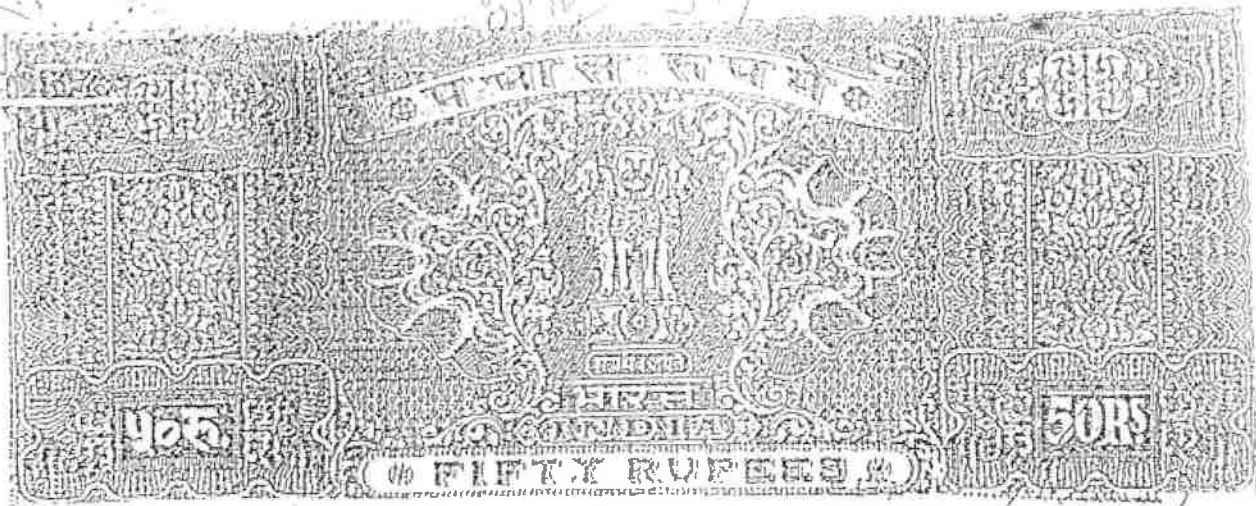


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TRUST DEED

THIS DEED of Trust executed on this 12th day of March, 1992 One, Thousand Nine Hundred Ninety Two, by M/s Sri, Ayyappa Temple (Regd), Jalahalli West, Bangalore - 560 057, a society registered under Karnataka Societies Registration Act, vide Regn. No.S-210/88-89, represented by Sr. N. Sivaraman, S/o Late Sri. M. Kannan Menon, aged about 40 years, residing at No.77, Prem Kunj, HMT Main Road, Gokula I Phase, I Stage, Bangalore - 560 054.

(hereinafter called the "SETTLOR" of the TRUST).

WITNESSES AS UNDER:

1. Whereas the Settlor is desirous of constituting a Charitable Trust in India in accordance with the resolution passed in the General Body of the society held on 16.02.92 for objects of public charitable nature as hereinafter mentioned.
2. Whereas with the said intent, the Settlor has set apart a sum of Rs.1,000/- (Rupees One thousand only) which has been hereby handed over to the Trustees hereinafter mentioned to hold the same upon trust together with further contributions and all the income therefrom and all the accumulations and accretions thereto for the intent, purpose and objects hereinafter mentioned.

contd.....2/-

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N. Shivaraman
 T. Dasarahalli
 57 Ph - 28391639

For SREE AYYAPPA EDUCATION CENTRE

Secretary

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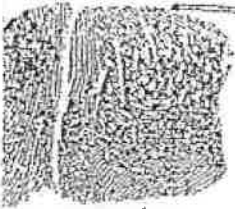
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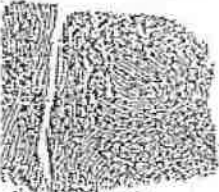
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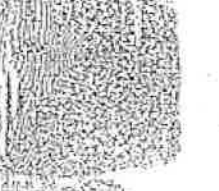


