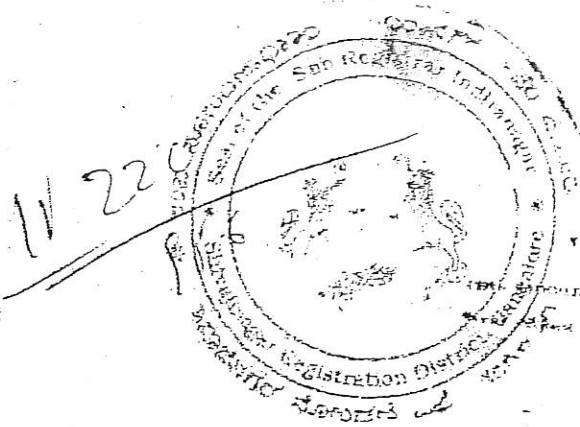


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Volume of 301  
Dec. 13-7-95

Prepared by Mr. N. S. Jayaraman, Advocate



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Consist of 13 sheets  
of Sect. No. 220  
of Reg. No. 9596

AUGUST FOUNDATION

DEED OF DECLARATION OF TRUST

(a)

THIS DEED OF DECLARATION of TRUST is made this Thirteenth day of July, One Thousand Nine Hundred and Ninetyfive by Mrs. Rohini Niranjan Shah, wife of Mr. Niranjan Kantilal Shah, residing at 188/1, Rehan, 6th Main, HAL II, Bangalore 560 038 (hereinafter called the "Settlor", which expression, where the context admits, shall include here heirs, executors and administrators executed OF THE ONE PART

AND

- 1) Mrs. Rohini Niranjan Shah, wife of Mr. Niranjan Kantilal Shah residing at 188/1, Rehan, 6th Main, HAL II, Bangalore 560 038.
- 2) Mr. Satish Ramanlal Mehta, son of Mr. Ramanlal Ambalal Mehta residing at 727, 8th Cross, 11th Main, HAL II, Bangalore 560 008 and
- 3) Miss Suma Puttan Naduvakat, daughter of Mr. K K Unni Nair residing at 29, Lakshmi Nilayam, N R Layout, F.C.I. Road, Vijanpura Bangalore 560 016

(hereinafter collectively called the "Trustees", which expression, unless repugnant to the context, shall include the Trustees or Trustee of the Foundation for the time being, the Survivors or Survivor among them and the executors or administrators of the last surviving Trustee) OF THE OTHER PART,

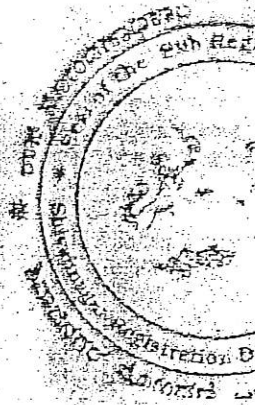
WHEREAS the Settlor is desirous of establishing a Public Charitable Trust as per the Indian Trust act, 1882 under the name of August Foundation (hereinafter referred to as the "Trust" or "Foundation") for the benefit of Indian people

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WHEREAS the Settlor has donated, as a nucleus for the establishment of the Foundation, and handed to the Trustees, a sum of Rs.1001/- (Rupees One Thousand One only), receipt whereof is hereby acknowledged by the Trustees.



NOW, THEREFORE this Deed of Declaration of Trust WITNESSETH that in consideration of the Trustees agreeing to effectually carry out the aims and objects of the Foundation, the Settlor has handed to the Trustees the aforesaid sum of Rs.1001/- (Rupees One Thousand One only) and hereby assigns and transfers the same to the Trustees to have, receive and hold the same and all accumulations thereof and accretions thereto unto the Trustees for ever upon TRUST for the purposes and subject to the terms and conditions herein contained and the Trustees do and each of them does hereby agree to hold and utilize the said sum and all the said accumulations and accretions and all other assets, funds and income of the Foundation upon TRUST for the said purposes and subject to the said terms and conditions.

I. NATURE AND NAME OF TRUST

1. The Trust shall be a Public Charitable Trust whose beneficiaries shall be the people of Bangalore in particular and people of India in general, without any distinction or regard to religion, race, caste, creed, community, sex, place of birth or any of them.
2. The name of the Trust shall be August Foundation.

