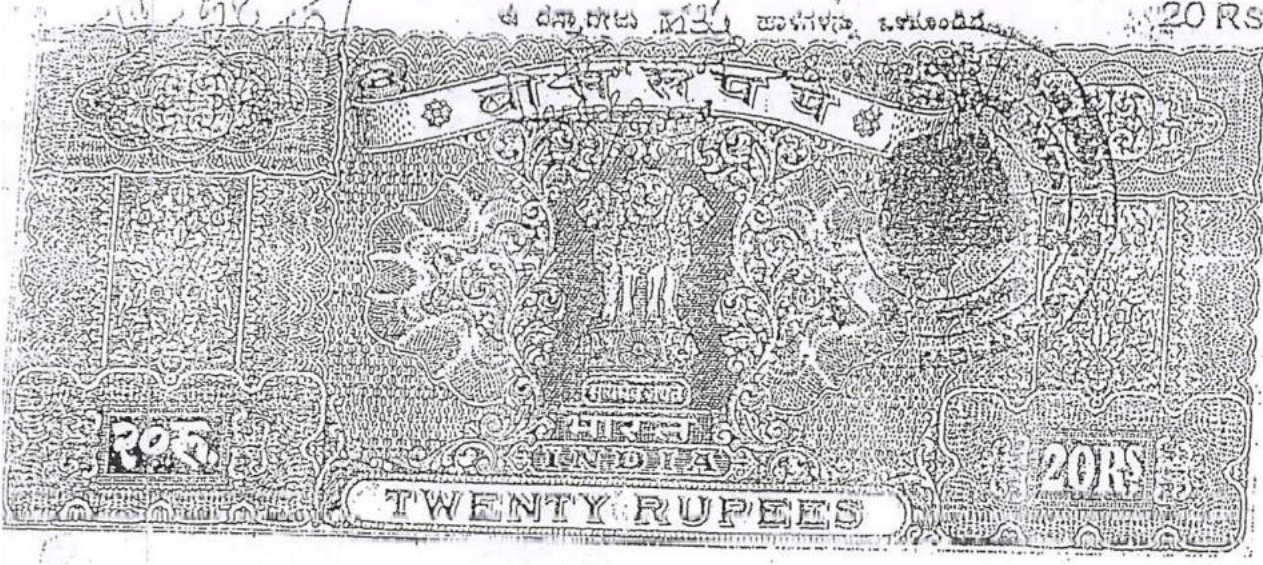


ANNEX - 1
20 RS.



TRUST DEED

THIS DEED OF TRUST executed this the 23rd day of May 1985 by Mr. Nissar Ahmed, residing at No. 825, 3rd Cross, Mahalakshmi Layout, Bangalore 560086, hereinafter referred to as 'DONOR', which expression shall mean and include his legal heirs, successors and representative, witnesses as follows:-

Whereas the Donor being an educationist is desirous of creating an Educational Trust for the purpose of promoting educational and vocational pursuits through educational institutions meant particularly for the religious and linguistic minorities and is also desirous of constituting a Board of Trustees consisting of the following persons as the Trustees for the present:

- 1. Mr. Nissar Ahmed
825, 3rd Cross
Mahalakshmi Layout
Bangalore 560 086
- 2. Mr. Iqbal Ahmed
No. 116, II Stage, II Phase
West of Chord Road
Bangalore 560 086
- 3. Mrs. F. Rego
Bridge Road
Balmatta
Mangalore
- 4. Mr. M.A. Shah
590, II Stage
Rajajinagar
Bangalore 560 010
- 5. Mrs. Kauser
825, 3rd Cross
Mahalakshmi Layout
Bangalore 560 086.

