



USHA NATH KAPUR FOUNDATION
TRUST DEED OF THE TRUST

This Deed of Trust is executed on this 15th day of Oct, 2001 by and between:
USHA KAPUR W/o Sh. A.N. Kapur R/o A-35, Hillview Appartments, Vasant Vihar, New Delhi (hereinafter referred to as the "FOUNDER AUTHOR") of the one part and

- ARUN KAPUR S/o Sh. A.N. Kapur R/o A-35, Hill view Appts., Vasant Vihar New Delhi
- VIKRAM SETH S/o Sh. Dharampal Seth . R/o C-14, Kalindi Colony, New Delhi (hereinafter jointly called the Trustees) of the other part.

The Terms Founder Author and Trustees shall unless excluded by or repugnant to the subject and context be deemed to include the trustee or trustees for the time being of these presents and/or survivor or survivors of any of them and their heirs, executors, administrators, assigns and representatives.

Usha Kapur

Er. Pradeep Singh Gour
Principal
Lawrence And Mayo Public School
Sector-A, Srinathpuram, KOTA (Raj.)

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In the office of
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Usha Math Kapur
A. H. Kapur
A. H. Kapur
Usha Math Kapur

16/1/99

Usha Kapur

Usha Math Kapur
(Sethi)

- 1. Arun Kapur
 - 2. Vikram Sethi
- (Trustee)

Usha Kapur



16/1/99

- 1. S. P. Singh
- 2. L. G. Singh

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WHEREAS THE FOUNDER OF THE TRUST is desirous of creating a Public Charitable Trust, hereinafter called the "USHA NATH KAPUR FOUNDATION" " for the purpose of Imparting education , training, and assistance to eradicate human suffering and illiteracy and development of rural areas and to carry out activities in general of charitable nature for the benefit of public in general.

WHERE AS THE FOUNDER has set apart in favour of the trust a sum of Rs 2,000/- (Rupees Two Thousand only) to form as corpus fund for the said Trust and whereas the Trustees above named have agreed to accept the said Trust on the terms and conditions, hereinafter mentioned.

NOW THIS DEED OF DECLARATION WITNESSES:

1. NAME AND REGISTERED OFFICE

The name of the Trust shall be USHA NATH KAPUR FOUNDATION and the Trustees Office shall be situated in the Union Territory of Delhi particularly in A-35, Hill View Appts., Vasant Vihar, New Delhi or any such address that the Trustees may deem fit from time to time and the term trustees shall mean trustees of the said Trust.

Usha Kapur

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(पंजीकरण प्रपत्र संख्या २)
(Registration Form 2)

उप-पंजीक, उप-पंजीक कार्यालय
Sub-Registrar, Sub-Office

(प्रति-लेख)
(Receipt-A)

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रजिस्ट्रार को
Book No.

पत्र संख्या
St. No.

No.

प्रस्तुत प्रपत्रकर्ता का नाम
Name of presenter of document

३ निष्पादनकर्ता का नाम

और निष्पादन की तारीख

Name of the executor and date
of execution of the document

प्रलेख प्रस्तुत करने की तारीख

४ प्रलेख का स्वरूप और मूल्य
की राशि

Date of presentation nature and
amount of consideration of
document

मुद्रांक शुल्क

Stamp duty

प्रभावि पंजीकरण का विवरण

५ जोड़ और उसकी प्रतिरूपि

Details Total of registration,
copying fee charged

६ संख्या

No. of words

राशि
Amount

हस्ताक्षर पंजीकरण अधिकारी

Initials of the Registration Officer



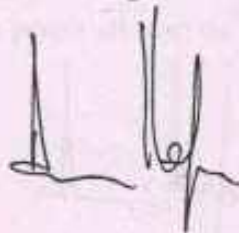
2. OBJECTIVES OF THE TRUST :

The main objectives of the Trust would be to create a purely Public Charitable Trust and the benefits provided by the Trust would be utilised for the-benefit of downtrodden irrespective of caste, creed, and religion and to enable and facilitate to perform things which are Charitable, social, cultural, educational in nature and that of development of rural areas inclusive of the management and administration of the affairs of the Trust. Some of the main objectives of the Trust are as under :

A. HUMAN DEVELOPMENT :

- i. Rehabilitation of handicapped persons, arranging workshop, seminars where physical and mental healing will be organised and carried out irrespective of any caste, creed or religion.
- ii. Arranging helps to the families of the poor downtrodden and other needy and deserving families.
- iii. Arranging artificial limbs and aids to be provided to physically handicapped persons.
- iv. Self employment/jobs to be arranged for such deprived and handicapped persons.
- v. Dispensing free/subsidised medical aid and facilities to public in general irrespective of there religion , cast, creed.
- vi. Imparting education and make arrangements for needy and deprived irrespective of any caste, creed or religion.