II. REGISTERED OFFICE

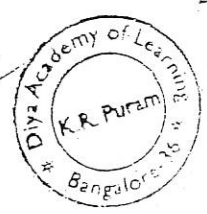
The Registered Office of the Trust shall be at 188/1, Rehan, 6th Main, HAL II, Bangalore 560 038, or such other premises or place as the Trustees may decide.

III. AIMS AND OBJECTS

A. The main aim and object of the Foundation shall be to promote and secure the uplift, well being and welfare of the people of Bangalore in particular and people of India in general, to help arrest and resolve the economic, ecological, environmental and social problems afflicting/affecting people of Bangalore in particular and Indian people in general. Towards that end, the Foundation may, without prejudice to the generality of the foregoing, carry out and perform, inter alia, all or any of the following :

1. Grant scholarships, stipends, prizes, rewards, allowances and other financial assistance and any other assistance and support whatever including providing of food, clothing, shelter, medical and educational help, to and for the

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for the protection and improvement of the environment and to promote, establish or assist (financially or otherwise) any institutions or organisations concerned with or engaged in such matters, with special emphasis on afforestation, soil conservation, flood and landslide control, pest control and water supply and the establishment and running of non-conventional and renewable sources of energy.



8. Undertake research and development and set up institutions and facilities for the avoidance of or minimizing the effects of earthquakes, floods, fires, famine, pestilence and any other natural calamities and for the alleviation of these affected thereby, and to grant relief and provide assistance in any form to those so affected, including by way of donations, subscriptions or contributions to institutions, establishments or persons doing such or similar relief work.

9. Undertake research and development in all aspects of agriculture and horticulture with special emphasis on the food and plantation crops traditionally grown in or exported from India and the use of organic, degradable or bio-friendly fertilizers and other inputs and appropriate pest control and other technologies, with a view of maximising yields and productivity while at the same time avoiding ecological and environmental degradation and pollution, and to provide the benefits thereof and disseminate useful information relating thereto to all concerned.

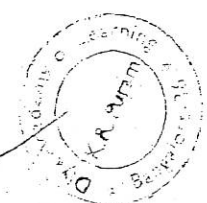
10. Undertake any steps considered necessary or useful for the improvement and beautification of urban and semi urban agglomerations and rural settlements, with special emphasis on architecture, planning, aesthetics, use of local materials and appropriate technologies etc., to undertake or assist or contribute towards the construction and maintenance of parks, gardens, wells, tube wells, tanks, bridges, public ways, roads and highways etc., and to promote, establish or assist (financially or otherwise) any institutions or organisations concerned with or engaged in such matters.

11. Renovate or repair or assist in the renovation or repair of any monuments or structures notified by the Central Government or otherwise considered to be of historic cultural, archaeological or artistic importance.

12. Give financial or other assistance to any authorities, bodies, institutions, organisations and public charitable trusts engaged in any works or services of general public utility.

13. Accept donations, gifts, endowments or any other assistance or assets and properties whatsoever from any person, firm, association of persons, company, body

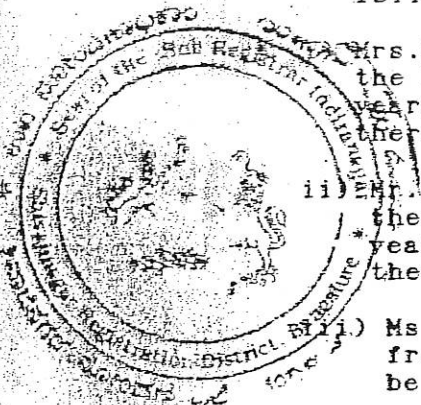
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 Sr. M. S. M. S.  
 S. P. Naduvakat



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2. All properties and assets of the Foundation, as well as the general management and control of the Foundation, shall vest in a Board of Trustees, comprising of the following:



i) Mrs. Rohini N Shah, who shall be a trustee and Chairman of the Board of Trustees of the Foundation for a period of 2 years from the commencement of the Trust and shall thereafter be eligible for re-election;

ii) Mr. S R Mehta shall be a trustee and the Vice Chairman of the Board of Trustees of the Foundation for a period of 2 years from the commencement of the Trust and shall thereafter be eligible for re-election;

iii) Ms. Suma P N shall be a trustee for a period of 2 years from the commencement of the trust and shall thereafter be eligible for re-election, and;

iv) Such number of personalities, as shall initially be elected by the aforesaid three Trustees and as shall thereafter be elected by the then Trustees for the time being, to be Trustees of the foundation, such election, in either case, to be by majority vote of Trustees for the being. Each such elected Trustee to hold Office for one year or such other period as the appointing Trustees shall have fixed at the time of his/her election, at the end of which, he/she shall be eligible for re-election.

