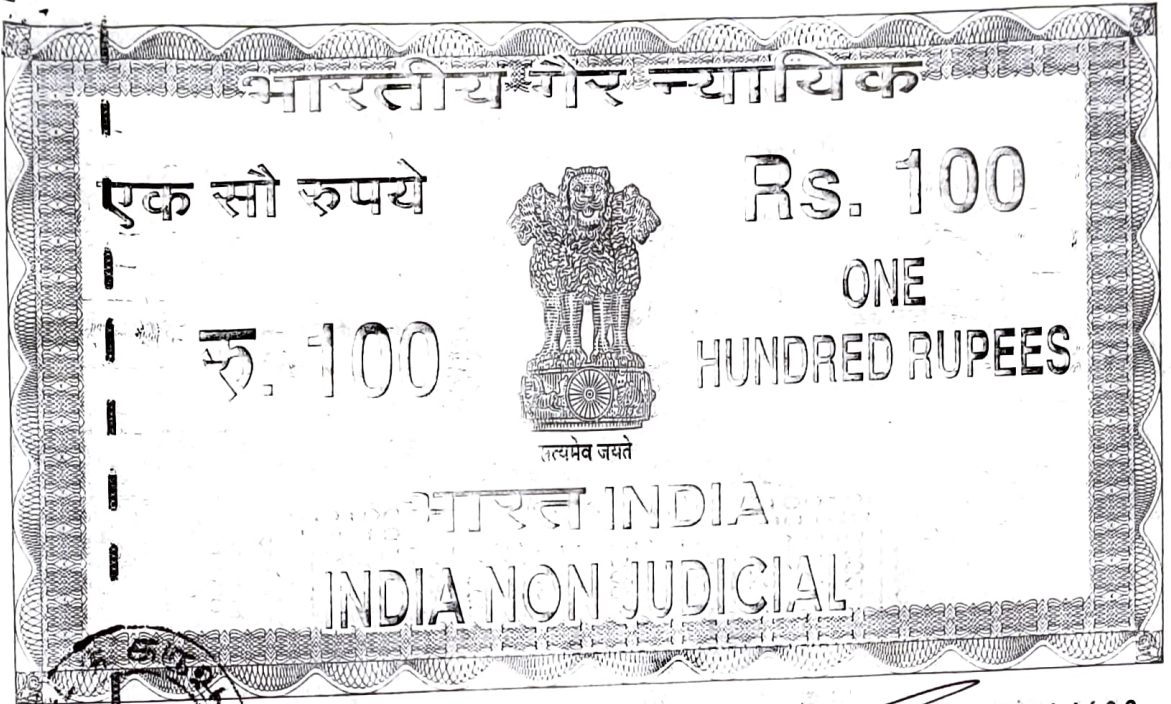




TRUST DEED.

THIS DEED OF TRUST executed this day of Sep 22, 2009, by R.SARTO, aged 50 years, son of Late
Dr M.A. RAJENDRAN residing at 9, Navaneethammal Street, Ayyavoo Colony, Chennai 600029 here
in after called the FOUNDER of the Trust.
WHEREAS the Founder of the trust is desirous of establishing an Irrevocable Educational and
Charitable Trust for the purpose of running Educational and Charitable Institutions of high order with
National and international standard for the benefit of the Youth and the Needy irrespective of caste,
creed, community, religion or nationality.

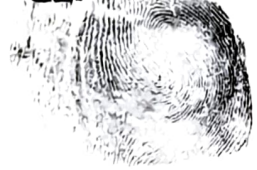


S 214688
G. MANOHARAN
STAMP VENDOR
28, Lakshmi Talkies Road,
Chennai-600030, Tamil Nadu.
License No. C3/2851/80.