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B. To sponsor subsidies, contribute to organise and to provide facilities, amenities, activities and cultural programmes of recreational nature and also for development of sports, cultural and social values.

C. To establish, conduct, maintain, subsidise aid sponsor or provide facilities and training programme for medical aid and relief, hygiene, preventive and curative health services, consulting etc. for the poor by way of dispensaries, hospitals, clinics, mobile teams etc.

D. To establish, conduct, maintain, subsidise, aid, sponsor or to provide facilities for orphans, destitutes, mentally or physically or psychologically handicapped persons, alcoholics, drug addicts and families affected by alcoholics, drug addicts, unemployed or any other persons in need of special care, especially poor children and children of poor families.

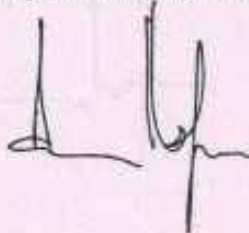
E. To provide assistance, to educate, train and assist financially or otherwise students, teachers, staff, social workers and others who are engaged in any work of the trust or organisation connected with the Trust or otherwise as may be found necessary or useful to propagate and undertake services in furtherance of the aims and objects of the said Trust.

F. To print and publish literature to provide, establish, conduct, maintain, aid, sponsor, subsidise or subscribe to any library or bookstall or store for useful literature or other articles on a non-profit basis.

G. To hold seminars, workshop, group discussions, consultations by itself or in collaborations with other organisations.

H. To raise funds by way of loans from nationalised Banks, Foreign Banks, Credit facilities, through FCNRI and Financial Corporation and to receive and use any gifts, donations from philanthropic people all over the world, Foreign Missions, Agencies,

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State Govts., Public and Private undertakings, Banks and Foundations and avail advertisements charges and invest in each or other movable or immovable property of all descriptions and to undertake and carryout the administration of or management of the said Trust and/or any other trust that may be handed over to it, and the management and control of any institutions establishment or organisation that may have or similar aims or objects and purpose in whole or in part.

I. To subscribe, aid, donate, or to subsidise and work with organisations or institutes having same or similar objects in whole or part and to work jointly with other organisations and institute in promotion of the objects of the Trust.

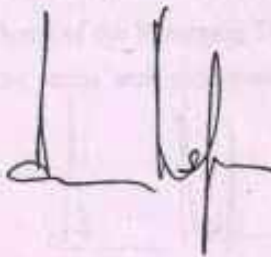
J. To take over or assist or co-operate with other organisations in the Trust areas in the programmes of Education and rural development for promoting socio-economic welfare and upliftment of the people in any urban and/or rural areas.

K. To associate with any organisation, Association or Institution which has its objects of undertaking of any programme or rural development approved by the Prescribed authority.

L. To open, found, establish, promote, set-up, run, maintain, assist, finance, support and/or aid or help in the setting up and/or maintaining and/or running schools including nursery and play schools, colleges, lecture halls and other establishments or institutions for advancement of education and of knowledge in culture, arts, science, literature, humanities and all other useful subjects in all their manifestations.

M. To do all such other lawful act, deeds or things as one incidental or conclusive to the attainment of any of the above objects .

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3. THE BOARD OF TRUSTEES :

The management of the affairs of the Trust shall be entrusted to and vested in a Board of Trustees comprising of the Author, Secretary, Treasurer and four other Trustees. That each of the Trustee shall hold office for the term until they are re-elected at next General Meeting.

i. The Board of Trustees will at any given time consists of not less than two and not more than nine members, the founder and author of the trust Mrs. Usha Kapur and other trustee namely Mr. Arun Kapur shall hold office for life

ii. The Trustees co-opted shall hold office for one year and shall retire after the expiry one year. The trustees whose terms of office expire after one year shall be eligible to be co-opted as Trustees again by the existing Trustees. The trustees may, if he/she so desires, resign his/her trusteeship even before the expiry of the terms of the trusteeship.

iii. The Board of Trustees apart from other persons would comprise of the following office bearers :

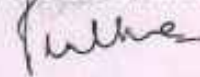
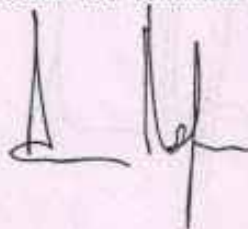
- a. Chairman and Managing Trustee
- b. Secretary
- c. Treasurer.

