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John I Sub-Registrar

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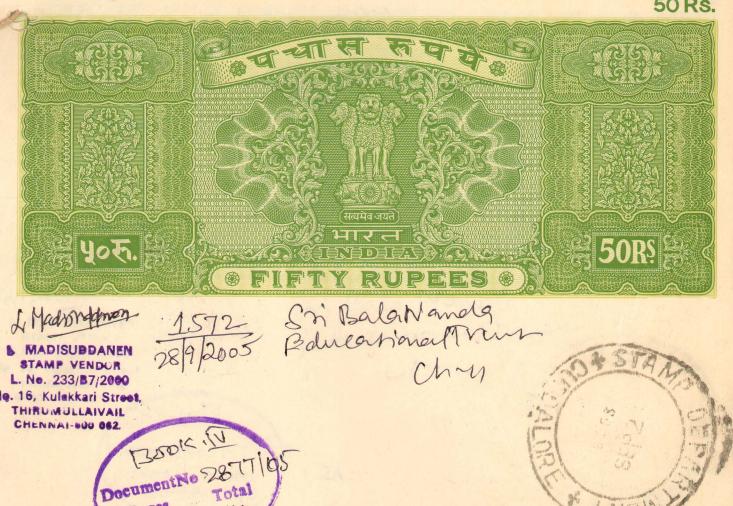
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STAMP VENDUR
L. No. 233/B7/2000
No. 16, Kulakkari Street,
THIRUMULLAIVAIL
CHENNAI-600 062.

SRI BALA NANDA EDUCATIONAL TRUST

This deed of Trust executed at Chennai on this the 30th day of September, 2005 by Shri M. BALAKRISHNAN, Son of Shri Muthu, aged about 62 years, residing at No.32, State Bank Colony, Perambur, Chennai-600 011, hereinafter called as the 'Founder'.

Whereas the founder is keenly desirous of creating charitable Trust for the objects set out hereunder and to be administered as per the terms hereto and in pursuance of the said desire, the Founder of the Trust has set apart a sum of Rs.1001/- (Rupees one Thousand one only) which shall represent the corpus for the said Trust.

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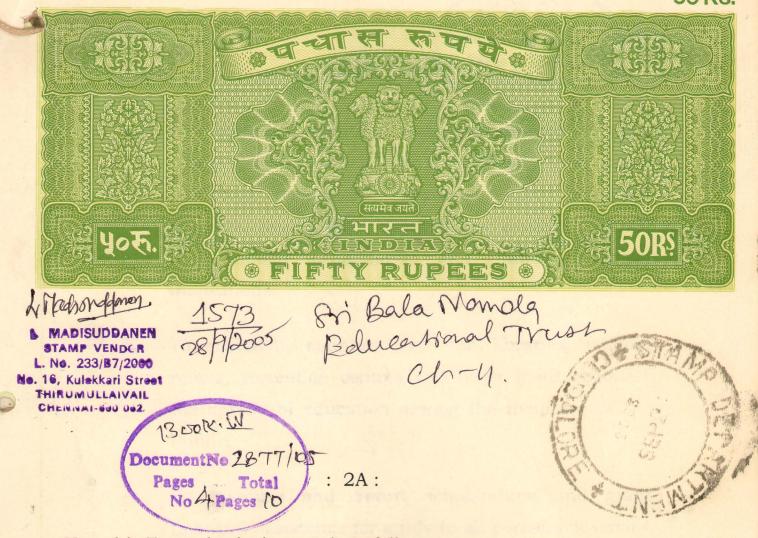
Whereas the Founder has paid the above said sum of Rs. 1001/-(Rupees One Thousand one Only) on the terms and conditions hereinafter mentioned;

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Whereas it is necessary to provide rules and regulations for the proper and clean management of the Trust.

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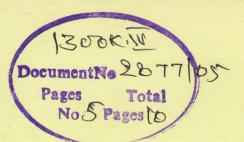
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Now this Trust deed witnesseth as follows:-

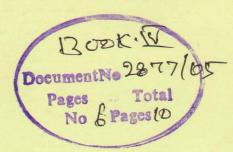
1. The Founder hereby creates the Trust called "SRI BALA NANDA EDUCATIONAL TRUST" and its office shall be for the present at 32, State Bank Colony, Perambur, Chennai-600 011, and such other place or places as the founder herein may decide from time to time.

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- 2. The objects of the Trust are:
 - a. To establish, maintain, run and develop schools, colleges, institutions of Fine Arts (Music), institutions imparting technical, vocational and industrial subjects, health and body building centres, hostels, poor house orphanages and other deserving institutions.
 - b. To establish, maintain and run libraries, reading rooms, recreation centres and other institutions for the spread of education among the members of the Public.
 - c. To institute and award scholarships and grant financial assistance for study to all persons deserving help and encouragement and to help families to give better education to their children by way of purchasing and distributing books and stationery and paying school fees, transportation fares as well as financial assistance for higher studies both in India and abroad.
 - d. To make donations and aid to institutions and causes having the same or basically similar objects as those of this Trust and which deserve a support by reason of the locality of operation or otherwise.
 - e. To accept donations, gifts, presents and grant either in cash or in kind for the purposes of the above mentioned Trust. Such contributions shall be dealt either as corpus fund or as Income according to the directions of the Donors.