1792 BK IV
PRESENTED IN THE OFFICE OF THE
SUB REGISTRAR OF ANNA NAGAR
AND FEE OF RS. 115/-

PAID BETWEEN THE HOURS OF 3 and 4
ON THE 22nd DAY OF September 2009

LEFT THUMB



Sub Registrar
Anna Nagar, Ch-40

EXECUTION ADMITTED BY

LEFT THUMB



IDENTIFIED BY

1. Vijayakumar

S/O Mr. B. VEERAMALAI 32/22 Gandhi road, Vellacheri, Chennai

2. Jayashree E

D/O Mr. V. EASWARAN 3/337, MOGAPPAIR WEST, CHENNAI - 37.

22nd September 2009

SUB REGISTRAR

Registered as No. 1792 of 2009 Book

Date 22/09/2009 Sub Registrar



of 200
ins



தமிழ்நாடு சட்டமன்றப் பேரவை TAMILNADU

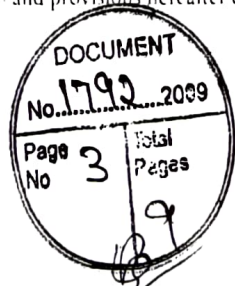
R. SARTO

6859
22/9/09

S 214689
G. MANOHARAN
STAMP VENDOR
23, Lakshmi Talkies Road,
Chennai-600030, Tamil Nadu.
License No.C3/2851/00.

WHEREAS the Founder with a view to giving effort to the said desire constituted a trust appointing the Trustees named in these presents as the First Trustees of the Trust and the trustees have consented to act as such Trustees along with the Founder as is evidenced by their joining in the execution of these presents.

WHEREAS prior to execution of these presents a sum of Rs.1000 (Rupees One Thousand Only) was handed over to the trustees the receipt of which sum the Trustees do hereby admit and acknowledge to be held by them as Trust together with further donations and contributions and any property that may be transferred to the Trust by the Founder and or others and the interest, rent, dividend, profit and other income thereof for the fulfillment of the objects and purpose here in after mentioned, subject to the powers and provisions hereafter declared and contained concerning the same.



[Handwritten signature]

NOW THIS DEED OF TRUST WITNESSETH AS FOLLOWS:

1. The Trust is declared and constituted as an Educational and Charitable Trust and shall be known as "GUARDIAN FOUNDATION" shall be located to start with at TNSCB Office Complex, 3rd Floor, 100 Feet Road, Thirumangalam, Anna Nagar, Chennai -600040, and such other place or places as the Trustees here-in may decide upon from time to time.

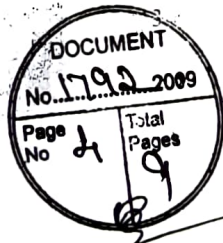
2. The following as First Trustees of the Trust shall officiate as :

- i) Mr. PAUL N.JACOB aged about 53 years, son of Late Rev N.T.Jacob .PRESIDENT
- ii) Mr. K.VIJAYARAJ , aged about 53 years, son of Late Mr.Krishnan .SECRETARY
- iii) Mr. R.SARTO aged about 50 years, son of Late Dr .M.V.Rajendran, MANAGING TRUSTEE

3. The number of trustees shall not be less than Three and not more than Seven.

4. The Objects of the Trust shall be:

- to establish, maintain, run, improve and develop educational institutions, schools, colleges, polytechnics, Medical and Engineering colleges, colleges of professional studies and private institutions, including hostels, Research Institutes without any motive of profit.
- To establish Orphanages, Old Age Homes, Working Women's Hostels , Homes for the Poor and the Destitutes etc
- to seek and get affiliations of the various and other institutions run by the Trust and Private Universities to be formed in due course to various Universities of different disciplines.
- to award scholarship, prizes etc., for the poor and deserving students.
- to establish, maintain, run, improve, develop libraries, reading rooms and other facilities for the benefit of the students.
- to publish books, periodicals and other works without any motive for profit.
- to give donations to educational institutions and other organizations for social , charitable purposes