A.H. Memorial Educational Trust

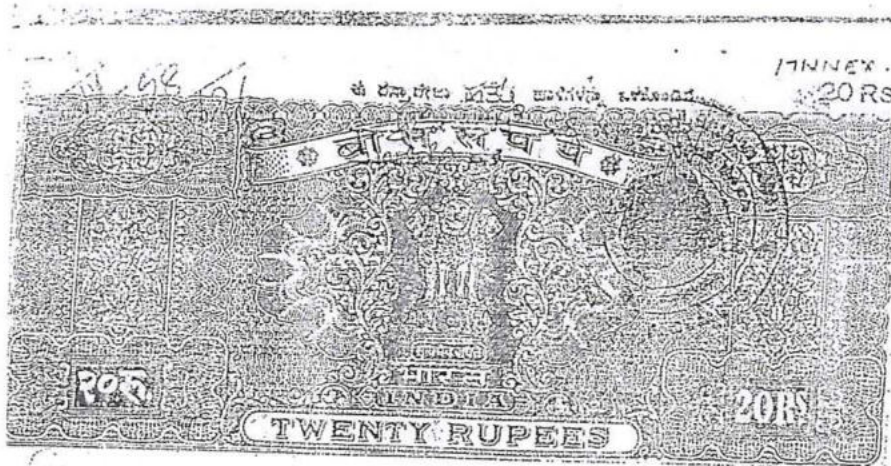
Authorised Signatory

A.H. Memorial Educational Trust

Authorised Signatory

[Handwritten Signature]
PRINCIPAL

Presidency Pre-University College
Kelarai Post, Bondathila, Kuntadka
MANGALORE - 575 029



TRUST DEED

THIS DEED OF TRUST executed this the 23rd day of May 1985 by Mr. Nissar Ahmed, residing at No. 825, 3rd Cross, Mahalakshmi Layout, Bangalore 560086, hereinafter referred to as 'DONOR', which expression shall mean and include his legal heirs, successors and representative, witnesses as follows:-

Whereas the Donor being an educationist is desirous of creating an Educational Trust for the purpose of promoting educational and vocational pursuits through educational institutions meant particularly for the religious and linguistic minorities and is also desirous of constituting a Board of Trustees consisting of the following persons as the Trustees for the present:

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825, 3rd Cross
Mahalakshmi Layout
Bangalore 560 086
2. Mr. Iqbal Ahmed
No. 116, II Stage, II Phase
West of Chord Road
Bangalore 560 086
3. Mrs. F. Rogo
Dridge Road
Balmatta
Bangalore
4. Mr. M.A. /Shah
590, II Stage
Rajajinagar
Bangalore 560 010
5. Mrs. Kauser
825, 3rd Cross
Mahalakshmi Layout
Bangalore 560 086.

A.J. Memorial Educational Trust
PRINCIPAL
PRESIDENCY SCHOOL
MANGALORE-575 002
Signature



- 2 -

AND WHEREAS the Donor having donated a sum of Rs. 5,000/- (Rupees Three Thousand) only towards the funds of the Trust, has vested the said funds in the Trustees aforementioned who have consented to be the first Trustee of the Trust under this deed;

AND WHEREAS the said Trustees have been put in possession of the aforementioned funds of the Trust and as such they own, possess and manage the same and undertake to carry out the purpose of the Trust within the ambit and power authority vested in them by virtue of these presents.

NOW THIS INDENTURE WITNESSETH THAT in pursuance of the aforesaid decision, conviction and in dedication of the funds hereby transferred in favour of the TRUST in implementation of the scheme arising out of the desire and ambition of the Donor and in acceptance of the same by the TRUSTEES, the Donor hereby declares and constituted the TRUST and hereby declares that the TRUSTEES will run and organise the TRUST to achieve the following objects subject to the powers and provisions hereinafter declared and expressed for the purpose of establishing, managing and developing educational institutions mainly for the benefit of and for catering to the educational

