



GENETIC RESOURCE, ECOLOGY ENERGY AND NUTRITION FOUNDATION

THIS INDENTURE made at Bangalore this Thirteenth day of FEBRUARY 1996 BETWEEN Smt. Vanaja Ramprasad hereinafter called "THE SETTLOR" (which expression shall, unless it be repugnant to the context or meaning thereof, include her heirs, executors and administrators) of the One Part and

1. MR.K. BALAJI SINGH
2. MS.DEEPA DHANRAJ
3. DR.H.SUDARSHAN

hereinafter referred to as TRUSTEES (which expression shall, unless repugnant to the context or meaning thereof, include the survivor/s of them and the heirs, executors or administrators of the last survivor and the trustee or trustees for the time being of the Trusts hereby declared) of the Other Part:

WHEREAS the Settlor of the trust herein, being of Charitable disposition, is desirous of creating the trust to promote sustainable ways and alternative methods of conservation, protection and utilisation of natural resources for the benefit of people without distinction of Caste, Creed, Community or Religion.

WHEREAS the Settlor had approached the trustee for accepting the office of the trustee and acting as trustees.

WHEREAS the Settlor is desirous of setting a sum of Rs. 100/- on the trust which is absolutely seized of and possessed in her own right.

WHEREAS the trustees have agreed to become the First Trustees of these presents as testified by their being parties to and executing these presents.

Vanaja Ramprasad

Deepa Dhanraj

6 FEB 1996

JVL NO. 70/10-71

No. 12537 Rs. 500/-

3rd/Smt. Vanaja Ramprasad

Date 12/21/96

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ಅವಕಾಶದಾರರನ್ನು

ಮಾನ್ಯ ಅಧ್ಯಕ್ಷರನ್ನು 13/2/96

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ಮಾನ್ಯ ಶ್ರೀ ಶ್ರೀಮತಿ Vanaja Ramprasad

ಮುಖಂಡರ ಅಧೀನ ಪಡೆದುದರಿಂದ

Inde Muniyappa
B' Class Stamp Vendor
Court Complex, Bangalore

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Vanaja Ramprasad *See per*
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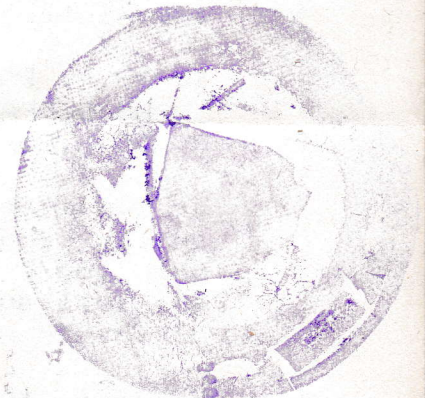
Vanaja Ramprasad

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Deepa Shankar

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T.C.



NOW THIS INSTRUMENT WITNESSETH AS FOLLOWS :

1. The name of the trust shall be GENETIC RESOURCE, ECOLOGY ENERGY AND NUTRITION FOUNDATION.
2. REGISTERED OFFICE OF THE TRUST :
The Registered office for the trust shall be at No. 839, 23rd Main, J.P.Nagar, Bangalore - 560 078, and or in such other place/s as may be mutually agreed upon amongst the trustees.
3. BOARD OF TRUSTEES :
The First Board of Trustees shall consists of:
 1. DR.VANAJA RAMPRASAD
 2. MR.K. BALAJI SINGH
 3. MS.DEEPA DHANRAJ
 4. DR.H.SUDARSHAN
4. Further, the Board of Trustees may admit upon mutual consent additional trustees. The trustees may amongst themselves elect the office bearers of the trust. The minimum number of trustees at any point of time shall not be less than two and the maximum number shall not be more than seven at any given point of time.
5. The Settlor shall be the Managing Trustee for life, after her death, the Board of Trustees shall nominate one of the Trustees to act as the Managing Trustee.
6. (a) If and so often as any of the Trustees hereunder appointed or any future trustees or Trustee of these presents shall die or shall desire to retire from or refuse or become incapable to act in the Trusts of these presents or otherwise it shall be lawful for the surviving or continuing trustees or trustee for the time being of these presents (and for this purpose every refusing or retiring Trustee shall, if willing to act in the execution of this power, be considered to be a continuing Trustee) to appoint a new Trustee or Trustees in place of the Trustee/s so dying or leaving or desiring to retire from or refusing or becoming incapable to act as aforesaid or otherwise and upon every or any such appointment the number of Trustees may be augmented or reduced and upon every such appointment the Trust Funds (if necessary) shall be transferred so that the same be vested in the Trustee/s for the time being of these presents AND the trustee/s

Vanaja Ramprasad
Deepa Dharmraj
K. Balaji Singh
H. Sudarshan

so appointed as aforesaid may as well before as after such transfer of the Trust Funds, act or assist in the execution of the Trust and powers of these presents as fully and effectively as if he/she has been hereby appointed a Trustee.

