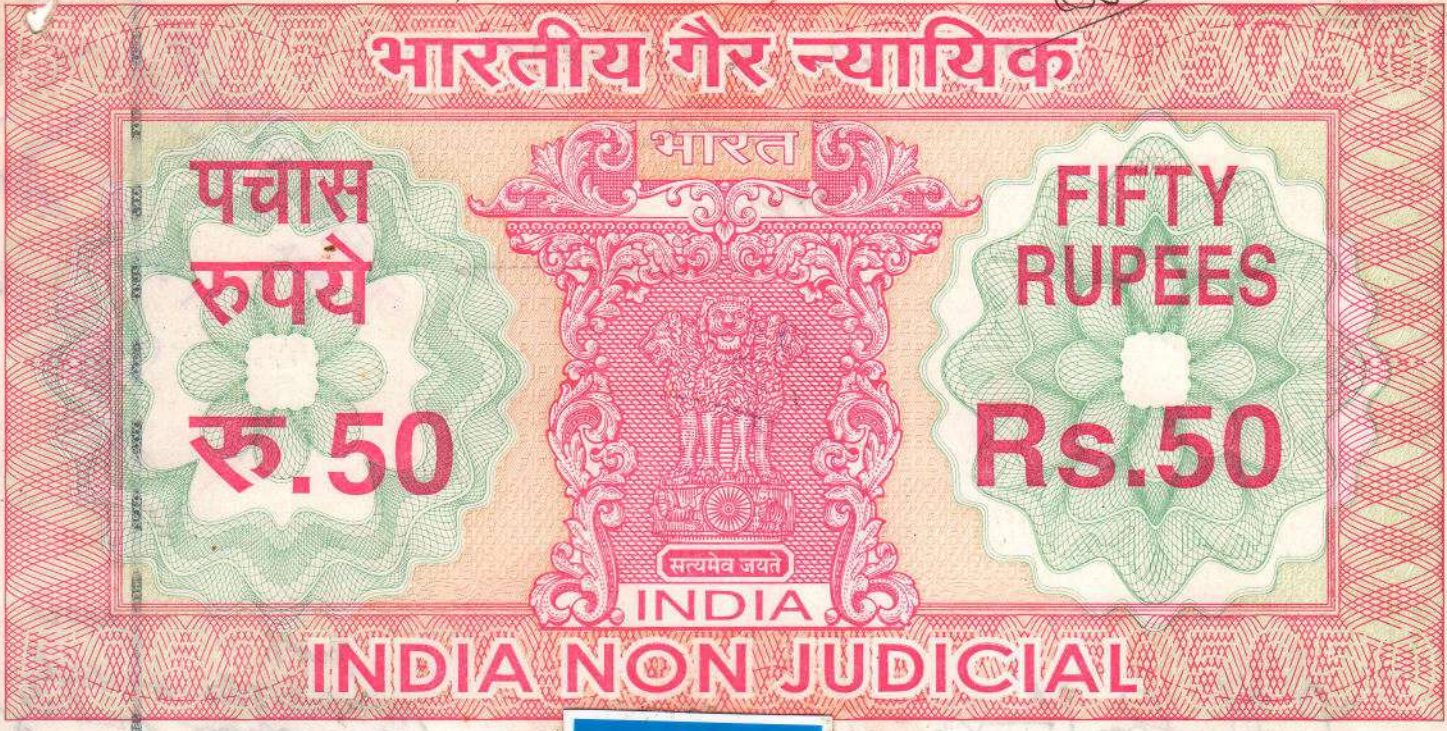


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normality
is affected
24/11/2008*

Hemant Singh

Handwritten notes and signatures in red ink, including a list of names and amounts:

<i>ABC</i>	<i>500</i>	<i> </i>
<i>ABC</i>	<i>20</i>	<i> </i>
<i>ABC</i>	<i>60</i>	<i> </i>
<i>ABC</i>	<i>4</i>	<i> </i>

