telex or telefax another director as his proxy.

Are deemed to be present for the calculation of the conditions of quorum and majority the directors participating to the meeting of the board of directors by way of visioconference or by any other means enabling their identification, as far as these means satisfy to technical specifications which guarantee an effective participation to the meeting of the board of directors and a continuous transmission of the debates. Board meetings held by such means of communication are deemed to be held at the registered office of the Company.

The board of directors can deliberate or act validly only if at least a majority of the directors is present or represented at a meeting of the board of directors. Decisions shall be taken by a majority of votes of the directors present or represented at such meeting.

Resolutions in writing approved and signed by all directors shall have the same effect as resolutions voted at the directors' meetings.

The board of directors may, unanimously, pass resolutions by circular means when expressing its approval in writing, by cable, telegram, telex or facsimile, or any other similar means of communication, to be confirmed in writing. The entirety will form the minutes giving evidence of the passing of the resolution.

In case of Sole Director, the Sole Director will exercise the same powers granted to the Board of Directors.

Art. 12. Powers of the Board of Directors. The board of directors is vested with the broadest powers to perform all acts of administration and disposition in the Company's interests. All powers not expressly reserved by law to the general meeting of shareholders fall within the competence of the board of directors.

The board of directors may delegate its powers to conduct the daily management and affairs of the Company and the representation of the Company for such management and affairs, to any member or members of the board, directors, managers or other officers who need not be shareholders of the Company, under such terms and with such powers as the board shall determine. It may also confer all powers and special mandates to any persons who need not be directors, appoint and dismiss all officers and employees and fix their emoluments.

Art. 13. Representation. The Company will be bound by the single signature of the sole director, or if the Board of Directors consists in three members or more by the joint signature of two directors, obligatorily one director of category A and one director of category B, or the single signature of any person to whom such signatory power shall be delegated by the board of directors.

Art. 14. Supervision. The operations of the Company shall be supervised by one or several statutory auditors, which may be shareholders or not. The general meeting of shareholders shall appoint the statutory auditors and shall determine their number, remuneration and term of office which may not exceed six years. Their reelection is authorized.

Art. 15. Accounting year. The accounting year of the Company shall begin on January 1st and shall terminate on December 31st of each year.

Art. 16. Allocation of profits. From the annual net profits of the Company, five per cent (5%) shall be allocated to the reserve required by law. This allocation shall cease to be required as soon and as long as such reserve amounts to ten per cent (10%) of the subscribed capital of the Company.

The general meeting of shareholders, upon recommendation of the board of directors, will determine how the remainder of the annual net profits will be disposed of.

In the event of partly paid shares, dividends will be payable in proportion to the paid-in amount of such shares.

Interim dividends may be distributed by observing the terms and conditions foreseen by law.

Art. 17. Dissolution. In the event of dissolution of the Company, liquidation shall be carried out by one or several liquidators (who may be physical persons or legal entities) appointed by the general meeting of shareholders effecting such dissolution and which shall determine their powers and their compensation.

Art. 18. Miscellaneous. All matters not governed by these articles of incorporation shall be determined in accordance with the law of August tenth, nineteen hundred and fifteen on commercial companies and amendments thereto.

Transitional provisions

1) The first accounting year shall begin on the date of the formation of the Company and will finish on December 31st, 2012.

2) The first annual general meeting of shareholders shall be held in 2013.

Subscription and Payment

The subscribers have subscribed a number of shares and have paid at 100% (one hundred per cent) in cash the amounts as mentioned hereafter:

Shareholders	Subscribed capital	Paid-in Capital	Number of shares
IL COSMETICS S.A., prenamed,	32,000	32,000	100

Proof of such payments has been given to the undersigned notary, so that the amount of thirty one thousand euro (32.000,- EUR) is as of now available to the company

Declaration - Evaluation

The undersigned notary herewith declares having verified the existence of the conditions enumerated in article 26 of the law of August 10th, 1915, on commercial companies and expressly states that they have been fulfilled.

Expenses

The amount of expenses, costs, remunerations or charges in any form whatsoever which shall be borne by the company as a result of its formation are estimated at approximately € 1,600.-.

Extraordinary General Meeting

The above named person, representing the entire subscribed capital and considering itself as duly convened, has immediately proceeded to an extraordinary general meeting.

Having first verified that it was regularly constituted, it has passed the following resolutions by vote.

1. The number of directors is fixed at three and the number of the statutory auditor at one.

2. Has been appointed as director of category A:

a) Mr Jean-Marc FABER, chartered accountant, residing professionally at 63-65, rue de Merl, L-2146 Luxembourg;

b) Mr Christophe MOUTON, chartered accountant, residing professionally at 63-65, rue de Merl, L-2146 Luxembourg;

Are appointed as director of category B:

c) Mr Manuel BORDIGNON, private employee, residing professionally at 63-65, rue de Merl, L-2146 Luxembourg;

3. Has been appointed statutory auditor:

Fiduciaire Jean-Marc FABER & Cie S.a r.l., with registered office at 63-65, rue de Merl, L-2146 Luxembourg.

4. The address of the Company is set at 63-65, rue de Merl, L-2146 Luxembourg.

5. The term of office of the directors and of the statutory auditor shall be of one year and shall end at the annual general meeting of shareholders to be held in the year 2013.

6. The board of directors is allowed to delegate the daily management's powers in accordance to article 12 of the bylaws.

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

Whereof the present notarial deed was drawn up in Esch-sur-Alzette, on the day named at the beginning of this document.

The document having been read to the appearing person, known to the notary by his surname, name, civil status and residence, the said person appearing signed together with us, the notary, the present original deed.

French version:

L'an deux mille douze, le dix-sept février,

Par-devant Maître Blanche MOUTRIER, notaire de résidence à Esch-sur-Alzette (Grand-Duché de Luxembourg).

A comparu:

"IL COSMETICS S.A.", une société de droit luxembourgeois, avec siège social à L-2146 Luxembourg, 63-65, rue de Merl, enregistrée auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 62222,

ici représentée par Madame Sandra SCHWEIZER, employée privé, demeurant professionnellement au 63-65, rue de Merl à L-2146 Luxembourg en vertu d'une procuration sous seing privé lui délivrée en date du 16 février 2012.

La procuration signée ne varietur par la partie comparante et le notaire soussigné restera annexée au présent acte pour être soumise avec lui aux formalités de l'enregistrement.

Lequel comparant, aux termes de la capacité avec laquelle il agit, a requis le notaire instrumentaire d'arrêter ainsi qu'il suit les statuts d'une société qu'il déclare constituer comme suit:

Art. 1^{er}. Dénomination - Forme. Il est formé entre le souscripteur et tous ceux qui deviendront propriétaires des actions ci-après créées, une société sous forme d'une société anonyme, sous la dénomination de "IL COSMETICS POLAND S.A." (la "Société").

Art. 2. Durée. La Société est constituée pour une durée indéterminée.

Art. 3. Siège social. Le siège social de la Société est établi à Luxembourg Ville. Il peut être créé, par simple décision du conseil d'administration, des succursales ou bureaux, tant dans le Grand-Duché de Luxembourg qu'à l'étranger.

Art. 4. Objet. La société a pour objet la prise de participations sous quelque forme que ce soit, dans des entreprises luxembourgeoises ou étrangères, et toutes autres formes de placement, l'acquisition par achat, souscription ou de toute autre manière, ainsi que l'aliénation par vente, échange ou de toute autre manière de titres, obligations, créances, billets et autres valeurs de toutes espèces, l'administration, le contrôle et le développement de telles participations.

La société peut participer à la création et au développement de n'importe quelle entreprise financière, industrielle ou commerciale, tant au Luxembourg qu'à l'étranger et leur prêter concours, que ce soit par des prêts, des garanties ou de toute autre manière.

La société peut prêter ou emprunter sous toutes les formes, avec ou sans intérêts et procéder à l'émission d'obligations.

La société peut réaliser toutes opérations mobilières, financières ou industrielles, commerciales, liées directement ou indirectement à son objet et avoir un établissement commercial ouvert au public.

La société a pour objet l'achat, la vente, la mise en location, l'administration et la mise en valeur sous quelque forme que ce soit de biens immobiliers situés au Grand-Duché de Luxembourg ou à l'étranger, ainsi que toutes opérations commerciales ou financières, immobilières ou mobilières qui s'y rattachent directement ou indirectement.

D'une façon générale, la société peut prendre toutes mesures de contrôle et de surveillance et faire toutes opérations qu'elle jugera utiles à l'accomplissement ou au développement de son objet.

La société a encore pour objet de toucher des indemnités et des rémunérations des sociétés du groupe ainsi que l'administration et la gérance de telles sociétés du groupe, à qui elle pourra notamment fournir toute prestation d'assistance stratégique, administrative ou commerciale.

Art. 5. Capital social. Le capital social de la Société est fixé à EUR 32.000,-(trente-deux mille Euros), représenté par 100 (cent) actions d'une valeur nominale de EUR 320,- (trois cent vingt Euro) chacune.

La Société peut racheter ses propres actions dans les termes et sous les conditions prévues par la loi.

Le capital autorisé est, pendant la durée telle que prévue ci-après, de EUR 5.000.000,- (cinq millions d'Euros) représenté par 15 625 (quinze mille six cent vingt-cinq) actions d'une valeur nominale de EUR 320,- (trois cent vingt Euro) chacune.