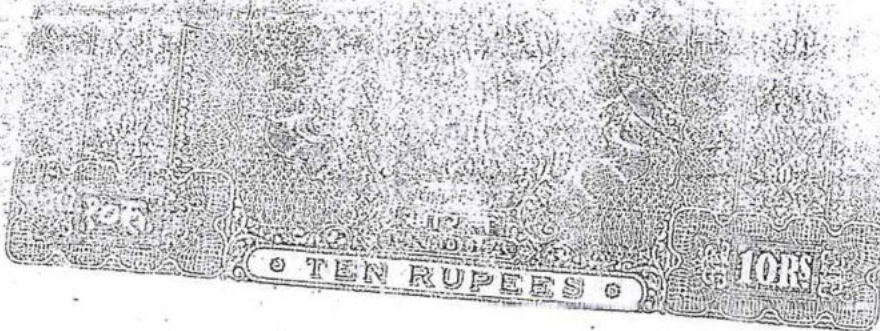
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- 3 -

needs of LINGUISTIC AND RELIGIOUS MINORITIES and generally to provide educational opportunities to all classes of students irrespective of caste, religion and creed.

1. The name of the TRUST created under this DEED shall be "Abdul Hameed Memorial Educational Trust" also known as "A.H. Memorial Educational Trust".
2. The Registered office of the Trust shall locate at No. 696, VII Stage, III Block, West of Chord Road, Bangalore 560079 which is a rented building and on the date of this deed there is no immovable properties belonging to the Trust.
3. The objects of the Trust shall be as follows:-
 - (a) To establish educational institutions for providing training in professional, technical, medical and general education from Nursery to Degree classes and also higher education;
 - (b) To establish and manage or to take over and manage one or more educational institutions particularly for the benefit of linguistic and religious minorities and



- 4 -

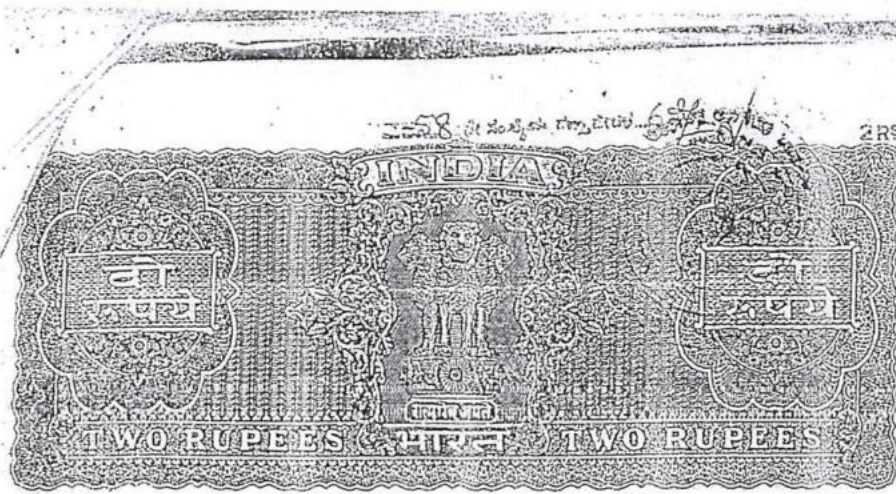
- in general for all classes of students irrespective of caste, religion and creed;
- (c) To establish, manage and develop institutions to promote interests in Arts, Science, Literature and Languages, from Nursery to College levels according to the needs of particularly linguistic and religious minorities and generally of all classes.
 - (d) To encourage and propagate Adult Literacy;
 - (e) To acquire properties, movable or immovable, by purchase, gift, donations etc. and to re-sell, lease or otherwise deal with the same in furtherance of the aims of the Trust.
 - (f) To collect funds for the proper conduct of the institutions under its management as donations, by way of contributions, aids, membership fees or any other source in any manner.
 - (g) To organise public opinion in matters of educational importance and to do such other things as are incidental or conducive to the attainment of the objects of the Trust.