- to accept donations, gifts, presents aids, grants in cash or in kinds any movable or immovable property from the public, State and Central Government, Multilateral agency etc either as corpus or as in cash according to the directions of the donors for the purpose of carrying out the objects of the Trust.
 - to do all such other lawful acts as may be necessary or incidental and conducive to the attainment of the above objects or any of them.
 - to undertake Charitable activities to help promote the livelihood of the poor, women and children, the old, the depressed and the downtrodden and such other activities as may be necessary for the promotion of the objects of the Trust.
5. The Founder hereby affirms that the First Trustees of the Trust shall be the three persons here-in before referred to as the Trustees including the Founder.
6. All the Trustees who are, for the time being and from time to time in office shall be referred to collectively as Board of Trustees.
7. Mr. R.SARTO shall be the first Managing Trustee of the Trust for the first three years .Thereafter the Board will decide and elect one among the Trustees to hold the office of the Managing Trustee of this Trust and also for the other positions for a term of every 2 years .
8. On the vacation of office by any one or more of the Trustees on their volition of office or by death or otherwise, the remaining Trustee or Trustees shall co-opt additional Trustees.
9. The administration, direction and management of several Institutes and Establishments in term of the Trust hereby created shall, subject to the supervision, control and direction of the board, be with the Managing Trustee. In the event of any difference of opinion, the Managing Trustee shall be bound by the decision of the majority of the board.
10. The funds and properties of the Trust shall be the said sum of Rs. 1,001/- and all and every other money and property in future gifted, conveyed and transferred to the Board for the purpose of carrying



out the object of the Trust hereby created and all or any income derived from the said sum of Rs. 1.001/- additions, accretion and augmentations, to the aforesaid sum and investment of the said funds

11. The funds of the Trust shall be invested:

a) in any of the securities authorized by Section 20 of the Indian Trust Act 1882 or any new Act implemented thereafter by the Government of India .

b) in the purchase or acquisition or construction of land or buildings or other immovable property provided that no such investment shall be made except with the prior sanction of the Board recorded by means of resolution passed at a meeting of the Board.

c) in current or saving bank or fixed deposit with banks and in the modes and forms specified under the provisions of the Income Tax Act and the rules made there under as approved by the board by means of resolution recorded at a meeting of the board.

d) The Bank accounts shall be operated by the Managing Trustee and any one of the Trustees authorized by the Board..

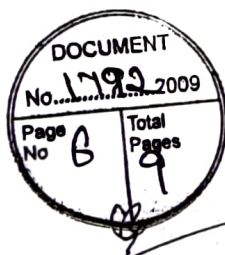
12. The Board shall have power to accept contributions in money, assets of any kind and property either by way of addition to the Trust Funds generally or for any one or more of the specified objects of the Trust.

13. The Board shall have the power to borrow from time to time from banks, individuals or others whether by giving security or otherwise such sums as they may deem necessary for the purpose of the Trust and to execute such documents as may be required in that behalf.

14. The Board shall have full power of the management of the Trust properties and funds and they shall have full control the finances of the Trust.

15. The Board shall have full power of supervision over educational institutions, schools, colleges, universities and medical institutions, and the entire establishment falling within the objects of the

Trust that may be mentioned and conducted in terms of the Trust hereby created.



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16. The Board shall have the power to levy any fees or charges from the students, apprentices or others benefiting from the institutions and establishment maintained and conducted by the Trust and the Board shall have the power to exempt deserving apprentices and others from payment of any fees charges that may be fixed by the Board from time to time.

17. The board shall be entitled to take all steps that may be reasonable, necessary or required for the preservation of Trust, the Trust Properties and title to Trust Properties.

18. Whenever for the administration of the Trust hereby created or for the establishment, development and conduct of the several institutions maintained here under, grants-in-aid from Governments are applied for and obtained and it becomes necessary for the due performance of the condition of such grants to secure the same by a mortgage or charge on the properties of the Trust, the Board shall have power to create such mortgages or charges on all or any of the Trust properties to facilitate the obtaining of such grants for purchase of lands and for administration, conduct and maintenance of such Institutions.