Le capital autorisé et le capital souscrit de la société peuvent être augmentés ou réduits par décision de l'assemblée générale des actionnaires statuant sous les mêmes conditions que pour les modifications de statuts.

En outre, le conseil d'administration est autorisé, pendant une période de cinq ans prenant fin le 17 février 2017, à augmenter en une ou plusieurs fois le capital souscrit à l'intérieur des limites du capital autorisé avec émission d'actions nouvelles. Ces augmentations de capital peuvent être souscrites avec ou sans prime d'émission, à libérer en espèces, en nature ou par compensation avec des créances certaines, liquides et immédiatement exigibles vis-à-vis de la société, ou même par incorporation de bénéfices reportés, de réserves disponibles ou de primes d'émission, ou par conversion d'obligations comme dit ci-après.

Le conseil d'administration peut déléguer tout administrateur, directeur, fondé de pouvoir ou toute autre personne dûment autorisée, pour recueillir les souscriptions et recevoir paiement du prix des actions représentant tout ou partie de cette augmentation de capital.

Chaque fois que le conseil d'administration aura fait constater authentiquement une augmentation du capital souscrit, il fera adapter le présent article.

Le conseil d'administration est encore autorisé à émettre des emprunts obligataires ordinaires, avec bons de souscription ou convertibles, sous forme d'obligations au porteur ou autre, sous quelque dénomination que ce soit et payables en quelque monnaie que ce soit, étant entendu que toute émission d'obligations, avec bons de souscription ou convertibles, ne pourra se faire que dans le cadre des dispositions légales applicables au capital autorisé, dans les limites du capital autorisé ci-dessus spécifié et dans le cadre des dispositions légales, spécialement de l'article 32-4 de la loi sur les sociétés.

Le conseil d'administration déterminera la nature, le prix, le taux d'intérêt, les conditions d'émission et de remboursement et toutes autres conditions y ayant trait.

Un registre des obligations nominatives sera tenu au siège social de la société.

Art. 6. Actions. Les actions sont et resteront toutes nominatives.

La Société ne reconnaît qu'un propriétaire par action. S'il y a plusieurs propriétaires par action, la société aura le droit de suspendre l'exercice de tous les droits y attachés jusqu'à ce qu'une seule personne ait été désignée comme étant à son égard propriétaire.

La cession des actions qui sont toutes nominatives, ne peut s'opérer que par une déclaration de transfert inscrite sur le registre des actions nominatives de la société.

Les signatures du cédant et du cessionnaire peuvent être reçues sur le registre des actions nominatives dont il s'agit ou sur des feuilles de transfert et d'acceptation qui seront annexées au dit registre.

En plus des présents statuts qui régissent la société, les actionnaires ont convenu de rédiger un pacte d'actionnaires qui a pour objet de définir, de manière précise, le droit de préemption et autres points particuliers concernant le financement de la société, la valorisation de la société, les investissements, etc.

Art. 7. Assemblée des actionnaires - Dispositions générales. L'assemblée des actionnaires de la Société régulièrement constituée représentera tous les actionnaires de la société. Elle aura les pouvoirs les plus larges pour ordonner, faire ou ratifier tous les actes relatifs aux opérations de la Société.

Lorsque la Société compte un associé unique, il exercera les pouvoirs dévolus à l'assemblée générale.

Art. 8. Assemblée Générale annuelle - Approbation des comptes annuels. L'assemblée générale annuelle des actionnaires se tiendra au siège social de la Société, ou à tout autre endroit qui sera fixé dans l'avis de convocation, le troisième jeudi du mois de juin à 15.00 heures.

Si ce jour est un jour férié légal, l'assemblée générale annuelle se tiendra le premier jour ouvrable qui suit. L'assemblée générale annuelle pourra se tenir à l'étranger, si le conseil d'administration constate souverainement que des circonstances exceptionnelles le requièrent.

Art. 9. Autres assemblées. Les autres assemblées des actionnaires pourront se tenir aux heures et lieu spécifiés dans les avis de convocation.

Les quorum et délais requis par la loi régleront les avis de convocation et la conduite des assemblées des actionnaires de la Société, dans la mesure où il n'est pas autrement disposé dans les présents statuts.

Toute action donne droit à une voix, sauf toutefois les restrictions imposées par la loi et par les présents statuts. Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, par câble, télégramme, télex ou télécopie une autre personne comme son mandataire.

Sont réputés présents pour le calcul du quorum et de la majorité les actionnaires qui participent à l'assemblée par visioconférence ou par des moyens permettant leur identification, pour autant que ces moyens satisfassent à des caractéristiques techniques garantissant la participation effective à l'assemblée, dont les délibérations sont retransmises de façon continue.

Dans la mesure où il n'en est pas autrement disposé par la loi, les décisions d'une assemblée des actionnaires dûment convoquée sont prises à la majorité simple des actionnaires présents et votants.

Le conseil d'administration peut déterminer toutes autres conditions à remplir par les actionnaires pour prendre part à toute assemblée des actionnaires.

Si tous les actionnaires sont présents ou représentés lors d'une assemblée des actionnaires, et s'ils déclarent connaître l'ordre du jour, l'assemblée pourra se tenir sans avis de convocation ni publication préalables.

Art. 10. Composition du Conseil d'administration. La Société sera administrée par un conseil d'administration composé de trois membres au moins, qui n'ont pas besoin d'être actionnaires de la Société, ils constitueront un conseil d'administration composé d'administrateurs de catégorie A et d'administrateurs de catégorie B. Toutefois, lorsque la société est constituée par un associé unique ou que, à une assemblée générale des actionnaires, il est constaté que celle-ci n'a plus qu'un associé unique, la composition du conseil d'administration peut être limitée à un membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un associé.

Les administrateurs seront élus par l'assemblée générale des actionnaires pour une période qui ne pourra excéder six années et resteront en fonctions jusqu'à ce que leurs successeurs aient été élus. Ils sont rééligibles.

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

Art. 11. Réunions du Conseil d'administration. Le conseil d'administration élit en son sein un président parmi ses administrateurs de catégorie A et peut choisir un vice-président parmi ses administrateurs de catégorie B. Il pourra également choisir un secrétaire qui n'a pas besoin d'être administrateur et qui sera en charge de la tenue des procès-verbaux des réunions du conseil d'administration et des assemblées générales des actionnaires.

Le conseil d'administration se réunira sur la convocation du président, de l'administrateur unique ou de deux administrateurs, au lieu indiqué dans l'avis de convocation.

Tout administrateur pourra se faire représenter à toute réunion du conseil d'administration en désignant par écrit ou par câble, télégramme, télex ou télécopie un autre administrateur comme son mandataire.

Sont réputés présents pour le calcul du quorum et de la majorité les administrateurs qui participent à la réunion du conseil d'administration par visioconférence ou par des moyens permettant leur identification, pour autant que ces moyens satisfassent à des caractéristiques techniques garantissant une participation effective à la réunion du conseil, dont les délibérations sont retransmises de façon continue. La réunion tenue par de tels moyens de communication à distance est réputée se dérouler au siège de la Société.

Le conseil d'administration ne pourra délibérer ou agir valablement que si la moitié au moins des administrateurs est présente ou représentée à la réunion du conseil d'administration. Les décisions sont prises à la majorité des administrateurs présents ou représentés à cette réunion.

Une décision prise par écrit, approuvée et signée par tous les administrateurs, produira effet au même titre qu'une décision prise à une réunion du conseil d'administration.

Le conseil d'administration peut, unanimement, passer des résolutions circulaires en donnant son approbation par écrit, par câble, télégramme, télex ou fax, ou par tout autre moyen de communication similaire, à confirmer par écrit. Le tout formera le procès-verbal prouvant l'approbation des résolutions.

Lorsque la société compte un seul administrateur, il exerce les pouvoirs dévolus au conseil d'administration.

Art. 12. Pouvoirs du Conseil d'administration. Le conseil d'administration est investi des pouvoirs les plus larges de passer tous actes d'administration et de disposition dans l'intérêt de la Société. Tous pouvoirs que la loi ne réserve pas expressément à l'assemblée générale des actionnaires sont de la compétence du conseil d'administration.

Le conseil d'administration pourra déléguer ses pouvoirs relatifs à la gestion journalière des affaires de la Société et à la représentation de la Société pour la conduite des affaires, à un ou plusieurs administrateurs, directeurs, gérants et autres agents, associés ou non, agissant à telles conditions et avec tels pouvoirs que le conseil déterminera. Il pourra également conférer tous pouvoirs et mandats spéciaux à toutes personnes qui n'ont pas besoin d'être administrateurs, nommer et révoquer tous fondés de pouvoirs et employés, et fixer leurs émoluments.

Art. 13. Représentation. La Société sera engagée soit par la signature individuelle de l'administrateur unique, soit si le conseil d'administration est composé de trois membres ou plus par la signature collective de deux administrateurs, dont un administrateur de catégorie A et un administrateur de catégorie B ou la seule signature de toute personne à laquelle pareil pouvoir de signature aura été délégué par le conseil d'administration.

Art. 14. Surveillance. Les opérations de la Société seront surveillées par un ou plusieurs commissaires aux comptes qui n'ont pas besoin d'être actionnaires. L'assemblée générale des actionnaires désignera les commissaires aux comptes et déterminera leur nombre, leur rémunération et la durée de leurs fonctions qui ne pourra excéder six années. Ils sont rééligibles.

Art. 15. Exercice social. L'exercice social commencera le 1^{er} janvier et se terminera le 31 décembre de chaque année.