iv. The Managing Trustee shall also act as Chairman and preside over all meetings of the Trust.

v. In the absence of the Managing Trustee at any meeting, the Trustees present may elect one among the Trustees as Chairman of the meeting.

vi. The founder and author of the trust Mrs. Usha Kapur shall be the Managing Trustee for life. In case of Death of the Managing Trustee her legal heir or her nominee shall be appointed as per the terms and conditions mentioned above, the Managing

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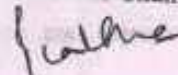
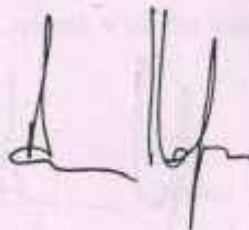


Trustee for life. The Managing Trustee shall also act as Chairman and preside over all meetings of the Trust. In absence of the legal heir or the nominee being nominated for the same the remaining Trustees shall elect, within 30 days of her death, new Trust Chairman, by unanimous decision.

4. **POWERS AND DUTIES OF THE TRUSTEES :**

- a. The Trustees may receive donations of money and/or properties which received shall be at the absolute disposal of the Trust.
- b. The Trustees shall invest the properties and money of the Trust in such a manner as prescribed under Section-11 of the Income Tax Act, 1961 and other statutory laws.
- c. The Board of Trustees shall meet as often as necessary and their proceedings shall be recorded regularly in the minutes Book to be retained for purpose of any resolution to be passed regarding the administration of the Trust, the opinion of the majority presents and the voting shall prevail. It shall however, be competent for the Trustees to decide matters by circulation. In case there is equality of votes, the Chairman of the Meeting has casting vote for the purpose of deciding the issue.
- d. The Trustees may open one or more account(s) in a Scheduled bank in India and will be operated in such a manner by the Founder/Author/Secretary or such other persons as the Board of Trustees may determine from time to time. The Trust may avail credit facilities from Scheduled Banks or foreign Banks in India or may avail credits through FCNRI.
- e. That the Secretary and the Treasurer would be appointed by the Trustees from time to time amongst themselves, with the approval of the Chairman and the Managing Trustees.

Usha Kapur



f. That the Secretary would be given all such powers as the Board of Trust may decided for the proper administration of the Trust. The Treasurer would be liable for all the transactions dealing with the finance side of the Trust and would be responsible to the Board of Trustees and would regularly submit his report/accounts as may be determined by the Board of Trustees.


g. That any Trustee may at any time resign by giving a month's notice to his co-Trustees and upon expiry of such period he/she shall be deemed to have vacated the office as a Trustee.

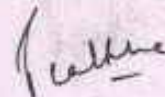
h. That none of the Trustees would do any act which would be adverse to the interest of the Trust and if any such trustee conducts any activity adversely affecting the interest of the Trust, he shall be liable to be removed from the Board of Trustees by the majority of votes.

i. All the properties, assets and funds of the Trust shall vest in and be held whenever possible in the name of the Trust in case it is not legally permissible to hold any of the properties, assets or funds of the Trust in the name of the Trust, the same shall be held in the name of the Chairman, Managing Trustee and the Secretary of the Trust or any such manner as the Trustees may decide from time to time.

j. No trustee is entitled for any remuneration unless he or she is required to render whole time services to the Trust. Such remuneration shall be approved by the Trustees in a meeting by a majority of vote in which meeting the Trustee whose remuneration is being approved or considered shall not be entitled to participate in the voting and his presence will not be considered for the purpose of quorum. Further, provided that such remuneration shall be within the reasonable limits as decided by the Trustees from time to time considering the financial position of the Trust in respect with the qualification and experience of the

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Trustee. No property, assets of the Trust shall be disposed of except on Resolution passed by the General Body or a Resolution of the Board of Trustees passed in circulation.

k. The Trustees shall have full power to purchase, acquire, lease, receive by way of gift/donation and hold in any manner whatsoever any property or properties on behalf of the Trust as they may deem fit and proper from time to time. The Trustees shall have the powers to sell, mortgage, lease, gift, etc. any property belonging to the trust if the Trustees deem fit and proper in the interest of the Trust.

L. The Trustees shall have full control and management for the affairs of the Trust and all the properties, assets and transactions of the trust and without prejudice to the generality of the foregoing the right to exercise :

i. to determine from time to time the particular charitable objects and purposes for which the funds of the Trust shall be used and allot and all costs from time to time to each or any of the objects such portion of the Trust as they may deem fit ;

ii. to incur all such legitimate expenditure which they think necessary or in their opinion useful and beneficial for carrying out the objects of the trust set out hereinbefore ;

iii. to make necessary resolutions by circulars and any circular resolution agreed to by a majority of the trustees shall be as valid and effectual as a resolution of the Trustees at a meeting duly convened ;

iv. The Trustees may, if necessary, rent or hire a place for their office for holding meetings of the Trustees and transactions of the business of the

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Trust and furnish the same with furniture at the cost and expenses of the Trust.