(b) Any Trustee may at any time resign by giving a month's notice to his/her co-trustees and upon expiry of such period, he/she shall be deemed to have vacated his/her office.

(c) The Board of Trustees may co-opt any person as Trustee.

7. A Trustee shall vacate his office if :-

(a) He resigns his office as a Trustee,

(b) He fails without obtaining leave of absence to attend all the meetings of the Trustees held for six consecutive months or three consecutive meetings, whichever occurs later,

(c) He applies to be or is adjudged and insolvent or suspends payment to or makes a composition with his creditors,

(d) He is found to be of unsound mind by a Court of competent jurisdiction.

(e) He is found guilty by a Court of Offence which in the opinion of the Trustees (he refraining from voting) renders his continuation undesirable.

8. MANAGEMENT OF THE TRUST:

(i) The management and administration of the Trust Properties and affairs thereof shall vest in the Trustees. Subject as herein mentioned, the Trustees shall exercise all such powers and do all such acts, deeds, matters and things as are required to be exercised or done to manage and administer the affairs of the Trust and Trust properties.

(ii) The Trustees may from time to time delegate any of its powers to a committee or committees which may be formed by its consisting of such of them as they may think fit and the Trustees may from time to time revoke, dissolve and discharge any such committee or committees either wholly or in part and either as to persons or purposes

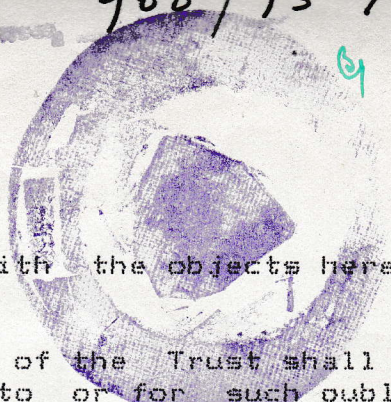
Vanaja Ramprasad
Deepa Shantaj
Anand Singh

but every such committee so formed shall in exercise of the powers so delegated conform to any regulations that may from time to time be framed by the Trustees. The Trustees may provide that in addition to one or more of its members, any committee shall consist of a person/s who is not a Trustee but so that such person/s shall not have any right to vote on any matters before such committee.

- (iii) The Trustees may also form a committee or committees of any person/s (whether Trustee or not) belonging to any particular area or place for the purpose of carrying out or looking after the activities of the Trust in that particular area or place and every committee so formed shall carry out the directions that may be given to it from time to time by the Trustees. The Trustees shall have power to revoke, dissolve and discharge such committee either wholly or in part and either as to persons or purposes as the Trustees may deem fit.
9. The trustees shall maintain true and correct accounts of the receipts, expenses, funds and property of the trust and trading and profit & loss account and Balance Sheet shall be prepared periodically at convenient intervals or annually as the trustees may decide and these shall be duly audited annually by a Chartered Accountant. The Accounting Year of the Trust shall be the Financial year commencing on the 1st day of April and ending on the 31st day of March. The books of account shall be kept at the Head Office of the Trust or at such place or places as may from time to time be determined by the Trustees.
10. THE TRUST SHALL BE IRREVOCABLE. The trust fund shall be collected by the trustee in whatever manner they deem fit. In addition to the initial contribution by the founder, the trustees may receive at their discretion/desire voluntary contribution by way of gifts or grants from public, individual(s), firm(s), association of bodies corporate etc. either in the form of cash or investments towards the corpus of the trust or towards the capital expenditure of the trust and the same when received shall become part and parcel of the trust fund. The trustee may also receive such donation for purposes of meeting the recurring expenditure of the trust. The trustee may also hold charity programme/s, shows and proceeds of the same utilised by the trust.
11. All the funds property, rights, claims, demand of every description belonging or pertaining to the trust of those that may hereinafter be acquired from time to time shall vest in the trustee for the time being.