Art. 16. Allocation des bénéfices. Sur le bénéfice annuel net de la société il est prélevé cinq pour cent (5%) pour la formation d'un fonds de réserve légale. Ce prélèvement cesse d'être obligatoire lorsque et aussi longtemps que la réserve légale atteindra le dixième du capital social.

L'assemblée générale des actionnaires déterminera, sur proposition du conseil d'administration, de quelle façon il sera disposé du solde du bénéfice annuel net.

Dans le cas d'actions partiellement libérées, des dividendes seront payables proportionnellement au montant libéré de ces actions.

Des acomptes sur dividendes pourront être versés en conformité avec les conditions prévues par la loi.

Art. 17. Dissolution. En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales) nommés par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leurs rémunérations.

Art. 18. Divers. Pour toutes les matières qui ne sont pas régies par les présents statuts, les parties se réfèrent aux dispositions de la loi du dix août mil neuf cent quinze concernant les sociétés commerciales et aux lois modificatives.

Dispositions transitoires

- 1) Le premier exercice social commencera le jour de la constitution et se terminera le 31 décembre 2012.
- 2) La première assemblée générale annuelle des actionnaires aura lieu en 2013.

Souscription et Libération

Le comparant a souscrit un nombre d'actions et a libéré à hauteur de 100% (cent pour cent) en espèces les montants suivants:

Actionnaires	Capital souscrit	Capital libéré	Nombre d'actions
IL COSMETICS S.A., pré-nommée,	32.000	32.000	100

Preuve de tous ces paiements a été donnée au notaire soussigné, de sorte que la somme de trente et un mille Euros (32.000,- EUR) se trouve à l'entière disposition de la société.

Déclaration - Evaluation

Le notaire soussigné déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi du dix août mil neuf cent quinze sur les sociétés commerciales et en constate expressément l'accomplissement.

Frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que ce soit, qui incombent à la société ou qui sont mis à sa charge en raison de sa constitution, sont approximativement estimés à la somme de € 1.600,-.

Assemblée Générale Extraordinaire

La personne ci-avant désignée, représentant l'intégralité du capital souscrit et se considérant comme dûment convoquée, s'est constituée en assemblée générale extraordinaire.

Après avoir constaté que cette assemblée était régulièrement constituée, elle a pris les résolutions suivantes:

1. Le nombre des administrateurs est fixé à trois et celui des commissaires aux comptes à un.
2. A été appelé aux fonctions d'administrateur de catégorie A:
 - a) Monsieur Jean-Marc FABER, expert-comptable, demeurant professionnellement au 63-65, rue de Merl, L-2146 Luxembourg;
 - b) Monsieur Christophe MOUTON, expert-comptable, demeurant professionnellement au 63-65, rue de Merl, L-2146 Luxembourg;
a été appelé à la fonction d'administrateur de catégorie B:
 - c) Monsieur Manuel BORDIGNON, employé privé, demeurant professionnellement au 63-65, rue de Merl, L-2146 Luxembourg;
3. A été appelée aux fonctions de commissaire aux comptes:
- Fiduciaire Jean-Marc FABER & Cie S.à r.l., ayant son siège social au 63-65, rue de Merl, L-2146 Luxembourg.
4. L'adresse de la société est fixée à L-2146 Luxembourg, 6365, rue de Merl.
5. La durée du mandat des administrateurs et du commissaire aux comptes sera d'une année et prendra fin à l'assemblée générale des actionnaires qui se tiendra en l'an 2013.
6. Le conseil d'administration est autorisé à déléguer les pouvoirs de gestion journalière conformément à l'article 12 des statuts.

Le notaire soussigné, qui a personnellement la connaissance de la langue anglaise, déclare que la comparante l'a requis de documenter le présent acte en langue anglaise, suivi d'une version française, et en cas de divergence entre le texte anglais et le texte français, le texte anglais fera foi.

Dont acte, fait et passé à Esch-sur-Alzette, date qu'en tête des présentes.

Et après lecture faite au mandataire de la comparante, connu du notaire instrumentaire par ses nom, prénom usuel, état et demeure, ledit mandataire a signé avec Nous notaire la présente minute.

Signé: S.Schweizer, Moutrier Blanche

Enregistré à Esch/Alzette Actes Civils, le 21 février 2012. Relation: EAC/2012/2387. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): A. Santioni.

POUR EXPEDITION CONFORME délivrée à des fins administratives.

Esch-sur-Alzette, le 22 février 2012.

Référence de publication: 2012023951/426.

(120030828) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2012.

Thyssenkrupp Ascenseurs Luxembourg S.à r.l., Société à responsabilité limitée.

Siège social: L-5326 Contern, 22, rue Edmond Reuter.

R.C.S. Luxembourg B 25.146.

Le bilan au 30.09.2010 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 9 février 2012.

Pour ordre
EUROPE FIDUCIAIRE (Luxembourg) S.A.
Boîte Postale 1307
L-1013 Luxembourg

Référence de publication: 2012027239/14.

(120035526) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

TMW Investments (Luxembourg) S.à.r.l., Société à responsabilité limitée.

Capital social: EUR 13.750,00.

Siège social: L-1470 Luxembourg, 70, route d'Esch.

R.C.S. Luxembourg B 146.213.

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EXTRAIT

Les comptes annuels du 1^{er} novembre 2010 au 31 octobre 2011 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.

Pour extrait conforme

Signature

Un mandataire

Référence de publication: 2012027241/14.

(120035445) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Traxys Europe S.A., Société Anonyme.

Siège social: L-8009 Strassen, 19-21, route d'Arlon.

R.C.S. Luxembourg B 24.562.

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Dépôt rectificatif L110087948

Les comptes annuels statutaires au 30 novembre 2010 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 29 février 2012.

TRAXYS EUROPE S.A.

Serge WEBER

Administrateur

Référence de publication: 2012027244/15.

(120035280) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Althelia Climate Fund, Société en Commandite par Actions sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.

Capital social: EUR 31.001,00.

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 166.125.

In the year two thousand and twelve, on the eighth day of February.

Before Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting of the shareholders (the Meeting) of Althelia Climate Fund (the Shareholders), a Luxembourg société d'investissement à capital variable – fonds d'investissement spécialisé (investment company with variable capital – specialised investment fund) incorporated as a corporate partnership limited by shares (société en commandite par actions) under the laws of the Grand Duchy of Luxembourg, having its registered office at 33, rue de Gasperich, L-5826 Hesperange, Grand Duchy of Luxembourg, registered with the Registre de Commerce et des Sociétés, Luxembourg under number B 166125 (the Company). The Company was incorporated on 12 December 2011 pursuant to a deed of the notary Maître Francis Kessler, notary residing in Esch/Alzette, published on 18 January 2012 in the Luxembourg official gazette (Mémorial, Recueil des Sociétés et Associations) C-N°140 at page number 6674 and its articles of incorporation have not been amended since that date.

The Meeting is chaired by Benoit Kelecom, attorney-at-law, professionally residing in Luxembourg, Grand Duchy of Luxembourg (the Chairman). The Chairman appoints Adrien Pastorelli, attorney-at-law, professionally residing in Luxembourg, Grand Duchy of Luxembourg, as secretary and scrutineer of the Meeting (the Secretary and Scrutineer). The Chairman, the Secretary and Scrutineer are collectively hereafter referred to as the Members of the Bureau or the Bureau.

The Bureau thus having constituted, the Chairman requests the notary to record that:

I. The Shareholders present or represented at the Meeting and the number of shares they hold are recorded in an attendance list, which will be signed by the Shareholders present and/or the holders of the powers of attorney who represent the Shareholders who are not present and the Members of the Bureau. The said list as well as the powers of

attorney, after having been signed ne varietur by the persons who represent the Shareholders who are not present and the undersigned notary, will remain attached to these minutes.

II. It appears from the attendance list that all thirty one thousand and one (31,001) shares, representing the entire subscribed share capital of the Company are present or duly represented at the Meeting. The Meeting is thus regularly constituted and can validly deliberate on all the items on the agenda, set out below.

III. The agenda of the Meeting is as follows:

1. Waiver of the convening notices.
2. Amendment of the articles of incorporation of the Company (the Articles).
3. Miscellaneous.

IV. The Meeting has taken the following resolutions:

First resolution

The entire share capital of the Company being represented at the Meeting, the Meeting waives the convening notices, the Shareholders (present or represented) consider themselves as duly convened and declare to have full knowledge of the agenda of the Meeting, which was communicated to them in advance.

Second resolution

The Meeting resolves to amend the Articles as follows:

(a) In Article 1, the following definition is included between the definitions of "Drawdown Notice" and "Euro, € or EUR":

"Emissions Reduction Purchase Agreement or ERPA means a forward purchase agreement where the buyer undertakes to buy from the Seller a stream of Carbon Assets generated from an Underlying Project."

(b) In Article 4.1, the terms "(unless extended)" are included at the end of this Article.

(c) Article 6.4, (b), (iii) is removed and replaced by the following provisions:

"(iii) CI Shares will be (i) issued at a fixed price of EUR1 each and (ii) limited in number to a maximum of 1,000 CI Shares, with maximum 500 CI Investors Shares being issued on or around the Final Closing Date and maximum 500 CI Sponsors Shares (and the proportion of CI Investors Shares and CI Sponsors Shares in issue must be of 50/50% before any distribution). The subscription to and payment for the CI Shares will decrease an Investor's Commitment and be considered a Capital Contribution."