19. The Managing Trustee shall if and when so authorized by the Board, be means of a resolution passed at a meeting of the Board, have power and authority to execute such documents as are necessary in favour of Governments/ Banks/ Financial Institutions for and on behalf of the Board in respect of mortgage or charges to be created on all or any of the properties of the Trust as the Board may from time to time decide.

20. The Managing Trustee may if and when he/she desires, delegate for a temporary period his/her authority in respect of administration of Institutions to one of the Trustees.

21. The Managing Trustee shall arrange for the maintenance of correct and proper accounts, the receipts and disbursements and of the liabilities incurred and of the assets acquired and for an audit every year, the accounts of the Trust and for this purpose the Managing Trustee shall appoint in consultation with the board an independent auditor or auditors.



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22. The Managing Trustee shall have the custody and control of all the documents of title to the properties of the Trust and all other documents, accounts, and other papers, relating to the Trust and the same may be open to inspection by any Trustees on reasonable notice during office hours of the Trust office.

23. The Managing Trustee shall once in every year not later than the 31st day of December, place before the Board, for the consideration of an adoption by the board, the Income and Expenditure Account for the year ending on the previous 31st day of March and the Balance Sheet as at that date, with the Auditor's report or certificate thereon.

24. The Managing Trustee shall be the executive officer of the Board and as such he/she shall have power and authority for and on behalf of the Board.

a) to carry out the resolution of the Board.

b) to sign papers, receipts and documents,

c) to demand, claim and receive any moneys due to the trust from any person and to grant bonafide receipts thereof,

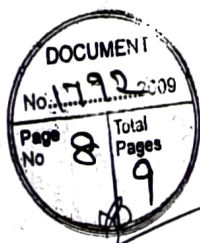
d) to initiate or defend and conduct all legal proceedings for and on behalf of the Trust in respect of any matter relating to the trust and for that purpose to engage and instruct lawyers and to sign Vakalats, pleading and other documents necessary for the said purpose.

e) to appoint, employ, remunerate, remove, suspend, discharge, dismiss, re-employ, replace, transfer and accept resignation of staff and workers permanently, temporarily or otherwise.

f) to call for the meeting or meetings of the Board.

26. The Managing Trustee and other Trustees may be reimbursed out of the Trust Money all expenses properly incurred by them in execution of the objects of the Trust and in discharge of their duties imposed on them under this Trust.

27. The Board is hereby authorized to and may from time to time, make and prescribe rules, regulations and bye-laws, regulating its carrying out of the objects of Trust, including the prospectus



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and application form for admission into the educational institutions, the code of conduct for the staff, students and employees, the methods of recruitment of staff and employees, the payment of salary and other benefits and the procedures for taking disciplinary action against them.

28. In the event of the Trust not being able to function in fulfillment of the object, the Trustees, shall after discharging all liabilities, transfer the assets of the Trust to any other public charitable institution or institutions having similar objects.

29. It is hereby expressly declared that this Trust is a public Educational and charitable Trust and the Trust hereby created is irrevocable.

30. In the event of any dispute or difficulty against which no provision has been made in the Trust document or any doubt referred in all matters not expressly provided for here-in, the High Court of Madras on its original side shall be the court having jurisdiction and the parties can resolve the dispute through the said court.

The Trust has no movable or immovable property in its name.
IN WITNESS WHEREOF THE FOUNDER AND THE TRUSTEES HAVE SET THEIR HANDS

HERETO THIS 22nd DAY of Sep 2009.

FOUNDER and FIRST TRUSTEE.

WITNESSES:

1) *[Signature]*
VIJAYAKUMAR
S/O Mr. B. VEERAMALAI
32122, Gandhi road
Vellachery
Chennai-42

2) *[Signature]*
JAYASHREE.E
D/O Mr. V. EASWARAN
3/337, Mogappair West,
Chennai - 600037.

Drafted by
Advocate *[Signature]*
S. R. VENKATACHALAM
No. 294, New Addl. Law
Chambers
High Court Building
Chennai - 600104