3. Upon the appointment of any new trustee or trustees, the Trust properties, funds and assets shall vest in such new trustee or trustees jointly with the continuing trustees, with the powers and subject to the trust hereby provided.

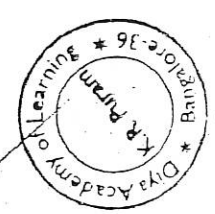
4. The Trustees shall have the authority, if they so consider necessary, to elect one or more from among themselves to act as Managing Trustee and to delegate such powers and duties to him, her or them as the Trustees in their discretion think fit.

5. The Chairman of the Board of Trustees and the Vice Chairman of the Board of Trustees shall be elected by the Trustees from among themselves, by majority vote.

VI. MEETINGS

1. The Trustees shall hold their meeting in some convenient place in Bangalore or elsewhere and shall hold at least two ordinary meetings in each year. Notice in writing of each ordinary meeting shall be delivered in person or sent by post to each Trustee at least seven clear days before the meeting by the Secretary or Clerk, if any, or some other person

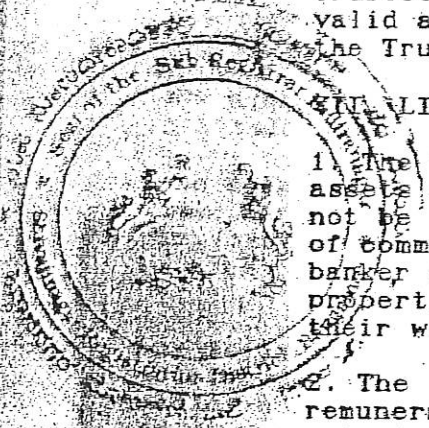
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SR Mehta  
Sp Naidu Venkat



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*[Handwritten signatures and initials]*

8. A resolution in writing circulated amongst all the Trustees and approved by a majority of them shall be as valid and effectual as if it had been passed at a meeting of the Trustees duly called and convened.



LIABILITIES OF TRUSTEES

1. The Trustees shall be chargeable only for such moneys and assets as shall actually come into their hands and they shall not be answerable or accountable for neglect, default, acts of commission or omission of the other Trustees nor of any banker or other person with whom any Trust funds or properties may have been deposited or kept, unless caused by their willful acts of neglect or default.
2. The Trustees will not be entitled to receive any remuneration as Trustees but may reimburse themselves from out of the funds of the Trust, in respect of all expenses actually incurred by them in connection with the Trust or the execution or fulfillment of their duties relating thereto.
3. Notwithstanding anything to the contrary contained herein, the Trustees shall not be personally liable for anything done by them in good faith individually or jointly with other Trustees, in the execution of the aims and objectives of the Trust.
4. All documents and instruments to be executed on behalf of the Trust shall be executed in the name of the Trust by the Chairman or Managing Trustee or by Trustee or Trustees as may be specifically authorised by the Board of Trustees, and such documents shall be kept at the office of the Trustee under the custody of Chairman/Vice Chairman/other Trustee as may be decided by the Board of Trustees.
5. A Trustee shall be deemed to have vacated his office in the event of death, insanity, adjudication as an insolvent, being sentenced or fined by a criminal court for offences involving moral turpitude, or resignation. Any Trustee may also be removed from office by a resolution of the Board of Trustees duly passed by a majority vote.

VIII. POWERS OF TRUSTEES

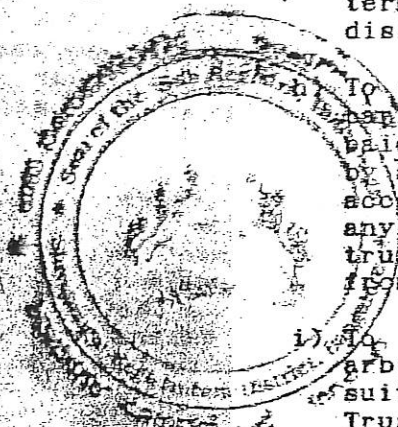
The Trustees shall have all the powers necessary for the effective management and control of the Trust and its affairs and properties and for the achievement and furtherance of the objects of the Trust. In particular, and without prejudice to the generality of the foregoing, the Trustees shall, as a body have and may exercise all or any of the following powers, subject always to the provisions of the Trusts Act and the Income -tax Act for the time being in force;

*R N Shan*  
*SR Melita*  
*Sp Nadu Vaikat*



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r) To let out, hire or grant leave and licence in respect of immovable property for such period and ask rent, on such terms and conditions as the Trustees in their absolute discretion may think fit.