(d) In Article 9.3(b), the reference to "the Adviser" is replaced by "the Investment Adviser".

(e) Article 13.1 is removed and replaced by the following provisions:

" **13.1.** The Fund and each Class have a Net Asset Value determined in accordance with Luxembourg law and Luxembourg Generally Accepted Accounting Principles (Lux GAAP). The reference currency of the Fund is the Euro."

(f) The last sentence of Article 13.3 is removed and replaced by the following provisions:

" The total net assets of the Fund will result from the difference between the gross assets (including the market value of Investments owned by the Fund and its Intermediary Vehicles) and the liabilities of the Fund, provided that the set up costs for the Fund will be amortised over a period of five (5) years rather than expensed in full when they are incurred."

(g) In Article 13.4(b), the words "ERPA and" are included at the beginning.

(h) Article 27.2(c) is removed and replaced by the following provisions:

"(c)Thirdly (Catch Up), 100% pro-rata to the holders of CI Shares until they have received in aggregate an amount equal to 25% of the aggregate amounts distributed under item (b); and"

(i) Article 27.13 is removed and replaced by the following provisions:

" **27.13.** The Auditor will issue a report on the application of the above provisions as at the end of each year and will issue a statement to the Advisory Board on compliance with the above provisions. These report and statement will be produced by the Auditor in accordance with procedures agreed with the Company and will be made available not later than the annual report in respect of the relevant Fiscal Year."

(j) The last sentence of Article 27.15 is removed and replaced by the following provisions:

"The valuation of the Investment to be distributed in kind will be carried out by the General Partner in accordance with the rules set out in article 13 (the Allocated Value) and will be subject to the review and report of the approved statutory auditors."

Estimate of costs

The amount of expenses, costs, remunerations and charges in any form whatsoever which shall be borne by the Company as a result of the present deed is estimated to be approximately EUR1,500.

The undersigned notary who understands and speaks English, states herewith that on request of the appearing parties, the present deed is worded in English followed by a French version; at the request of the same appearing parties, it is stated that, in case of discrepancies between the English and the French texts, the English version shall prevail.

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

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

Traduction française du texte qui précède

L'an deux mille douze, le huitième jour du mois de février.

Pardevant Maître Henri Hellinckx, notaire de résidence à Luxembourg, Grand-Duché de Luxembourg.

S'est tenue une assemblée générale extraordinaire (l'Assemblée) des associés d'Althelia Climate Fund (les Associés), une société d'investissement à capital variable – fonds d'investissement spécialisé luxembourgeoise sous la forme d'une société en commandite par actions, ayant son siège social au 33, rue de Gasperich, L5826 Hesperange, Grand-Duché de Luxembourg, immatriculée au Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 166.125 (la Société). La Société a été constituée le 12 décembre 2011 suivant un acte du notaire Maître Francis Kessler, notaire de résidence à Esch/Alzette, publié le 18 janvier 2012 au Journal Officiel du Grand-Duché de Luxembourg (Mémorial, Recueil des Sociétés et Associations) C-N°140 à la page numéro 6674, et ses statuts n'ont pas été modifiés depuis cette date.

L'Assemblée est présidée par Benoit Kelecom, avocat, demeurant professionnellement à Luxembourg, Grand-Duché de Luxembourg (le Président). Le Président désigne Adrien Pastorelli, avocat, demeurant professionnellement à Luxembourg, Grand-Duché de Luxembourg, comme secrétaire et scrutateur de l'Assemblée (le Secrétaire et Scrutateur). Le Président, le Secrétaire et Scrutateur seront collectivement désignés ci-après comme les Membres du Bureau ou le Bureau.

Après constitution du Bureau, le Président demande au notaire d'enregistrer que:

I. Les Associés présents ou représentés à l'Assemblée et le nombre des parts qu'ils détiennent sont enregistrés dans la liste de présence qui sera signée par les Associés présents et/ou les mandataires des Associés représentés et les Membres du Bureau. Cette liste ainsi que les procurations après avoir été signées ne varietur par les Associés, les mandataires des Associés représentés et le notaire instrumentant, resteront annexées à ce procès verbal.

II. Il ressort de la liste de présence que trente et un mille et une actions (31.001) représentant l'entière du capital social de la Société sont présentes ou dûment représentées à l'Assemblée. De ce fait, l'Assemblée est constituée selon les règles et peut délibérer valablement sur les points à l'ordre du jour, mentionnés ci-après.

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

1. Renonciation aux formalités de convocation.
2. Modification des statuts de la Société (les Statuts).
3. Divers.

IV. L'Assemblée a pris les décisions suivantes:

Première résolution

La totalité du capital social de la Société étant représentée à cette Assemblée, l'Assemblée renonce aux formalités de convocation, les Associés (présents ou représentés), se considérant comme dûment convoqués, déclarent avoir pleine connaissance de l'ordre du jour de l'Assemblée qui leur a été communiqué au préalable.

Deuxième résolution

L'Assemblée décide de modifier les Statuts comme suite:

(a) A l'Article 1, la définition suivante est incluse entre les définitions de "Contrat de Souscription" et "Contribution en Capital":

"Contrats d'Achat de Réductions d'Emission ou ERPA (Emissions Reduction Purchase Agreement) signifie un contrat d'achat à terme dans lequel l'acheteur s'engage à acheter une série d'Actifs Carbone générés par un Projet Sous-jacent".

(b) A l'Article 4.1, les termes "(sauf extension)" sont inclus à la fin de cet Article.

(c) L'Article 6.4, (b), (iii) est supprimé et remplacé par la disposition suivante:

"(iii) Les Actions CI seront (i) émises au prix fixé de 1EUR chacune et (ii) limitées en nombre à un maximum de 1.000 Actions CI avec un maximum de 500 Actions d'Investisseurs CI émises à ou autour de la Date du Closing Final et un maximum de 500 Actions de Sponsors CI (la proportion entre les Actions d'Investisseurs CI et les Actions de Sponsors CI devant être de 50/50% avant toute distribution). La souscription et le paiement des Actions CI viendront diminuer l'Engagement de l'Investisseur et seront réputées constituer une Contribution en Capital."

(d) A l'Article 9.3(b), la référence à "le Conseiller" est remplacée par "le Conseiller en Investissement". (ne concerne que la version anglaise des présents Statuts).

(e) L'Article 13.1 est supprimé et remplacé par la disposition suivante:

" **13.1.** Le Fonds et chaque Catégorie ont une Valeur Nette d'Inventaire déterminée en conformité avec la Législation Luxembourgeoise et les Principes Comptables Généralement Reconnus au Luxembourg (PCGR Lux). La devise de référence du Fonds est l'Euro."

(f) La dernière phrase de l'Article 13.3 est supprimée et remplacée par la disposition suivante:

"Le total des actifs nets du Fonds résultera de la différence entre les actifs bruts (comprenant la valeur de marché des Investissements détenus par le Fonds et ses Véhicules Intermédiaires) et les engagements du Fonds, à condition que les frais d'installation du Fonds soient amortis sur une période de cinq (5) ans plutôt que d'être intégralement portés en charge au moment où ils sont encourus."

(g) A l'Article 13.4(b), les mots "les ERPA et" sont inclus au début.

(h) L'Article 27.2(c) est supprimé et remplacé par la disposition suivante:

"Troisièmement (Catch Up), prorata de 100% pour les détenteurs d'Actions CI jusqu'à ce qu'ils aient reçu en cumulé un montant égal à 25% des montants cumulés distribués selon le point (b); et".

(i) L'Article 27.13 est supprimé et remplacé par la disposition suivante:

" **27.13.** Le Réviseur d'entreprises agréé émettra un rapport sur l'application des dispositions susvisées à la fin de chaque année et délivrera une déclaration au Comité de Conseil concernant la conformité avec lesdites dispositions. Ce rapport et cette déclaration seront effectués par le Réviseur d'entreprises agréé en conformité avec les procédures convenues avec la Société et seront rendus disponibles avant le rapport annuel pour l'Exercice Fiscal concerné."

(j) La dernière phrase de l'Article 27.15 est supprimée et remplacée par la disposition suivante:

"L'évaluation de l'Investissement à distribuer en nature sera réalisée par l'Associé Gérant Commandité en conformité avec les règles énoncées à l'article 13 (la Valeur Attribuée) et sera sujette à la revue et au rapport des réviseurs d'entreprises agréé "

Déclaration et Frais

Le montant, des coûts, dépenses, salaires et charges, sous quelque forme que ce soit, qui puisse être engagé ou mis à la charge de la Société en conséquence de sa constitution est évalué approximativement à EUR 1.500.

Le notaire soussigné qui comprend et parle l'anglais, constate que sur demande des parties comparantes, le présent acte est rédigé en langue anglaise suivi d'une version française; sur demande de ces mêmes parties comparantes, il est déclaré que, en cas de divergences entre le texte français et le texte anglais, le texte anglais fait foi.

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

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

Signé: B. KELECOM, A. PASTORELLI, H. HELLINCKX.

Enregistré à Luxembourg A.C., le 13 février 2012. Relation: LAC/2012/6844. Reçu soixante-quinze euros (75.-EUR).

Le Receveur (signé): I. THILL.

- POUR EXPEDITION CONFORME - Délivrée à la société sur demande.

Luxembourg, le 23 février 2012.

Référence de publication: 2012024209/168.

(120031625) Déposé au registre de commerce et des sociétés de Luxembourg, le 23 février 2012.

Trifield Holding S.A., Société Anonyme.