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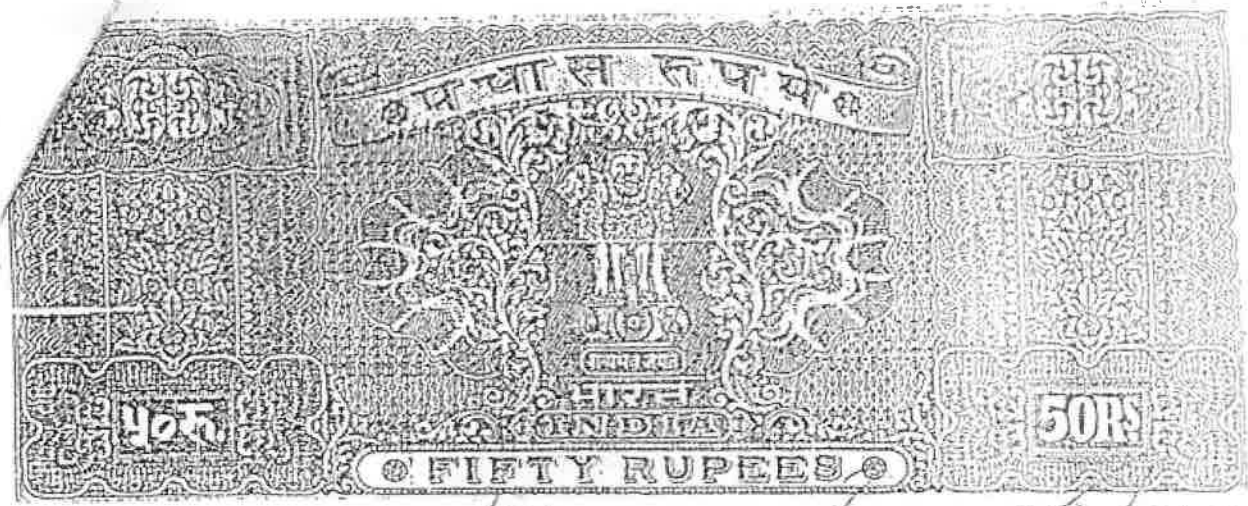
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3. NOW, THIS DEED OF TRUST WITNESSES AS FOLLOWS:

i) The Settlor has this day transferred and given unto the trustees a sum of Rs.1,000/- (Rupees One thousand only) to be held upon trust together with all the income arising therefrom for the intent, purpose and objects herein contained.

ii) The name of the Trust shall be SRI AYYAPPA EDUCATIONAL AND CHARITABLE TRUST. The registered office of this Trust shall be situated within the premises of Sree Ayyappan Temple, Jalahalli West, Bangalore - 560 057, or at any other places as the Board of Trustees may decide from time to time.

iii) The objects of the Trust shall be:-

- a) EDUCATION: Which without in any way taking away the generality of its meaning which include the following objects, namely:
 - (i) to establish, maintain, run, develop, improve, extend, grant, donate for and to aid and assist in the establishment, maintenance, improvement and extension of schools, colleges, Polytechnics and other educational institutions including Vocational Training Centres, Research Centres and Audio

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Education Centres and Hostels for students pursuing their studies.

(ii) To institute studentship, Scholarships, stipends, medals, prizes, etc. to be held and encourage deserving students and to provide monetary aid to students, scholars and teachers for pursuing their education.

(iii) To establish, maintain, develop and donate for the establishment, maintenance and development of Book Banks, Libraries and Hostels.

(iv) To organise, conduct and assist in the organizing and conduct of lectures, seminars and symposia on arts, science, commerce and other subjects of general academic interest to students.

and

(v) To do all that is necessary and incidental for the purpose of achieving the objects in (i) to (iv) above.

b) Medical Relief: Which without in any way taking away the generality of its meaning will include the following objects, namely:-

(i) To establish, maintain, run, develop, improve, extend, grant, donate for and to aid and assist in establishment, maintenance, running, development, improvement and extension of hospitals, clinics, dispensaries, medical laboratories, Research Units, with special emphasis on medical research in modern medicine including Indian Systems of medicine like Ayurveda and similar institutions affording treatment, cure, rest, recuperation and other medical relief to the public including relief and aid to the physically handicapped the aged and the mentally retarded.