Vanaja Ramprasad
Deepa Dhanraj

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12. So far as it is not inconsistent with the objects herein mentioned-

(i) The income as also the corpus of the Trust shall be applied and be applicable only to or for such public charitable purposes only and within such territories only and subject to such conditions or limitations if any, as may from time to time be laid down in the Income Tax Act, 1961 or any other Act governing tax on of income as well insure or make the Trust hereby established and its income as eligible for exemption from taxation under the Income Tax Act, 1961 or any reenactment thereof or modification thereof or under any other Act governing taxation for the time being in force in India;

(ii) The Trust hereby established shall be one to which the provisions of Section 80G of the Income Tax Act, 1961 or any replacement reenactment or modification thereof for the time being in force may apply so that any donation made thereto may be recognised as eligible for exemption or relief from tax in the hands of the donor.

13. The Trustees shall apply the funds and properties of the trust (corpus and income inclusive) solely for all or any of the objects for which this trust is established and no portion of it shall be utilised for payment to trustees by way of profit, dividend etc. Subject to as aforesaid, the trustees shall have absolute discretion in the matters of the management of the funds, properties and affairs of the trust, in the matter of the exercise of the various powers confirmed on the trust and in the matter of regulating how much and to what particular purpose the funds and properties of the trust shall be applied from time to time. No action of the trustees shall be questioned or invalidated on the ground that the said powers and discretion have been exercised imprudently.

14. The benefit of the Trust/Institution shall be open to all irrespective caste, creed or religion.

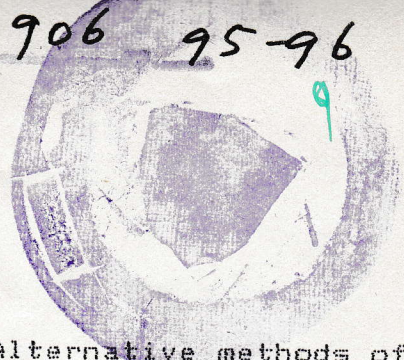
15. OBJECTS :

The Objects of the trust shall be that of a public charitable trust and it shall satisfy all requirements of section 11, 12 and 13 of the I.T. Act, 1961 (as amended from time to time). Subject to the generality of the foregoing, the objectives of the trust shall be:

*Vanaja Ramprasad
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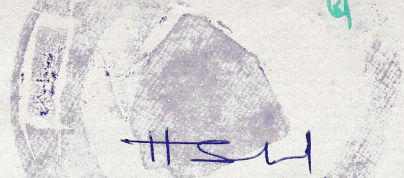


OBJECTIVES :

- a. To promote sustainable ways and Alternative methods of Conservation, Protection, Utilisation of natural resources.
 - b. To promote alternatives in health care systems.
 - c. To promote sound methods of soil and water conservation.
 - d. To promote scientific work/research studies and field based programmes for the above.
 - e. To organise lectures, workshops, Training Camps, Seminars and conferences on the above.
 - f. To establish and produce Agro and forest based products, handicrafts and other traditional items.
 - g. To network with other organisations with similar objectives.
 - h. To offer consultation to other organisations desirous of initiating similar programmes.
 - i. To publish books, periodicals, journals and produce Audio and Video materials to disseminate the findings.
 - j. To act in Advisory capacity to interested individuals, group and organisations.
 - k. The benefits of this trust shall ensure for the benefit of all citizens of India, irrespective of caste, creed, community or religion.
16. Without prejudice to the generality of the powers vested in the trustees and notwithstanding anything containing in the Indian Trust Act, 1982, but without repugnance and subject to the provisions of the Income Tax Act, 1961, the trustees have the following specific powers :
- a. To acquire by purchase, gift, grant, exchange, lease hire or otherwise, properties of all kinds including movable and/or immovable properties and to improve and add to the corpus of the trust subject to the terms and conditions, covenants contained therein.

*Vanaja Ramprasad
Deepa Shrivastava*

Secretary



- b. ~~To call, mortgage, lease out or give on license or otherwise alienate all or any of the properties of the trust at such times and for such consideration and terms as the trustees may deem fit.~~
- c. To invest the money of the trust in such investments as is permissible under the provisions of section 13 (1) (D) read together with section 11 (5) of the Income Tax Act, 1961 and the rules thereunder as they stand from time to time.
- d. To cancel, recall or vary all or any of the investments from time to time.
- e. To enter into agreements, contracts and to cancel or vary them.
- f. To receive any money and to grant receipts and discharge thereof.
- g. To institute, prosecute and defend all actions and proceedings including suits, appeals, reviews, revisions, executive and the like before the government, courts, tribunals, revenue, municipal and local authorities and taxation authorities and to represent the trust before them.
- h. To enter into any compromise and to refer matters to arbitration.
- i. To engage the service of any person/s upon such remuneration and terms as the trustees may deem fit, to take disciplinary action against them and also to terminate their services.
- j. To incur all costs and expenses considered by the trustee to be necessary for the due and efficient management of the affairs and properties of the trust.
- k. To open accounts in such banks as the trustees deem fit and to operate on all such accounts either jointly or severally.
- l. To borrow or otherwise raise any money with or without security and upon such terms and conditions as the trustees may deem fit from bank/s, financial institution/s and others.
- m. To delegate any person/s all or any of the foregoing powers confirmed on the trustees subject however, to their retaining the ultimate control and direction over the action and conduct of the delegate/s.