11. 11



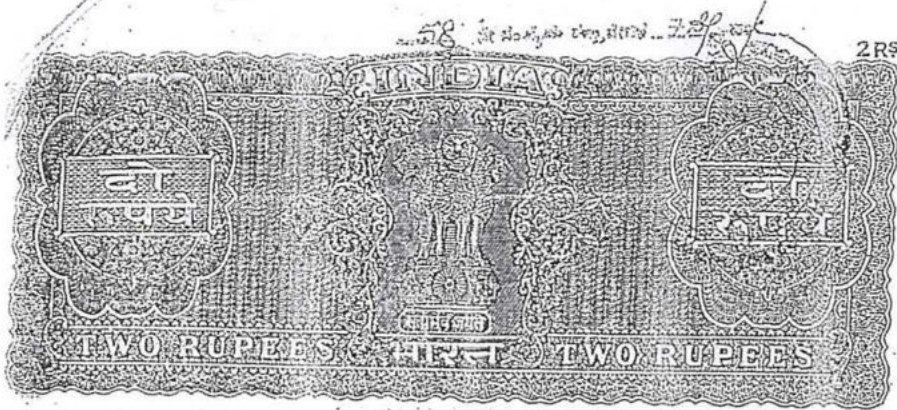
- (h) To edit, print, publish or/and distribute books, magazines, materials and pamphlets relating to educational subjects;
 - (i) to institute scholarships and bursaries;
 - (j) and, generally to do anything incidental or conducive to the above objects or any of them.
5. The Trustees shall bind themselves to manage and deal with the educational institutions run by the Trust in such a manner as may be most beneficial to the growth of the institutions and shall do every such thing as may be legally necessary for the maintenance and proper functioning of the said institutions.
6. For the purpose of administration of the affairs of the Trust and the institutions under the Trust, the Trustees together shall form themselves into a Board of Trustees.
7. Mr. Nissar Ahmed, the DONOR and AUTHOR of the TRUST herein shall be the life-time MANAGING TRUSTEE of the BOARD OF TRUSTEES. He shall guide and supervise the destinies, proceedings and functioning of the TRUST and in the event of any dispute arising in respect of the interpretation

... 6
Nissar Ahmed



- 5 -

- of the terms in the TRUST DEED of the objects of the TRUST, his decision shall be final. He shall also be the Chairman of all the MANAGING Committees constituted by the Board of Trustees to run and supervise the different activities of the Trust to carry out and implement any of the objects of the Trust.
8. When the Donor who shall be the Managing Trustee of the Trust for life time ceases to be the Managing Trustee by death or otherwise, any person nominated by him during his life time by specific testament, or any of his legal heirs shall become the DONOR TRUSTEE of the Trust.
9. The Board of Trustees shall have powers to receive subscriptions, donations, gifts, grants from the Government or public bodies or individuals or organizations and shall have powers to acquire by way of purchase, gifts, grants, demise and amalgamation taking over or otherwise, property of every description including movable and immovables for the use and the benefit of the Trust and calculated to promote the aims and objects of the Trust.
10. The Managing Trustees shall be empowered to raise loans or advances repayable with or without interest from Banks



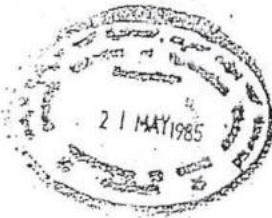
- 7 -

- or individuals at the time of need and also to acquire land to construct buildings for the educational institutions of the Trust. The Managing Trustees shall also have the powers to raise funds by organising benefit shows of any type, exhibitions, fetes, lucky-dip etc.
11. The Trustees shall dedicate themselves to advancement of education and shall encourage and organise lectures, debates, discussions, symposia, book-reviews and allied literary and cultural activities without any profit motive.
 12. To translate the above objects into action, the Trustees shall endeavour to start new institutions or take over or amalgamate with the Trust other running educational institutions when the need is felt.
 13. The Board of Trustees are empowered to form Managing Committees for the day-to-day administration and working of the educational institutions and the committees so formed shall meet in accordance with the Rules and Regulations laid down for that purpose.
 14. The Board of Trustees shall have powers to frame Rules for the conduct of business and proceedings connected with the administration of the institutions and also lay down