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(ii) To establish, maintain, develop and donate for the establishment, maintenance, and development of Blood Banks and Drug Banks.

(iii) To organise, run and assist in the organising and running of free medical camps in rural areas.

(iv) To run homes for the aged and creches.

and
(v) To do all that is necessary and incidental for the purpose of achieving the objects in (i) to (iv) above.

c) RELIEF TO THE POOR: Which without in any way taking away the generality of its meaning will include the following objects, namely:-

(i) To assist and provide for the poor by constructing community halls, rest houses, etc. to conduct feeding of the poor and to give food, clothing and cash grants to the poor, and to grant donations for the support of the inmates of orphanages, rescue and rehabilitation centres and similar institutions.

(ii) To provide relief in times of natural calamities like earth quakes, floods, famines, contagious diseases by organising relief camps, etc.

and

(iii) To do all that is necessary and incidental for the purpose of achieving the objects in (i) to (ii) above.

d) OBJECTS OF GENERAL PUBLIC UTILITY: Which without in any way taking away the generality of its meaning will include the following objects, namely:-

(i) To establish, run and aid free public reading rooms and libraries.

(ii) To organise, conduct and support seminars, discussions and conventions relating to the general economic and social uplift of the people of India with particular reference to the weaker sections.

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(iii) To organise, conduct and support seminars, discussions and conventions relating to the various aspects of Indian heritage, philosophy and to support studies and research into these subjects.

(iv) To undertake, support and carry out studies and research into subjects relating to the evolution of man and his journey towards the absolute Truth and instilling and developing values in life including ethical, spiritual, intellectual, emotional, humanitarian and the like and disseminating among them the concepts of oneness of God, the unity of man and the equality of all, so that such knowledge and information would contribute to the goal of evolving a total man.

(v) To do all that is necessary and incidental for the purpose of achieving the objects in (i) to (iv) above.

N.B:- The application for the above charitable purpose under clauses (a), (b), (c) and (d) of the funds of the Trust shall be in India and particularly in Bangalore. The benefits of the trust shall be available to the public irrespective of caste, creed or religion.

4. The Trust hereby created shall be irrevocable.

5. The term 'Trust Property' shall mean and include the said sum of Rs.1,000/- (Rupees One thousand only) set apart by the Settlor and further grants, donations and contributions and/or property - movable or immovable that may be made by the founder or by others by way of Transfer/Lease or otherwise from time to time and other accumulations and accretions thereof; in whatever form they may be varied from time to time.

6. The Trust property shall vest in the Board of Trustees(a) who shall hold, manage and administer the Trust in accordance with the terms and provisions thereof.

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7. (a) The First Board of Trustees will consist of:

H/s Sre. Ayyappa Temple (Read) represented by

1. Sri. N. Shivaraman, S/o Late Sri. M. Kunnan Menon, aged 48 years, residing at No.77, Prem Kunj, HMT Main Road, Gokula I Phase, I Stage, Bangalore - 560 054. and N. Shivalaumm
2. Sri. C.P. Sreedharan, S/o P.P. Govindan, aged 56 years, residing at No.1725, Sree Nilayam, P. Nagar, Bangalore - 560 057. and N. Shivalaumm
3. Sri. D.K. Sreekumar, S/o Late Sri. K.R. Divakaran, aged 42 years, residing at No.870, S.M Road, Sabarinagar, Bangalore - 560 057.
4. Sri. P. Krishnan, S/o Late Sri. A.M. Kesavan Nair, aged 47 years, residing at No.3, Vandana, Off. S.M Road, Bangalore - 560 057.
5. Sri. A.S. Dikshit, S/o Late Sri. Subbaraya Dikshit, aged 53 years, residing at No.1490, Prashanth Nagar, Bangalore - 560 057.
6. Sri. K.P.G. Menon, S/o Late Sri. M.B. Namboodiripad, aged 58 years, residing at No.634, 10th E Main Road, VI Block, Rajajinagar, Bangalore - 560 010.
7. Sri. P.S. Balachandran, S/o V. Shankarapillai, aged 39 years, residing at Plot No.102, Officers Model Colony, Jahahalli West, Bangalore - 560 057.
8. Sri. M.M. Venkateswaran, S/o Sri. P. Narayanan, aged 43 years, residing at No.1150, Kalastrinagar, Bangalore - 560 057.
9. Sri. S. Sridharan, S/o Late Sri. V. Sarvothama Rao, aged 49 years, residing at No.775, T. Dasprahalli Bangalore - 560 057.