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 165.403.

Monsieur Pierre-Siffrein GUILLET, employé privé, né le 10 août 1977, demeurant professionnellement au 412F, route d'Esch, L - 2086 LUXEMBOURG est coopté, avec effet au 3 février 2012, en tant qu'Administrateur de la société en remplacement de Mademoiselle Elise BELEY démissionnaire. Le mandat de Monsieur Pierre-Siffrein GUILLET viendra à échéance lors de l'Assemblée Générale Statutaire de l'an 2017.

LE 29 FEVRIER 2012.

TRIFIELD HOLDING S.A.

Salim BOUREKBA / Grégory GUISSARD

Administrateur / Administrateur et Président du Conseil d'Administration

Référence de publication: 2012027246/15.

(120035174) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

TVLD Participations S.A., Société Anonyme.

Siège social: L-2449 Luxembourg, 25B, boulevard Royal.

R.C.S. Luxembourg B 86.314.

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EXTRAIT

Il résulte de l'assemblée générale ordinaire des actionnaires du 2 décembre 2011 et d'une résolution du conseil d'administration du même jour que:

1°) Les mandats des organes suivants de la société ont été renouvelés pour une durée de 6 ans.

- Monsieur Patrick Meunier - Administrateur;
- Monsieur Patrick Houbert - Administrateur;
- Hans K. Jerne - Administrateur;
- MRM CONSULTING S.A - Commissaire aux comptes.

2°) Administrateur délégué: Monsieur Hans K. Jerne a été reconduit dans ses fonctions d'administrateur délégué pour une durée de 6 ans.

Tous les mandats susvisés prendront fin à l'issue de l'Assemblée Générale Ordinaire des Actionnaires qui se tiendra en 2017.

Pour extrait sincère et conforme

Référence de publication: 2012027248/20.

(120035192) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Universal Wind S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-1511 Luxembourg, 121, avenue de la Faïencerie.

R.C.S. Luxembourg B 72.618.

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Extrait des résolutions prises par l'associé unique de la Société le 21 février 2012

1. La démission de Madame Charlotte Lahaije-Hultman, en tant que gérante unique de la Société, a été acceptée avec effet au 14 février 2012.

2. Madame Laura Laine, née le 16 janvier 1978 à Rauman mlk (Finlande), avec adresse professionnelle au 121, avenue de la Faïencerie, L-1511 Luxembourg, a été nommée en tant que nouvelle gérante unique de la Société avec effet au 14 février 2012, jusqu'à l'Assemblée Générale Annuelle, qui se tiendra en 2017.

Pour extrait sincère et conforme

Pour Universal Wind S.à r.l.

Un mandataire

Référence de publication: 2012027249/17.

(120035333) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Utilifin, Société Anonyme.

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 115.741.

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Extrait des résolutions prises par le conseil d'administration le 27 février 2012

- Monsieur Alain Geurts, Administrateur, né le 13 septembre 1962 à Nioki (République Démocratique du Congo), demeurant professionnellement au 12, rue Eugène Ruppert, L- 2453 Luxembourg est nommé, avec effet rétroactif au 23 janvier 2012, Président du Conseil d'Administration. Il occupera cette fonction pendant toute la durée de son mandat d'Administrateur dans la Société.

Pour extrait conforme

Pour UTILIFIN

Signatures

Administrateur / Administrateur

Référence de publication: 2012027252/16.

(120035223) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Leno Tech Passivhaus S.à r.l., Société à responsabilité limitée.

Siège social: L-7243 Bereldange, 33, rue du Dix Octobre.

R.C.S. Luxembourg B 166.980.

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STATUTES

In the year two thousand and twelve,

on the second day of February.

Before Us Maître Jean-Joseph WAGNER, notary residing in SANEM (Grand Duchy of Luxembourg),

there appeared the following:

Mr János KISS, technicien du bois, born in Budapest (Hungary), on 28 December 1976, residing at 42 rue Principale, L-8365 Hagen.

The appearing person, here personally present, has requested the above notary to draw up the following the articles of incorporation of a limited liability company ("société à responsabilité limitée") which he hereby declares to form:

Art. 1. Form. There is established by the single shareholder a société à responsabilité limitée (the "Company") governed by the laws of the Grand Duchy of Luxembourg, especially the law of August 10th, 1915 on commercial companies, as amended, by article 1832 of the Civil Code and by the present articles of incorporation (the "Articles of Incorporation").

The Company is initially composed of one single shareholder, owner of all the shares. The Company may however at any time be composed of several shareholders, but not exceeding forty (40) shareholders, notably as a result of the transfer of shares or the issue of new shares.

Art. 2. Object. The company's main purpose is the execution of all carpentry work, in its broadest sense, as well as the import and export of sanitary, of all engineered products, whether or not assembled in the wood.

The company may also carry out all transactions pertaining directly or indirectly to the acquisition of participations in any enterprises in any form whatsoever, as well as to the administration, management, control and development of those participations.

The company may particularly use its funds for the setting-up, the management, the development and the disposal of a portfolio consisting of any securities and patents of whatever origin, participate in the creation, the development and the control of any enterprise, acquire by way of contribution, subscription, underwriting or by option to purchase and any other way whatever, any type of securities and patents, realize them by way of sale, transfer, exchange or otherwise, have developed these securities and patents, grant to the companies in which it has participating interests any support, loans, advances or guarantees.

The company may carry out any other securities, financial, industrial or commercial activity, directly or indirectly connected with its objects and maintain a commercial establishment open to the public. It may also conduct all real estate transactions, such as buying, selling, renting, development and management of real estate.

The company may take any measure to safeguard its rights and make any transactions whatsoever which are directly or indirectly connected with its

Art. 3. Name. The name of the Company is "Leno Tech Passivhaus S.à r.l."

Art. 4. Duration. The duration of the Company is unlimited.

The Company may be dissolved at any time by decision of the single partner or pursuant to a resolution of the general meeting of partners, as the case may be.

Art. 5. Registered office. The registered office is established in the municipality of Walferdange, Grand Duchy of Luxembourg.

The registered office may be transferred to any other place within the municipality of Walferdange by a resolution of the Manager(s).

The registered office may be transferred to any other place within the Grand Duchy of Luxembourg by a resolution of the sole shareholder or by a resolution of the shareholders' meeting as the case may be.

The management may also establish branches and subsidiaries, whether in the Grand Duchy of Luxembourg or abroad.

Art. 6. Capital. The corporate capital is set at TWELVE THOUSAND FOUR HUNDRED EURO (12'400.- EUR) represented by one hundred (100) shares with a par value of HUNDRED AND TWENTY-FOUR EURO (124.- EUR) each.

Art. 7. Amendment of the capital. The capital may at any time be amended by a decision of the single partner or pursuant to a resolution of the general meeting of partners, as the case may be.

Art. 8. Rights and Duties attached to the shares. Each share entitles its owner to equal rights in the profits and assets of the Company and to one vote at the general meetings of partners.

If the Company is composed of a single partner, the latter exercises all powers which are granted by law and the articles of incorporation to all the partners.

Ownership of a share carries implicit acceptance of the articles of incorporation of the Company and the resolutions of the single partner or the general meeting of partners.

The creditors or successors of the single partner or of any of the partners may in no event, for whatever reason, request that seals be affixed on the assets and documents of the Company or an inventory of assets be ordered by court; they must, for the exercise of their rights, refer to the Company's inventories and the resolutions of the single partner or the general meeting of partners, as the case may be.

Art. 9. Indivisibility of shares. Each share is indivisible insofar as the Company is concerned.

Co-owners must be represented towards the Company by a common attorney-in-fact, whether appointed amongst them or not.

Art. 10. Transfer of shares. If the Company is composed of one single partner, said single partner may transfer freely its shares.

If the Company is composed of several partners, the shares may be transferred freely amongst partners.

In this same scenario, the shares may only be transferred amongst living persons to non-partners with the authorisation of the general meeting of partners representing at least three quarters of the capital.

Art. 11. Formalities. The transfer of shares must be evidenced by a notarial deed or by a deed under private seal.

Any such transfer is not binding upon the Company and upon third parties unless duly notified to the Company or accepted by the Company in accordance with Article 1690 of the Civil Code.

Art. 12. Incapacity, Bankruptcy or Insolvency of a partner. The incapacity, bankruptcy or insolvency or any other similar event affecting the single partner or any of the partners does not put the Company into liquidation.

Art. 13. Managers. The Company is managed and administered by one or several managers, whether partners or not.

Each manager is appointed for a limited or unlimited duration by the single partner or by the general meeting of the partners.

While appointing the manager(s), the single partner or the general meeting of the partners sets their number, the duration of their tenure and, as the case may be, the powers and competence of the managers.

The single partner or, as the case may be, the general meeting of the partners may decide to remove a manager, with or without cause. Each manager may as well resign. The single partner or the partners decide upon the compensation of each manager.

Art. 14. Powers of the managers. The manager(s) have the broadest powers to carry out any act of administration, management or disposal concerning the Company, whatever the nature or size of the operation, provided that it falls within the object of the Company. They have the social signature and are empowered to represent the Company in court either as plaintiff or defendant.

The Manager(s) may delegate special power or proxies, or entrust determined permanent or temporary functions to persons or agents chosen by the Manager(s).

Art. 15. Events affecting the managers. The death, incapacity, bankruptcy, insolvency or any other similar event affecting a manager, as well as its resignation or removal for any cause does not put the Company into liquidation.