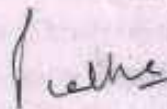
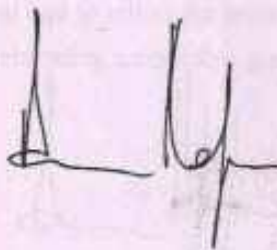
v. instead of themselves spending any amount for any of the purposes of the Trust give donations, contributions or subscriptions out of the Trust Funds or the income thereof as the Trustees may deem fit to such Public Charitable Institutions as the Trustees may deem fit on such terms and conditions as the Trustees may deem fit without being bound to look after the applications thereof and the receipts for any such donations, contributions or subscriptions shall be a complete discharge to the Trustees for such payment and from seeing to the application thereof.

5. Subject to the provisions of clause 10 hereof, the Trustees shall at their discretion invest the Trust Funds and all money in their hands which may require investment in or upon any one or more of the following securities or modes of investment with power from time to time at their discretion to convert or vary any investment and securities held by the Trustees for others of the character hereby authorised, namely :

A. Units issued by Unit Trust of India or any approved investments in public bodies or financial institutions, fixed or other deposits with any scheduled Bank or banks or in postal Savings Bank or in a co-operative bank approved by the Government or any state in India for the purpose subject to the limitation, if any, provided by the Income Tax or any other Acts as applicable to Trusts;

B. In acquiring by purchase or on lease or otherwise any immovable property of any tenure including leaseholders in any part of India and including the acquisition of Lessors' rights in property and in case of vacant land, the Trustees shall be at liberty to erect buildings thereon out of the Trust fund which may be let out on such terms as the Trustees may deem fit ; and

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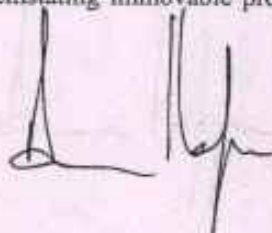
C. Any securities or investments in which the Trustees are or may be authorised by law for the time being in force to invest moneys of the Trust fund PROVIDED THAT the investments of the Trust fund including those in immovable properties may be made or kept in the name of the Trust only.

6. It shall be lawful for the Trustees to construct, build, erect buildings, houses or tenements, pull down, remove, rebuild, alter, adopt, improve, add to, develop or repair any immovable properties comprised in the Trust Fund and to expend for all or any of the purposes mentioned above such money for the Trust Fund or the income thereof as the Trustees may in their absolute discretion think fit and proper. The Trustees shall also be entitled in their name or in the name of one or more of them to become members of any co-operative Society or other like institution for the protection, benefit and improvement

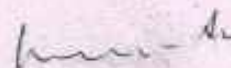
of the Trust Fund or any property comprised therein as also to enter into such contracts and take other such actions and proceedings for the purposes of such protection, benefit or improvement and to pay all fees and subscriptions and defray all charges and expenses as may be considered proper. The Trustees shall also be entitled to enter into any agreements or covenants with the owners of or person interested in any other properties and whether for the benefit of the properties comprised in the Trust Fund or such other properties as they may in their absolute discretion think fit from time to time.

7. The Trustees shall also have the power of insurance of any premises comprised in the Trust Fund against loss of fire, like lightning or civil commotion or other risks or losses as the Trustees may think proper from time to time but no liability shall attach on the Trustees or any of them by reason of any property remaining uninsured or insufficiently insured in any way. The Trustees shall also have the power after paying all rents, rates, taxes and other outgoings and expenses out of the rents and profits of any immovable properties to set aside out of the balance thereof from time to time such sums of money as the Trustees consider proper to meet the expenses of heavy repairs or by way of depreciation or sinking fund and to utilise the same and the income thereof for heavy repairs or for rebuilding or reinstating immovable properties or effecting new building

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and in the meantime to invest the same in the manner authorised by the said Trust. It shall also be lawful for the Trustees to permit any immovable property forming part of the Trust Fund any immovable to be hold, used and enjoyed for the purpose of the said Trust.