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8. The Board of Trustees shall elect among themselves a President, Vice-President, Secretary, Jt. Secretary, Treasurer and Jt. Treasurer. The President, in the case of equal division, will have casting vote.

9. DUTIES AND RESPONSIBILITIES OF OFFICE BEARERS OF TRUST

i) PRESIDENT: The President shall preside over all meetings. And shall supervise the general administration of the Trust and will seek from and give advice to the Trustees on all matters. He shall always wield his influence and authority so as to facilitate the smooth running of the administration and progress of the Trust. No meeting of any kind shall be convened without his knowledge. He shall be an ex-officio member of all sub-committees appointed by the Trust. He shall also carry out surprise check of cash and a certificate endorsed in the cash book to that effect.

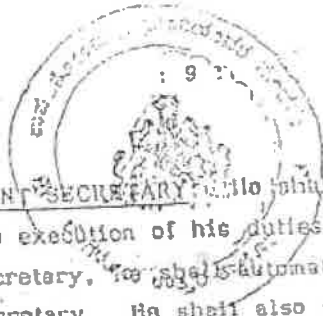
ii) VICE-PRESIDENT: He shall assist the President in the execution of his duties and responsibilities, in the absence of President, he will act as the President. He shall be in charge of all movable and immovable properties of the Trust. He shall maintain the property book of the Trust.

iii) SECRETARY: He shall be responsible to conduct the complete administration of the Trust. He shall be responsible to keep and maintain records, documents, correspondences and files pertaining to the Trust and make available such records to the authorities as and when required under the rules. He shall assist the Treasurer to the financial transactions approved by the Trust and shall countersign such documents/vouchers for having vetted these transactions. He shall record the minutes of all the trust meetings. He shall duly appraise all the important events to the President. He will also in consultation with the President, arrange all meetings and circulate to the concerned. He shall be ex-officio member in all sub-committee appointed by the Trust.

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iv) JOINT SECRETARY: He shall assist the Secretary in the execution of his duties. In the absence of the Secretary, he shall automatically function as the Secretary. He shall also do such other duties as re-assigned to him by the Managing Committee from time to time.

v) TREASURER: He shall keep a register of members and shall maintain a true and proper account of receipts and expenditure of the trust. He shall submit a monthly statement of accounts to the Board of Trustees and an audited Annual Statement of Accounts to the General Body through the Executive Committee. He shall prepare a budget for the ensuing year to be placed before the General Body through the Executive Committee. He shall issue receipts for all payments received and maintain proper vouchers for payments made. He shall be an ex-officio member of all sub-committees appointed by the Board of Trustees.

vi) JOINT TREASURER: The Joint Treasurer shall assist the Treasurer in his daily working and shall act in his place during his absence. He shall also perform such other duties as assigned to him by the Board of Trustees from time to time.

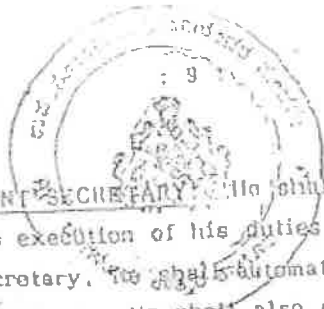
10. a) Any Trustee may be expelled from the Trust on valid reasons such as dishonesty, malpractices, willful acts which are detrimental to the image of the Trust and activities, etc. with 2/3rd majority of the Trustees.

b) A Trustee, who absents himself from 3 consecutive Trust Meetings without satisfactory and valid reasons, shall cease to be a Trustee.