Creditors, heirs and successors of a manager may in no event have seals affixed on the assets and documents of the Company.

Art. 16. Liability of the managers. No manager commits itself, by reason of its functions, to any personal obligation in relation to the commitments taken on behalf of the Company. It is only liable for the performance of its duties.

Art. 17. Representation of the Company. The Company will be bound towards third parties by the sole signature of the single manager or in case of plurality of managers, by the joint signature of any two (2) managers or by the joint signatures or single signature of any persons to whom such signatory power has been delegated by the board of managers, but only within the limits of such power.

Art. 18. General meetings of partners. If the Company is composed of one single partner, the latter exercises the powers granted by law to the general meeting of partners.

Articles 194 to 196 and 199 of the law of August 10th, 1915, are not applicable to that situation.

If the Company is composed of several partners, the decisions of the partners are taken in a general meeting of partners or by a vote in writing on the text of the resolutions to be adopted which will be sent by the management to the associates by registered mail.

In this latter case, the associates are under the obligation to, within a delay of fifteen days as from the receipt of the text of the proposed resolution, cast their written vote and mail it to the Company.

Art. 19. Decisions. The decisions of the single partner or of the general meeting of partners, as the case may be, are documented in writing, recorded in a register and kept by the management at the registered office of the Company.

The documents evidencing the votes cast in writing as well as the proxies are attached to the minutes.

Art. 20. Financial year. The financial year begins on the first day of January of each year and ends on the thirty-first day of December the same year.

Art. 21. Balance-sheet. Each year, on the thirty-first day of December, a general inventory of the assets and liabilities of the Company and a balance-sheet summarizing this inventory will be drawn up. Each partner or his attorney-in-fact carrying a written proxy may obtain at the registered office communication of the said inventory and balance-sheet.

Art. 22. Allocation of profits. The credit balance of the Company stated in the annual inventory, after deduction of overhead, depreciation and provisions represents the net profit of the financial year.

Five percent of the net profit is deducted and allocated to the legal reserve fund; this allocation will no longer be mandatory when the reserve amounts to ten percent of the capital.

The remaining profit is allocated by decision of the single partner or pursuant to a resolution of the general meeting of partners, as the case may be.

Art. 23. Dissolution, Liquidation. In case of dissolution of the Company, the liquidation shall be carried on by one or several liquidators who may, but need not be partners, appointed by the single partner or the general meeting of partners, who shall determine their powers and their compensation.

Art. 24. Matters not provided. All matters not specifically governed by these articles of incorporation shall be determined in accordance with the law of 10th August, 1915 on commercial companies, as amended.

Subscription and Payment

The Articles of Incorporation of the Company having thus been drawn up by the appearing person has subscribed for the number of shares and has paid in cash the amounts mentioned hereafter:

Shareholder	subscribed capital (EUR)	Number and class of shares	amount paid-in (EUR)
Mr János KISS, prenamed;	12'400	100	12,400.-
Total:	12,400.-	100	12,400.-

Proof of all such payments has been given to the undersigned notary who states that the conditions provided for in article 183 of the law of August 10th, 1915 on commercial companies, as amended, have been observed.

Transitory provisions

The first financial year will begin on the date of formation of the Company and will end on 31 December 2012.

Estimate of costs

The expenses, costs, remunerations and charges in any form whatsoever, which shall be born by the Company as a result of the present deed are estimated to be approximately nine hundred euro.

Resolutions of the sole shareholder

The sole shareholder, prenamed, representing the whole of the corporate capital, passed the following resolutions:

First resolution

The sole shareholder resolved to set at one (1) the number of Managers and further resolved to appoint the following as sole Manager for an unlimited duration, with the powers set forth in article FOURTEEN (14) of the articles of incorporation of the Company:

Mr János KISS, technicien du bois, born in Budapest (Hungary), on 28 December 1976, residing at 42 rue Principale, L-8365 Hagen.

Second resolution

The address of the registered office of the Company is set at 33 rue du X Octobre, L-7243 Bereldange.

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

The undersigned notary who knows 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 person and in case of divergences between the English and the French text, the English text will prevail.

The document having been read to the appearing person, known to the notary by his surname, first name, civil status and residence, said person appearing signed together with Us notary this original deed.

Suit la traduction française du texte qui précède

L'an deux mille douze,

le deux février.

Par-devant Nous Maître Jean-Joseph WAGNER, notaire de résidence à SANEM (Grand-Duché de Luxembourg),

a comparu:

Monsieur János KISS, technicien du bois, né à Budapest (Hongrie), le 28 décembre 1976, demeurant au 42 rue Principale, L-8365 Hagen.

Lequel comparant, ici personnellement présent, a requis le notaire instrumentaire d'arrêter ainsi qu'il suit les statuts d'une société à responsabilité limitée qu'il déclare constituer:

Art. 1^{er}. Forme. Il est formé par l'associé unique une société à responsabilité limitée (la "Société") régie par les lois du Grand-Duché de Luxembourg, notamment par la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, par l'article 1832 du Code Civil, ainsi que par les présents statuts (les "Statuts").

La Société comporte initialement un associé unique, propriétaire de la totalité des parts sociales. Elle peut cependant, à toute époque, comporter plusieurs associés, dans la limite de quarante (40) associés, par suite notamment, de cession de parts sociales ou d'émission de parts sociales nouvelles.

Art. 2. Objet. L'objet principal de la société est l'exécution de tous travaux de charpentier, de menuiserie au sens le plus large, l'importation et l'exportation de sanitaires, de tous produits usinés, assemblés ou non dans le domaine du bois.

La société pourra encore réaliser toutes opérations se rapportant directement ou indirectement à la prise de participations sous quelque forme que ce soit, dans toute entreprise, ainsi que l'administration, la gestion, le contrôle et le développement de ces participations.

Elle pourra notamment employer ses fonds à la création, à la gestion, à la mise en valeur et à la liquidation d'un portefeuille se composant de tous titres et brevets de toute origine, participer à la création, au développement et au contrôle de toute entreprise, acquérir par voie d'apport, de souscription, de prise ferme ou d'option d'achat et de toute autre manière, tous titres et brevets, les réaliser par voie de vente, de cession, d'échange ou autrement, faire mettre en valeur ces affaires et brevets, accorder aux sociétés auxquelles elle s'intéresse tous concours, prêts, avances ou garanties.

La société peut réaliser toutes opérations mobilières, financières ou industrielles, commerciales, liées directement ou indirectement à son objet et avoir un établissement commercial ouvert au public. Elle pourra également faire toutes les opérations immobilières, telles que l'achat, la vente, la location, l'exploitation et la gestion d'immeubles.

La société prendra toutes les mesures pour sauvegarder ses droits et fera toutes opérations généralement quelconques, qui se rattachent à son objet ou qui le favorisent.

Art. 3. Dénomination. La Société prend la dénomination sociale de "Leno Tech Passivhaus S.à r.l.".

Art. 4. Durée. La Société est constituée pour une durée illimitée.

La Société peut être dissoute à tout moment par décision de l'associé unique ou par résolution adoptée par l'assemblée générale des associés, selon le cas.

Art. 5. Siège social. Le siège social est établi dans la commune de Walferdange, Grand-Duché de Luxembourg.

Le siège social peut être transféré à tout autre endroit de la commune de Walferdange par une décision du ou des Gérants.

Le siège social peut être encore transféré à tout autre endroit du Grand-Duché de Luxembourg par résolution de l'associé unique ou, selon le cas, par une résolution de l'assemblée générale extraordinaire des associés.

La gérance peut pareillement établir des filiales et des succursales aussi bien dans le Grand-Duché de Luxembourg qu'à l'étranger.

Art. 6. Capital social. Le capital social est fixé à DOUZE MILLE QUATRE CENTS EUROS (12'400.- EUR) représenté par cent (100) parts sociales d'une valeur nominale de CENT VINGT-QUATRE EUROS (124.- EUR) chacune.

Art. 7. Modification du capital social. Le capital social pourra à tout moment être modifié, moyennant décision de l'associé unique ou résolution adoptée par l'assemblée générale des associés, selon le cas.

Art. 8. Droits et Obligations attachées aux parts sociales. Chaque part sociale confère à son propriétaire un droit égal dans les bénéfices de la Société et dans tout l'actif social et à une voix à l'assemblée générale des associés.

Si la Société comporte un associé unique, celui-ci exerce tous les pouvoirs qui sont dévolus par la loi et les statuts à la collectivité des associés.

La propriété d'une part emporte de plein droit adhésion aux statuts de la Société et aux décisions de l'associé unique ou de la collectivité des associés.

Les créanciers ou ayants-droit de l'associé unique ou de l'un des associés ne peuvent, sous quelque prétexte que ce soit, requérir l'apposition des scellés sur les biens et documents de la Société, ni faire procéder à aucun inventaire judiciaire

des actifs sociaux; ils doivent, pour l'exercice de leurs droits, s'en rapporter aux inventaires sociaux et aux décisions de l'associé unique ou de l'assemblée générale des associés, selon le cas.

Art. 9. Indivisibilité des parts sociales. Chaque part est indivisible à l'égard de la Société.

Les propriétaires indivis de parts sociales sont tenus de se faire représenter auprès de la Société par un mandataire commun choisi parmi eux ou en dehors d'eux.

Art. 10. Cession de parts. Si la Société est composée d'un associé unique, ledit associé unique peut librement céder ses parts.