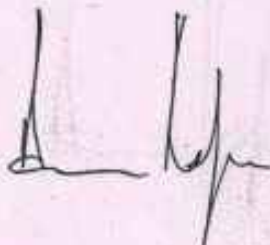
8. The Trustees shall have the power at their discretion instead of acting personally to employ and pay any agent (including banks) to transact any business or do any act whatsoever in relation to the said Trust including receipt and payment of money without being liable for loss and shall be entitled to be allowed and paid all charges incurred thereby.

9. The Trustees shall be at liberty to form one or more committee / council consisting of themselves or one more of them and such other person or persons as they may think fit to co-opt, from time to time for the purpose of the management and administration of the said Trust or any particular activity thereof and fix the honorarium or remuneration of the members of such Committee. The Trustees shall subject to such directions and approval as aforesaid be entitled to frame the constitution of such Committee such powers as they may consider proper and desirable and which can be delegated by law for proper administration of the Trust.

10. The Trustees shall have the power to determine in case of doubt whether any money or property shall for the purpose of the Charity be considered as capital or income and whether out of the capital or income any expense of outgoings shall or not to be paid or borne and any and every such determination shall be binding and conclusive provided that nothing herein contained shall be deemed to authorise the Trustees to spend the income or corpus of the Trust for any other purpose not authorised by those present.

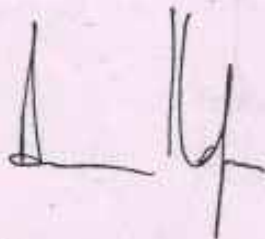
11. The Managing Trustee, if any, and other members of the Board of Trustees shall be reimbursed any expense he may incur as is found reasonable by the Board of Trustees.

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12. Any resolution shall be deemed to have been duly passed by the Trustees or by any committee hereinafter mentioned by circulation of the resolution has been circulated in draft together with necessary papers, if any, to the Trustees for the time being in India or to all the members of such committee for the time being in India at their usual address and has been approved by the trustees or members of such committee or by a majority of them.
13. Save as herein otherwise expressly provided, in case of difference of opinion arising among the Trustees and in all matters wherein the Trustees shall have a discretionary power the votes of majority of the Trustees for the time being voting in the matter shall prevail and be binding on the majority as well as on those Trustees who must not have voted and if the Trustees shall be equally divided in opinion the matter shall be decided according to the casting vote of the Chairman of the meeting. This clause shall also apply to any exercise of the power, authority or discretion of the Trustees by instrument in writing as mentioned above.
14. The Trustees shall keep or cause to be kept minute book of their proceedings and proper books of accounts. The accounts shall be made up for such period as may be decided by the Trustees and audited by Chartered Accountants.
15. It is hereby expressly agreed and declared that the Trustees shall have the power by an unanimous resolution in that behalf and after obtaining the previous sanction of a competent Court of Law to modify any power or provisions, of the trust without however, effecting in any way the charitable object and purpose of the said trust for utilising the trust fund and income thereof solely and exclusively for the charitable purpose and object hereinabove specified for the benefit of all without any distinction of caste, creed, community, sex, religion, colour, nationality, and **THE INTENT** that the Trust fund and the income whereof shall at all times hereinafter be utilised only for such charitable purpose and not otherwise.

Usha Kapur



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16. If for any reason the Board of Trustees shall decide that the Trust is not able to fulfil its aims and objects and as stated in these presents, the Board of Trustees shall have power to amalgamate the said Trust and handover its properties moveable and immovable to be incorporated in any other Trust or institute having same or similar objects in whole or in parts.

17. The trustees shall have powers to make rules and byelaws for the conduct of affairs of trust and to add, amend, vary or rescind them from time to time.

18. The said Trust shall be and remain irrevocable for all times and the Founder/Author do hereby also release, relinquish, disclaim, surrender and determine all their rights, title, interest, or claim in the said Trust and the Trust Fund.

19. The Managing Trustee or his nominee or any other Trustee if so authorised by the Board of Trustees shall have the custody of all the documents, deeds of title relating to the Trust properties and investures, and the books of accounts and other relating to the Trust and shall be responsible for the presentation of the same.

20. The Trustees shall maintain a set of Advisors for the purpose of utilising their services in furtherance of the objects of the Trust.

IN WITNESS WHERE OF THE FOUNDER AND AUTHOR OF THE TRUST
AND THE TRUSTEES HAVE HEREUNTO SET THEIR HANDS ON THIS 15
TH DAY OF Oct., 2001.

WITNESSES :

1.



Usha Kapur
FOUNDER/AUTHOR

2.

DL/01/009/1306240
Kashish Kapur.

ISHWAR KUMAR GARG
Advocate
Regd No. P-222/72

TRUSTEES