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f. To do generally all such other things and matters as are conducive to the general objects of the public utility and charity as defined in the Income Tax Act 1961 or in any amendments thereto.

It is made clear that all the above objects mentioned in clause 2(a) to 2(f) will not involve any activity for profit.

3. The above objects are independent of each other and the Board of Trustees may, from time to time, apply the funds of the Trust in carrying out all or any of the aforesaid objects of the Trust.

The first trustees of the Trust shall be:-

Mr. M. Balakrishnan, Son of Mr. Muthu,
 Founder Trustee

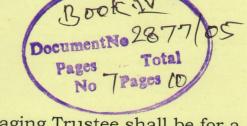
2. Mrs. B. Nanda W/o. Mr. M. Balakrishnan Trustee

3. Mrs. Santhanalakshmi, W/o. Mr. Premchand Managing Trustee

4. Mr. M. Balakrishnan shall be the Founder Trustee for life time and the successors to the office of the Managing Trustee shall be decided upon by the Founder Trustee or his legal heirs.

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- 5. The term of the said elected Managing Trustee shall be for a period of five years from the date of appointment or until he resigns from the post.
- 6. The Managing Trustee shall have power to administer the funds of the Trust and any power exercisable by the Board of Trust as may be delegated to the Managing Trustee.
- 7. The Founder trustee only shall have power to fix terms of the other trustees of the trust and have the power to change any of the clauses in the Trust deed subject to the provisions of the Income -Tax Act 1961 and other Acts.
- 8. The Founder trustee shall have the veto power to endorse, modify or reject any of the powers exercised by the Board of trustees.
- 9. The Managing Trustee shall have overall powers of the superintendence over the affairs of the Trust and shall have in particular, the power to operate the Bank account, borrow monies for the Trust and carry out the objects of the Trust.
- 10. Proper accounts for the Trust shall be kept at the office of the Trust and should be audited by a Chartered Accountant (As per Section 226 of the companies Act, 1956) regularly.
- The initial contribution of Rs.1001/- (Rupees one Thousand one only) made by the author of the Trust shall hereby vest in the trustees and shall constitute the initial Trust fund.

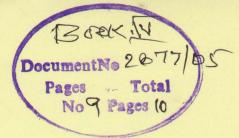
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- 12. The Trust fund may be augmented by the income from the initial fund and also by donations and other contributions from time to time.
- 13. The funds of the institution would be utilised only towards the objets set out as above and no portion of it would be distributed in any manner to the Trustees or persons defined in section 13(1) of the Income Tax Act 1961.
- 14. Rules may be framed for the proper administration of the Trust, but such rules shall not be against the objects of the Trust as in Clause 2 above.
- 15. The Board of Trustees shall have the power to acquire immovable and movable properties from time to time for the Trust.
- 16. The founder Trustee can sell any property of the Trust.

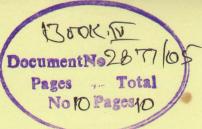
 After the lifetime of the Founder trustee, the board shall have the power to sell, transfer, lease, mortgage or otherwise deal with any of the movable or immovable properties of the Trust by the unanimous agreement of all the Trust Board of Trustees.
- 17. The Board of Trustees shall meet as often as may be necessary or convenient to transact business. The Board of Trustees might transact business and take decisions also by circulation of papers.

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- 18. All decisions of the Board of Trustees shall be taken either unanimously or by majority and if the Board is equally divided, the Managing Trustee will have the casting vote.
- 19. Without prejudice to the powers of the Board of Trustees, the Managing Trustee shall manage and administer the affairs of the Trust and shall also exercise such power and functions as may be delegated to him by the Board of Trustees.
- 20. The management and administration of the Trust shall vest in the Board of Trustees.
- 21. The funds of the Trust shall be invested in Bank deposits, Government bonds or such other appropriate securities as the Board of Trustees may decide from time to time.
- 22. The Board shall have power to borrow money for the purposes of the Trust.
- 23. Without prejudice to the generality of the provisions contained above, the Managing Trustee may also empower the Board of Trustees to represent or act for the Trust in any matter concerning the properties, funds, investments, borrowings and the making cancellation of any instruments for any of these purposes.
- 24. The Managing Trustee may authenticate any of the Trustees to act on his behalf and to operate Bank accounts.
- 25. The Trustees shall have power to accept donations in money or otherwise for the purposes of this Trust.

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- 26. The Trustees shall have power to appoint personnel to organise and promote the objects of the Trust and to regulate their conditions of service including matters of discipline.
- 27. All acts and proceedings of the Trust shall be taken and conducted in the name of the Trust.
- 28. This Trust is irrevocable
- 29. The activities of the Trust would be confined to the territory of India.
- 30. The Benefit of objects would be available to the general public irrespective of caste, creed, religion or sex.
- 31. The funds of the Trust would not be applied for any religious purpose or given to religious institutions.
- 32. Alienation of movable property shall be done only with the prior approval of the Director of Income Tax (Exemption), Chennai.
- 33. In case of Winding up/ dissolution, the funds would be transferred to institution having similar objects and enjoying exemption U/S 11 and 80G of the Income Tax Act, 1961.
- 34. The Trust was functioning from 22nd day of February 2001.

Witnesses:

1. (D. MANI)

2. P. RAMANIYAN)

Drafted by:

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