N. Shivachandran

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(iv) JOINT SECRETARY: He shall assist the Secretary in the execution of his duties. In the absence of the Secretary, he shall automatically function as the Secretary. He shall also do such other duties as re-assigned to him by the Managing Committee from time to time.

v) TREASURER: He shall keep a register of members and shall maintain a true and proper account of receipts and expenditure of the trust. He shall submit a monthly statement of accounts to the Board of Trustees and an audited Annual Statement of Accounts to the General Body through the Executive Committee. He shall prepare a budget for the ensuing year to be placed before the General Body through the Executive Committee. He shall issue receipts for all payments received and maintain proper vouchers for payments made. He shall be an ex-officio member of all sub-committees appointed by the Board of Trustees.

vi) JOINT TREASURER: The Joint Treasurer shall assist the Treasurer in his daily working and shall act in his place during his absence. He shall also perform such other duties as assigned to him by the Board of Trustees from time to time.

- 10. a) Any Trustee may be expelled from the Trust on valid reasons such as dishonesty, malpractices, willful acts which are detrimental to the image of the Trust and activities, etc. with 2/3rd majority of the Trustees.
- b) A Trustee, who absents himself from 3 consecutive Trust Meetings without satisfactory and valid reasons, shall cease to be a Trustee.

N. Shivadasan

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- vi) To let any portion of any immovable property forming part of the Trust fund, at such rent and for such period and on such terms and conditions as they may think fit and accept surrender of any lease.
- vii) To maintain Bank accounts in the name of the Trust and to operate the said accounts jointly by any two of the President, Secretary or Treasurer.
- viii) To raise loans on the mortgage of the Trust properties - movable or immovable.
- ix) To accept gifts, donations or contributions in so far as they are not inconsistent with the objects of the Trust.
- x) To borrow funds with or without security of the property and for this to mortgage charge and encumber any asset immovable or movable.

Provided further that any or all these powers can be exercised by the President or any Trustee or any group of them on being authorised by the Board of Trustees.

13. These powers of the Trustees shall be so exercised as to ensure that the income of the Trust would be exempt under Sections 10 (23C) (iv) and/or section 11 of the Income Tax Act, 1961 as read with Section 12, 12-A, 13 or any other provisions of the said Act as amended from time to time. It is clarified that the power of investment of Trust funds including those mentioned in clause 8 (iv) shall be exercised in accordance with the provisions of Section 11 (5) read with Section 13 of the Income Tax Act, 1961 and/or any other corresponding section of the said Act.

These powers shall be exercised with the approval of the Commissioner of Income Tax.

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21. In the event of the determination of the Trust for dissolution, for any reason, the Trustees shall make over or transfer the properties of the Trust to a charitable institution or a charitable trust as may be decided by the General Body of the Founder Society, having similar objects to those of this Trust, enjoying exemption under Section 80C of the Indian Income Tax Act 1961 provided that under no circumstances the properties of the Trust at the time of dissolution or any time shall be distributed among the Trustees.

IN WITNESS WHEREOF I HAVE SET AND SIGNED BY HAND AND SEAL ON THE DAY AND THE YEAR FIRST ABOVE WRITTEN

N. Shivaraman

SETTLOR
For Sri Ayyappa Educational & Charitable Trust

BOARD OF TRUSTEES

| <u>Name</u> | <u>Signature</u> | <u>Witnesses</u> |
|-----------------------|---------------------------|--------------------------------|
| 1. N. Shivaraman | <i>N. Shivaraman</i> | 1. <i>S. Srinivasan</i> |
| 2. C.P. Sreedharan | <i>C.P. Sreedharan</i> | 2. <i>B. G. Krishna Murthy</i> |
| 3. D.K. Sreekumar | <i>D.K. Sreekumar</i> | |
| 4. P. Krishnan | <i>P. Krishnan</i> | |
| 5. A.S. Dikshit | <i>A.S. Dikshit</i> | |
| 6. K.P.G. Nagesh | <i>K.P.G. Nagesh</i> | |
| 7. P.R. Rajeshwararaj | <i>P.R. Rajeshwararaj</i> | |
| 8. M.S. Venkateswara | <i>M.S. Venkateswara</i> | |
| 9. S. Sridharan | <i>S. Sridharan</i> | |

For SREE AYYAPPA EDUCATION CENTRE

Secretary

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