Vanaja Ramprasad
 Deepa Dhanraj

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- n. To transfer any funds or property of the trust to any other trust, the objects and purposes of such trust being similar to these presents and which is recognised u/s 80G of the Income Tax Act, 1961.
- o. To frame rules for proper administration of the trust in conformity with the above powers, to vary them to do all the acts or things, which are incidental, conducive and expedient to the attainment of the objects of the trust.
17. In the professed execution of the trust and powers thereof, the trustees shall not be liable for any loss to the trust arising by reason of any improper investment made in good faith or for the negligence or fraud of any agent employed by him or them, of any mistake or omission made in good faith by the trustees or any other matters or thing, except wilful and deliberate fraud on the part of the trustees, who are ought to be made liable.

The Trustees shall further and at all times be kept harmless and indemnified out of the assets of the trust against all actions, costs, liabilities and claims arising in respect of anything done by them in the course of their duties as trustees.

18. BOARD MEETINGS AND DECISIONS:

- (a) The Trustees shall hold their meetings at such intervals as may be necessary. The quorum for a meeting of the Board shall be two.
- (b) Seven days clear notice shall be given of meetings of the Board of Trustees and notice of the meetings shall ordinarily be accompanied by a copy of Agenda.
- (c) The Trustees shall appoint one of them to be the Chairman who shall preside at every meeting of the Trustees. If the Chairman is not present at any meeting the Trustees shall elect one of them present at the meeting to be the Chair. In case, any vacancy arises in the office of the Chairman, the same shall be filled in by the Trustees.
- (d) A matter may be decided by the Trustees either at a meeting or by a resolution by circulation.
- (e) All decisions of the Trustees shall be taken by a simple majority of the Trustees present and voting. In case of difference of opinion arising among the

Vanaja Rampersad
Deepa Shanoo

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Trustees and in all matters wherein the Trustees shall have a discretionary power, the votes of the majority of the Trustees for the time being voting in the matter shall prevail and be binding on the minority as well as on those Trustees who have not voted, and if the Trustees shall be equally divided in opinion, the matter shall be decided according to the casting of vote by the Chairman.

- 19. The Trustees shall be at liberty to allow and permit any other Trust or Institution to be amalgamated with the Trust created by these presents or any portion thereof with any other Trust or Institution having allied or kindred objects upon such terms as they may in their absolute discretion deem fit and proper.
- 20. In the event of dissolution or winding up of the trust, the assets remaining as on the date of dissolution shall under no circumstance be distributed amongst the Trustees/Members of the Managing committee/Members of the Governing Body, but the same shall be transferred to another charitable trust society, association or institution, whose objects are similar to those of this trust and the one which enjoys the recognition u/s 80-G of the Income Tax Act, 1961, as amended from time to time are applicable.
- 21. The Trustees reserve the power to modify or alter this deed so as to bring out the intention, should the same have not been expressed clearly and correctly in these presents, or so as to be in consonance with the Income Tax Act, 1961 as its stands amended from time to time with prior approval of the Commissioner of Income Tax. Such alteration or modification shall not be repugnant to the provisions of sections 2 (15), 11,12, 13 and 80-G of the Income Tax Act, 1961.

IN WITNESS WHEREOF, THE FOUNDER AND THE TRUSTEES HAVE SET THEIR HANDS HERETO, THE DAY, MONTH AND THE YEAR FIRST ABOVE WRITTEN.

WITNESSES & ADDRESSES :

1. *[Signature]* Praveen Kumar Agriv
 No. 315, 11 Floor, Gelli Apartment
 8th Block, Jagannagar, Bangalore - 70

Vanaja Kompharad
 FOUNDER

2. *T. C. Vinayak*
 K B Nagar Block 28

TRUSTEES
Deepa Dhanraj

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