- 8 -

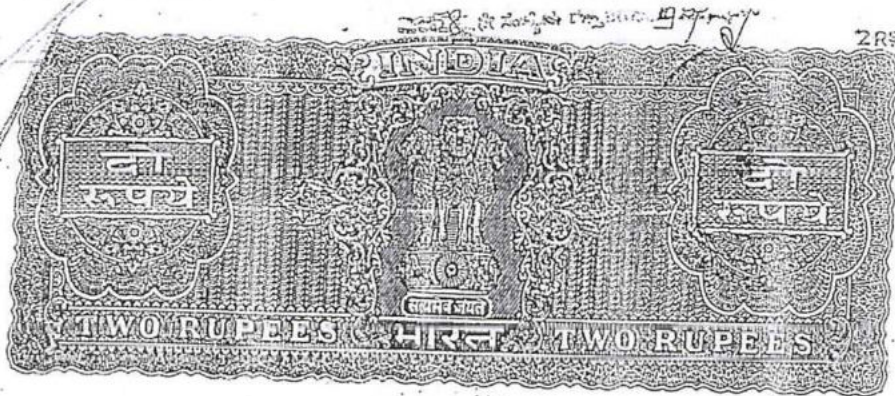
- the Rules and Regulations for conducting the business and proceedings of the Managing Committee formed by them from time to time.
15. The Managing Trustee shall have powers whenever he thinks expedient to apply any part of the Trust Funds in acquiring or purchasing or taking on lease or otherwise any land or building for the development of the Trust activities.
 16. The Board of Trustees may at any time whenever felt expedient apply any part of the funds for the publication of books compatible with the educational aims and curricular as well as the cultural values and importance.
 17. So far as the investment is concerned, the funds of the Trust shall be invested in accordance with the provisions of Section 13(4)(d) read with Section 13(5) of the Income Tax Act 1961.
 18. The Board of Trustees shall fix the remuneration for the Managing Trustees, Secretary and other persons associated with the activities of the Trust from out of the funds. However, payment of remuneration to them shall be reasonable and commensurate with the actual service rendered by each of them for the benefit of the Trust.



No. 1989
Name M. S. Sathya
21.5.85
M. S. Sathya
(M. S. SATHYA)
Bangalore - Bangalore City

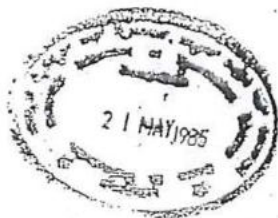
- 9 -

19. The Managing Trustee shall have the powers to sanction all payments of the Trust from out of the funds of the Trust.
20. The Board of Trustees shall maintain or cause to be maintained correct accounts of the Income and Expenditure of the Trust.
21. The Managing Trustee shall have powers to appoint Clerks, Manager, Teachers and other staff for different Departments of the educational institutions under the Trust and fix their remuneration and frame service rules and further have powers to dispense with the services of any employee/s if his/her services are not desirable or required, with due notice wherever necessary.
22. Notwithstanding anything contained in this Deed the Board of Trustees shall have powers to modify, add, delete, amend any of the clause/clauses of the document or incorporate new provisions in this document consistent with the objects and purpose of the Trust provided at least three-fourth of the Trustees agree to the same.
23. Three-fourth of the total number of members shall form the quorum for all purposes including the amendment to this Deed.