Si la Société est composée d'une pluralité d'associés, les parts sociales sont librement cessibles entre associés.

Dans ce même scénario, les parts sociales ne peuvent être cédées entre vifs à des non-associés qu'avec l'agrément donné en assemblée générale des associés représentant au moins les trois quarts du capital social.

Art. 11. Formalités. La cession de parts sociales doit être constatée par un acte notarié ou sous seing privé.

De telles cessions ne sont opposables à la Société et aux tiers qu'après qu'elles ont été signifiées à la Société ou acceptées par elle dans un acte notarié conformément à l'article 1690 du Code Civil.

Art. 12. Incapacité, Faillite ou Déconfiture d'un associé. L'interdiction, la faillite ou la déconfiture ou tout autre événement similaire de l'associé unique ou de l'un des associés n'entraîne pas la dissolution de la Société.

Art. 13. Les gérants. La Société est gérée et administrée par un ou plusieurs gérants, associés ou non associés.

Le ou les gérants sont nommés avec ou sans limitation de durée par l'associé unique ou par l'assemblée générale des associés.

Lors de la nomination du ou des gérants, l'associé unique ou l'assemblée générale des associés fixe leur nombre, la durée de leur mandat et, le cas échéant, les pouvoirs et attributions des différents gérants.

L'associé unique ou, en cas de pluralité d'associés, l'assemblée générale des associés pourra décider la révocation d'un gérant, sans qu'il soit nécessaire d'en indiquer les motifs. Chaque gérant peut pareillement se démettre de ses fonctions. L'associé unique ou les associés décideront de la rémunération de chaque gérant.

Art. 14. Pouvoirs des gérants. Le(s) Gérant(s) a(ont) les pouvoirs les plus étendus pour faire tous les actes d'administration, de gestion et de disposition intéressant la Société, quelle que soit la nature ou l'importance des opérations, à condition qu'elles rentrent dans l'objet de la Société. Il(s) a(ont) la signature sociale et le pouvoir de représenter la Société en justice soit en demandant soit en défendant.

Le(s) Gérant(s) peu(ven)t déléguer des pouvoirs spécifiques ou des procurations ou des fonctions permanentes ou temporaires à des personnes ou agents choisis par le(s) Gérant(s).

Art. 15. Événements atteignant les gérants. Le décès, l'incapacité, la faillite, la déconfiture ou tout événement similaire affectant le gérant, de même que sa démission ou sa révocation pour quelque motif que ce soit, n'entraînent pas la dissolution de la Société.

Les créanciers, héritiers et ayants-cause d'un gérant ne peuvent en aucun cas faire apposer les scellés sur les biens et documents de la Société.

Art. 16. Responsabilité des gérants. Le gérant ne contracte, à raison de ses fonctions, aucune obligation personnelle relativement aux engagements régulièrement pris par lui pour le compte de la Société. Il n'est responsable que de l'exécution de son mandat.

Art. 17. Représentation de la Société. Vis-à-vis des tiers, la Société sera engagée par la seule signature du gérant unique ou en cas de pluralité de gérants par la signature conjointe de deux (2) gérants ou par la signature conjointe ou la signature individuelle de toute personne à qui un tel pouvoir de signature a été délégué par la gérance, mais seulement dans les limites de ce pouvoir.

Art. 18. Assemblée générale des associés. Lorsque la société ne comporte qu'un associé unique, celui-ci exerce les pouvoirs dévolus par la loi à l'assemblée générale des associés. Dans ces cas les articles 194 à 196 ainsi que 199 de la loi du 10 août 1915 ne sont pas applicables.

En cas de pluralité d'associés, les décisions collectives sont prises lors d'une assemblée générale des associés ou par vote écrit sur le texte des résolutions à adopter, lequel sera envoyé par la gérance aux associés par lettre recommandée.

Dans ce dernier cas, les associés ont l'obligation d'émettre leur vote écrit et de l'envoyer à la Société, dans un délai de quinze jours suivant la réception du texte de la résolution proposée.

Art. 19. Décisions. Les décisions de l'associé unique ou de l'assemblée générale des associés, selon le cas, seront établies par écrit et consignée dans un registre tenu par la gérance au siège social. Les pièces constatant les votes des associés, ainsi que les procurations seront annexées aux décisions écrites.

Art. 20. Année sociale. L'exercice social commence le premier janvier de chaque année et finit le trente et un décembre de la même année.

Art. 21. Bilan. Chaque année, le trente et un décembre, il sera dressé un inventaire général de l'actif et du passif de la société et un bilan résumant cet inventaire.

Chaque associé ou son mandataire muni d'une procuration écrite pourront prendre au siège social communication desdits inventaire et bilan.

Art. 22. Répartition des bénéfices. Les produits de la Société, constatés par l'inventaire annuel, déduction faite des frais généraux, amortissements et provisions, constitue le bénéfice net de l'exercice.

Sur le bénéfice net il est prélevé cinq pour cent pour la constitution d'une réserve légale; ce prélèvement cesse d'être obligatoire lorsque la réserve a atteint le dixième du capital social.

Le surplus recevra l'affectation que lui donnera l'associé unique ou, selon le cas, l'assemblée générale des associés.

Art. 23. Dissolution, Liquidation. Lors de la dissolution de la Société, pour quelque cause et à quelque moment que ce soit, la liquidation sera faite par un ou plusieurs liquidateurs, associés ou non, nommés, selon le cas, par l'associé unique ou par l'assemblée générale des associés qui fixeront leurs pouvoirs et leurs émoluments.

Art. 24. Disposition générale. Toutes les matières qui seraient pas régies par les présents statuts seraient régies conformément à la loi du 10 août 1915 sur les sociétés commerciales telle que modifiée.

Souscription et Paiement

Le comparant ayant ainsi arrêté les Statuts de la Société, a souscrit au nombre de parts sociales et a libéré en numéraire les montants ci après énoncés:

Associé	Capital souscrit (EUR)	Nombre et classes de parts sociales	Libération (EUR)
M. János KISS, prénommé;	12,400.-	100	12,400.-
Total:	12,400.-	100	12,400.-

La preuve de tous ces paiements a été rapportée au notaire instrumentant qui constate que les conditions prévues à l'article 183 de la loi du 10 août 1915 concernant les sociétés commerciales, telle que modifiée, ont été respectées.

Disposition transitoire

Le premier exercice social commence le jour de la constitution de la Société et se termine le 31 décembre 2012.

Evaluations des frais

Les dépenses, frais, rémunérations et charges de toutes espèces qui incombent à la Société en raison de sa constitution sont estimés à neuf cents euros.

Résolutions de l'associé unique

L'associé unique prénommé, représentant l'intégralité du capital social, a pris les résolutions suivantes:

Première résolution

L'associé unique décide de fixer à un (1) le nombre de Gérants et de nommer la personne suivante en tant que Gérant unique pour une période indéterminée, avec les pouvoirs prévus à l'article QUATORZE (14) des statuts de la Société:

Monsieur János KISS, technicien du bois, né à Budapest (Hongrie), le 28 décembre 1976, demeurant au 42 rue Principale, L-8365 Hagen.

Deuxième résolution

Le siège social est fixé au 33 rue du X Octobre, L-7243 Bereldange.

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

Le notaire soussigné qui connaît la langue anglaise, déclare par la présente qu'à la demande du comparant ci-avant, le présent acte est rédigé en langue anglaise, suivi d'une version française, et qu'à la demande du même comparant, en cas de divergences entre le texte anglais et le texte français, la version anglaise primera.

Lecture du présent acte faite et interprétation donnée au comparant connu du notaire instrumentaire par nom, prénom usuel, état et demeure, le même comparant a signé avec Nous notaire le présent acte.

Signé: J. KISS, J.J. WAGNER.

Enregistré à Esch-sur-Alzette A.C., le 6 février 2012. Relation: EAC/2012/1640. Reçu soixante-quinze Euros (75.- EUR).

Le Receveur (signé): SANTIONI.

Référence de publication: 2012023975/313.

(120030963) Déposé au registre de commerce et des sociétés de Luxembourg, le 22 février 2012.

Voyages Unsen S.A., Société Anonyme.

Siège social: L-8817 Eschette, rue Principale.

R.C.S. Luxembourg B 106.688.

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Extrait du procès-verbal de l'assemblée générale extraordinaire tenue le 3 janvier 2012 à 10.00 heures au siège social de la société

Le mandat du commissaire aux comptes attribué à la "FIDUCIAIRE GENERALE DU NORD S.A.", ayant son siège social à L-9237 Diekirch, 3 Place Guillaume et inscrite auprès du Registre de Commerce et des Sociétés sous le numéro B 92 717 est arrivé à échéance lors de l'assemblée générale statuant sur les comptes de l'exercice 2009 et n'est pas renouvelé.

Conformément à l'article 215 de la loi du 10 août 1915 concernant les sociétés commerciales, est nommé à l'unanimité des voix, la société "PKF Abax Audit" ayant son siège social à L-2212 Luxembourg, 6 Place de Nancy et inscrite auprès du Registre de Commerce et des Sociétés de Luxembourg sous le numéro B 142 867 en tant que réviseur d'entreprises agréé pour une durée d'un an, c'est-à-dire jusqu'à l'assemblée générale ordinaire statuant sur les comptes de l'exercice 2011.

Guy UNSEN / Maisy UNSEN-MEHLEN / Claudine GERKENS-UNSEN

Président / Secrétaire / Scrutatrice

Référence de publication: 2012027254/18.