To open, maintain and operate accounts with any bank or banks in the name of the Foundation to pay or cause to be paid any moneys of the Trust into any such account whether by a way of fixed deposit, current account or any other account and to regulate the operation of such accounts by any Trustee or Trustees by any others appointed by the trustees for the purpose as may be decided by the Trustees from time to time.

i) To adjust, settle, compromise, compound, refer to arbitration, prosecute, defend or context all actions, suits, claims, demands and proceedings regarding Trust's assets, properties and income or in any manner relating to the Trust or its activities.

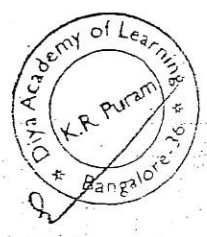
j) To appoint constituted attorneys or agents and to delegate to them all or any of the powers vested in the Trustees under these presents and from time to time remove such attorneys or agents and to appoint any other or others in his or their place.

k) To establish or set up such management, advisory or other committees, define and regulate their duties, functions and procedures and appoint or make provision for the appointment of any persons (including all or any of the Trustees) as members of any such committee or committees, and to disband or dissolve any such Committees or cancel any such appointments, as the Trustees shall from time to time think fit.

l) The Trustees may make such arrangements, draw up such scheme or schemes and make/frame such bye-laws and rules as they shall in their uncontrolled discretion think fit, for the administration of the charity hereby constituted, the management of the Trust Fund or any other property for the time being subject to the Trust of this Deed of any part thereof and may at any time, amend, alter or repeat any of the said arrangement, bye-laws or rules and substitute other or others in their place as they shall think fit being not inconsistent with section 2(15) of the Income -tax Act, 1961 and also Section 80(G) of the said Act.

m) To make, vary, alter or modify schemes, rules, regulations or bye laws for carrying out the aims and objects of the Trust or any of the them or for the management of the

R N Shah  
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Foundation shall be referred to and settled only by arbitration as provided under the Indian Arbitration Act, 1940 (10 of 1940) or any statutory re-enactment hereof. It shall not be competent for any Trustee / no Trustee shall take any such matter to a court of law for relief without first referring the same to arbitration as aforesaid.

X. FUNDS AND ACCOUNTS

All the incomes and funds of the Foundation shall be used solely for the achievement or furtherance of its aims and objects and no part thereof shall be utilised for payment of any amounts to the Trustees or any of them (except as otherwise expressly permitted for expenses or for the reimbursement of expenses as set forth hereinbefore or hereinafter), whether by way of profits, interest, dividends or otherwise.

2. Proper accounts of the Foundation and the Foundation's assets, income and expenditure shall be maintained by the Trust. Such accounts shall be closed on 31st March each year and shall be audited by a firm of chartered accountants. A balance sheet, income & expenditure account for each year shall be prepared, presented to, approved and counter signed by the Trustees each year.

3. The funds of the Trust shall be invested in the modes specified under the provisions of Section 13(1)(d) read with Section 11(5) of the Income-tax Act, 1961 as amended from time to time.

XI. DISSOLUTION

The Trust shall be irrevocable. If, however for any reason the Trust gets extinguished or dissolved, the entire Trust assets and funds shall be realised and the net amounts so realised (after meeting the expenses of such realisation) shall be utilised for meeting all other expenses and liabilities, and any amounts left over shall be donated to any similar Public Charitable Trust and shall not on any account be distributed among the Trustees.

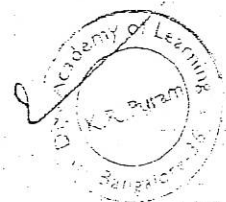
XII. AMENDMENTS

Any of the terms of this deed may be varied, extended, amended or deleted by the Board of Trustees from time to time by a three fourths majority votes, subject to all consents and approvals required by law and, where required, prior consent or approval of any concerned authorities. However, no amendments to the Trust Deed shall be made which may prove to be repugnant to the provisions of Section 2(15), 11, 12, 13 and 80G of the Income - tax Act, 1961 as amended from time to time.

Raj Shah

SA Mehra

SP Naduvakat



Trust and Trustees of the  
Board, Bangalore