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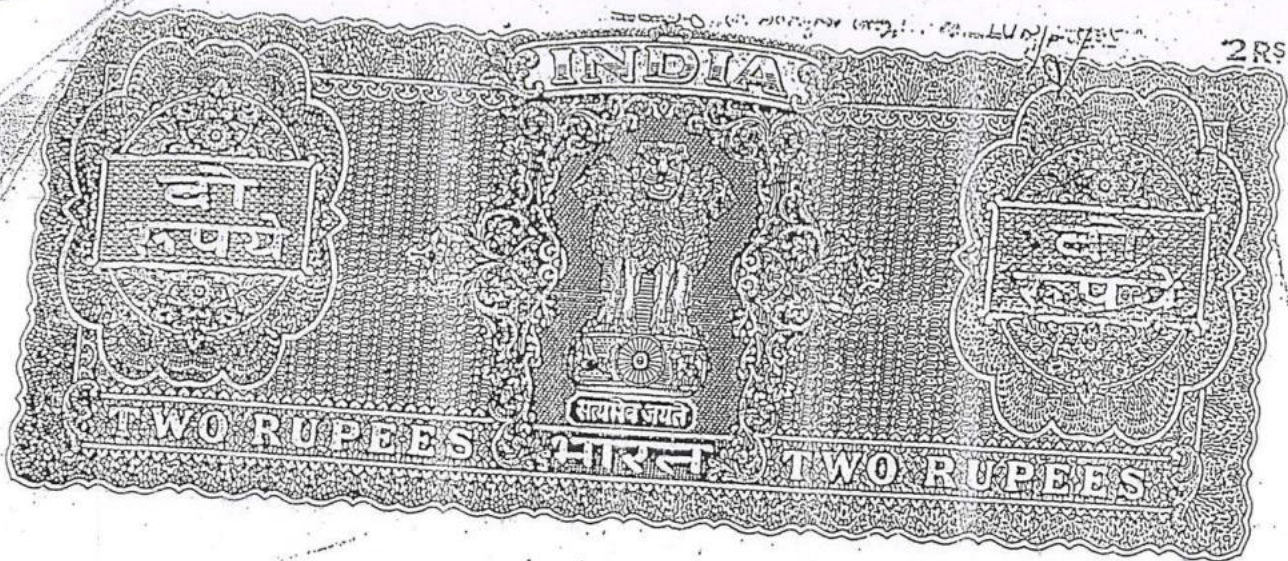
24. The Managing Trustee shall have powers to negotiate, conclude and effectuate such agreements with the State and Central Governments or any other local authorities or bodies or Company or Corporation or individuals for the purpose of obtaining financial or technical aid or any rights, privileges or concessions, if any, in any form as they deem fit on such terms and conditions as may appear fit to them or the furtherance of the objects of the Trust.
25. The Board of Trustees and the Trustees individually shall be generally governed by the provisions of the Indian Trust Act.
26. The Board of Trustees shall meet at least once in every three months to take stock of the progress achieved and to transact other business pertaining to the activities of the Trust.
27. The Board of Trustees shall appoint a Chartered Accountant or a Certified Auditor and get the accounts audited yearly and appoint an Advocate as and when occasion arises and they shall be paid reasonable remunerations for their services.



1985-05-21
Name N. S. S. S. S.
Date 21.5.85
N. S. S. S. S.
M. S. S. S. S.
S. S. S. S. S.

28. The Managing Trustee shall have the power to remove any of the Trustees if any of the acts of such TRUSTEE/S is detrimental in any manner to the TRUST or to the interest of educational institutions under the TRUST.
29. The Managing Trustee shall have the power to nominate any new or additional Trustees on conditions and terms to be indicated by the Managing Trustee himself.
30. The Managing Trustee shall open accounts/Account in any Bank/Banks in the name of the Trust or in the names of educational institutions under the Trust and he shall operate the said Account/Accounts himself or he may also authorise any other Trustee in writing to operate such account/s
31. Upon dissolution or winding up of the Trust, if there shall remain after the settlement of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Trustees or any one else but shall be given to some other Trust or Society or Charitable Institution or Association or Institutions whose objects are similar to those of this Trust.

[Handwritten signature]



- 12 -

IN WITNESS WHEREOF the DONOR/EXECUTANT herein sets his signature unto this Deed, the day, onth and year first above written in the presence of the foll witnesses:

WITNESSES:

[Signature]
DONOR/EXECUT

1. *[Signature]*

(M. A. SHAH) (H. Memorial Educational Trust)

2. *[Signature]*
(S. J. ...)

Authorised Signatory

[Signature]

PRINCIPAL
residency Pre-University College
Kelarai Post, Bondathila, Kuntadka
MANGALORE - 575 029

Drafted by: *[Signature]*

(S. J. ...)

A-W. L. 150/80.87
R.N. B970.

A.M. Memorial Educational Trust

Authorised Signatory