(120035123) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Valadret S.à r.l., Société à responsabilité limitée.**Capital social: EUR 12.500,00.**

Siège social: L-2310 Luxembourg, 20, avenue Pasteur.

R.C.S. Luxembourg B 55.967.

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Extrait du procès verbal de l'assemblée générale des associés tenue en date du 1^{er} mars 2012

L'associé unique décide de transférer, avec effet immédiat, le siège social à l'adresse suivante: 20, avenue Pasteur à L-2310 Luxembourg.

Référence de publication: 2012027255/11.

(120035354) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

HLI European Holdings ETVE S.à r.l., Société à responsabilité limitée.

Siège social: L-1611 Luxembourg, 41, avenue de la Gare.

R.C.S. Luxembourg B 154.809.

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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.

Référence de publication: 2012026441/9.

(120034251) Déposé au registre de commerce et des sociétés de Luxembourg, le 29 février 2012.

PayPal (Europe) S.à r.l. et Cie, S.C.A., Société en Commandite par Actions.

Siège social: L-2449 Luxembourg, 22-24, boulevard Royal.

R.C.S. Luxembourg B 118.349.

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Statuts coordonnés, suite à une constatation d'augmentation de capital reçue par Maître Francis KESSELER, notaire de résidence à Esch/Alzette, en date du 25 novembre 2011 déposés au registre de commerce et des sociétés de Luxembourg.

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

Esch/Alzette, le 23 décembre 2011.

Francis KESSELER

NOTAIRE

Référence de publication: 2012026741/14.

(120033956) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Valdi Communications S.à.r.l., Société à responsabilité limitée.

Siège social: L-1420 Luxembourg, 5, avenue Gaston Diderich.
R.C.S. Luxembourg B 68.430.

Les comptes annuels au 31 décembre 2010 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.

Pour VALDI COMMUNICATIONS S.à.r.l.
United International Management S.A.

Référence de publication: 2012027257/11.

(120035455) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Valux S.A., Société Anonyme.

Siège social: L-2530 Luxembourg, 10A, rue Henri M. Schnadt.
R.C.S. Luxembourg B 78.200.

Extrait de l'assemblée générale ordinaire du 1^{er} décembre 2011

L'Assemblée décide de ne pas renouveler les mandats d'administrateurs de Monsieur Maurice HOUSSA et de Monsieur Philippe SLENDZAK et nomme en remplacement Madame Ludivine ROCKENS, employée privée, demeurant professionnellement au 10A, rue Henri M. Schnadt L-2530 Luxembourg et Madame Sylviane COURTOIS employée privée, demeurant professionnellement au 10A, rue Henri M. Schnadt L-2530 Luxembourg aux fonctions d'administrateurs.

L'assemblée renouvelle le mandat d'administrateur de Monsieur Patrick ROCHAS, administrateur de sociétés, demeurant professionnellement au 10A, rue Henri M. Schnadt L-2530 Luxembourg.

L'assemblée renouvelle le mandat de commissaire aux comptes de la société FIDUO (anciennement MAZARS), ayant son siège social au 10A, rue Henri M. Schnadt L-2530 Luxembourg.

Les mandats des administrateurs et du commissaire aux comptes ainsi nommés et renouvelés viendront à échéance à l'issue de l'assemblée générale à tenir en 2013.

Référence de publication: 2012027260/18.

(120035158) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Adviser I Funds, Société d'Investissement à Capital Variable.

Siège social: L-5365 Munsbach, 1B, rue Gabriel Lippmann.
R.C.S. Luxembourg B 74.992.

Extrait des délibérations de l'Assemblée Générale Ordinaire du 20 janvier 2012

L'Assemblée Générale a reconduit, à l'unanimité, le mandat du Réviseur d'Entreprises pour un nouveau terme d'un an.

Réviseur d'Entreprises

KPMG Luxembourg S.à r.l.

9, Allée Scheffer

L-2520 Luxembourg

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

Luxembourg, le 6 février 2012.

Signature.

Référence de publication: 2012027307/16.

(120035236) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Admiral Global & International S. à r.l., Société à responsabilité limitée.

Capital social: GBP 44.200,00.

Siège social: L-1536 Luxembourg, 2, rue du Fossé.
R.C.S. Luxembourg B 118.046.

Il résulte du transfert de parts sociales de la Société en date du 27 février 2012, que 16 parts sociales de la Société détenues par GS International Infrastructure Partners I, L.P. ayant son adresse professionnelle au 1, Hutchins Drive, KY-2681 GT, George Town, Grand Cayman, Cayman Islands, enregistrée auprès du Register of Exempted Limited Partnerships sous le numéro MC-17579, ont été transférées à GS Global Infrastructure Partners I, L.P., ayant son adresse

professionnelle au 1209, Orange Street, USA-19801 Wilmington, Delaware, enregistrée auprès du Secretary of State of Delaware sous le numéro 4105157 et détient désormais 461 parts sociales;

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

Admiral Global & International S.à r.l.

Maxime Nino

Gérant

Référence de publication: 2012027306/18.

(120035367) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Yzach Health S.A., Société Anonyme.

Siège social: L-2128 Luxembourg, 22, rue Marie-Adélaïde.

R.C.S. Luxembourg B 100.929.

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Extrait du procès-verbal de l'assemblée générale ordinaire des actionnaires tenue en date du 23 février 2012.

1. Renouvellement du mandat des administrateurs pour une durée de trois ans:

Monsieur Christian LARPIN, avec adresse professionnelle à CH-1211 gÈNÈVE, 1, Carrefour de Rive.

Maître Arsène KRONSHAGEN, avec adresse professionnelle à L-2128 Luxembourg, 22, rue Marie-Adélaïde.

Madame Cindy RISSE, avec adresse professionnelle à L-2128 Luxembourg, 22, rue Marie-Adélaïde

2. Renouvellement du mandat de commissaire aux comptes de FINORTRUST S.A. établie à CH-1207 Genève, 1, Carrefour de Rive, et, ce pour une durée de trois ans.

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

Pour extrait sincère et conforme

A. KRONSHAGEN

Référence de publication: 2012027273/17.

(120035039) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

Equiventus Capital, Société à responsabilité limitée.

Siège social: L-1116 Luxembourg, 4, rue Adolphe.

R.C.S. Luxembourg B 155.284.

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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 28 février 2012.

Référence de publication: 2012025933/10.

(120033903) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Wood Trade Center S.A., Société Anonyme.

Siège social: L-9991 Weiswampach, 4, Am Hock.

R.C.S. Luxembourg B 66.421.

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Extrait du procès-verbal de l'assemblée générale ordinaire des actionnaires tenue en date du 4 janvier 2012

Les résolutions suivantes ont été acceptées à l'unanimité:

Les mandats des administrateurs, à savoir:

- Madame Annette Pauls, administrateur, demeurant à Brückberg 23, B-4760 Bullange;

- Madame Béatrice Pauls, administrateur, demeurant au 74, route d'Arlon, L-1150 Luxembourg et;

- Monsieur Manfred Pauls, administrateur et administrateur-délégué, demeurant à Im Astert 12, B-4760 Bullange

sont renouvelés pour une période de 6 ans.

Leur mandat viendra à échéance lors de l'Assemblée Générale Statutaire de 2017, approuvant les comptes annuels de l'année 2016.

Le mandat du commissaire étant arrivé à échéance, il a été décidé à l'unanimité de nommer en tant que commissaire aux comptes la Fiduciaire Générale de Marnach S.à r.l., 3, place Guillaume, L-9237 Diekirch, RCS: B 97.209.

Le mandat viendra à échéance lors de l'Assemblée Générale Statutaire de l'année 2017, approuvant les comptes annuels de l'année 2016

Pour extrait sincère et conforme
Manfred PAULS / Béatrice PAULS / Annette PAULS
Président / Secrétaire / Scrutateur

Référence de publication: 2012027270/23.

(120035125) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.

EVF I Investments S.à r.l., Société à responsabilité limitée.

Siège social: L-1653 Luxembourg, 2, avenue Charles de Gaulle.
R.C.S. Luxembourg B 142.177.

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 28 février 2012.

Référence de publication: 2012025936/10.

(120033866) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Fred's International, Société à responsabilité limitée unipersonnelle.

Siège social: L-4361 Esch-sur-Alzette, 7, avenue du Rock'n'Roll.
R.C.S. Luxembourg B 157.735.

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.

Référence de publication: 2012025939/9.

(120034024) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

CB - Accent Lux, Société d'Investissement à Capital Variable.

Siège social: L-1855 Luxembourg, 49, avenue J.F. Kennedy.
R.C.S. Luxembourg B 80.623.

Les statuts coordonnés 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 28 février 2012.

Référence de publication: 2012025891/10.

(120033971) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2012.

Aqua Paradise Luxembourg S.à r.l., Société à responsabilité limitée.

Capital social: EUR 12.500,00.

Siège social: L-2453 Luxembourg, 5C, rue Eugène Ruppert.
R.C.S. Luxembourg B 97.619.

EXTRAIT

En date du 13 janvier 2012, le mandat de gérant de la société de M. Ronald Cami a pris fin de sorte que le conseil de gestion de la Société se compose désormais comme suit:

- M. John E. Viola
- M. Pedro Fernandes das Neves

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

Luxembourg, le 29 février 2012.

Pour la Société
Signature

Référence de publication: 2012027311/17.

(120035382) Déposé au registre de commerce et des sociétés de Luxembourg, le 1^{er} mars 2012.