Signature

Handwritten notes and a purple stamp:

by

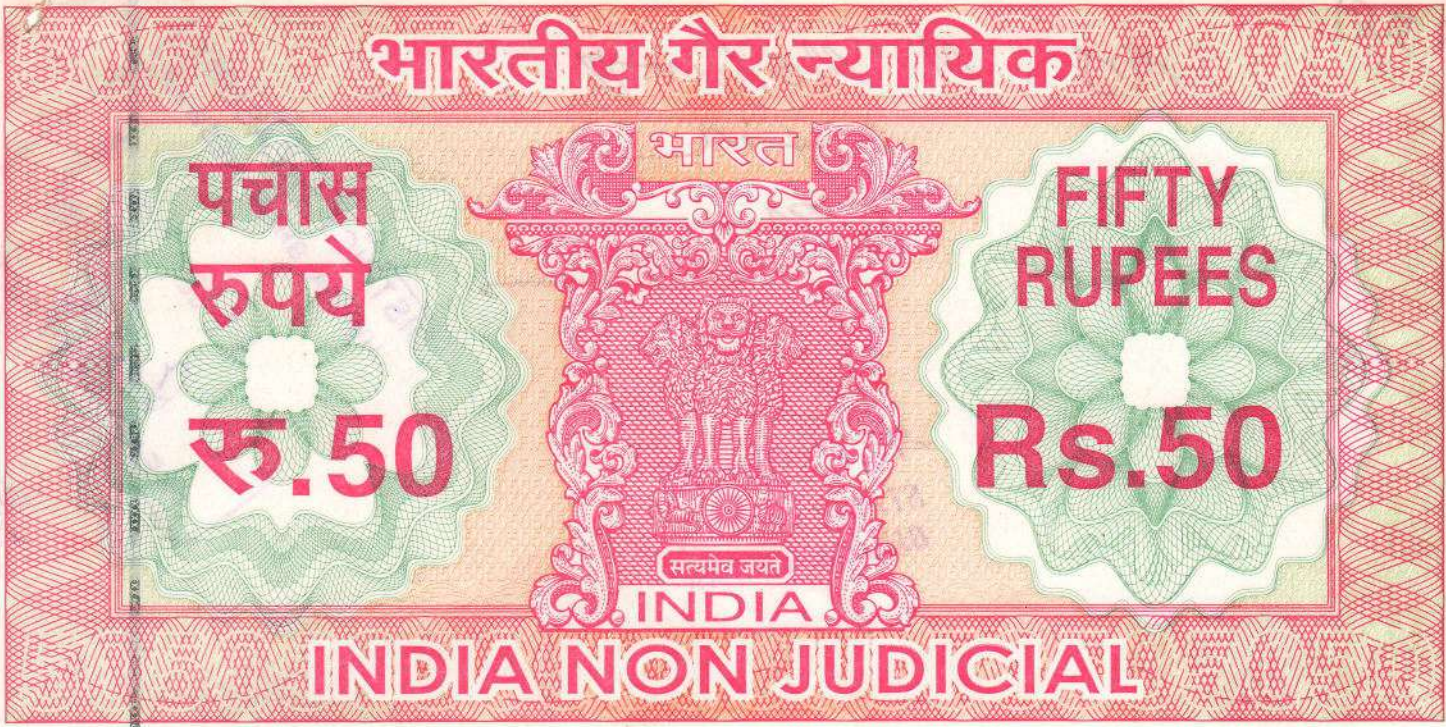
Stamp: THE INDIAN STATES (MERCANTILE PAPER) ACT, 1938, Schedule I, Part II, Sub-section (1), Item 10, as amended.

INSTRUMENT OF TRUST/TRUST DEED
OF
URBAN AND DEVELOPMENT RESOURCE CENTRE
(UDRC, in Short)

THIS DEED OF TRUST EXECUTED ON 24TH THE DAY OF NOVEMBER, 2008 AS PER THE INDIAN TRUSTS ACT, 1882, HEREINAFTER REFERRED TO AS "THE ACT".

1001

*Registered On
24.11.08*



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BETWEEN

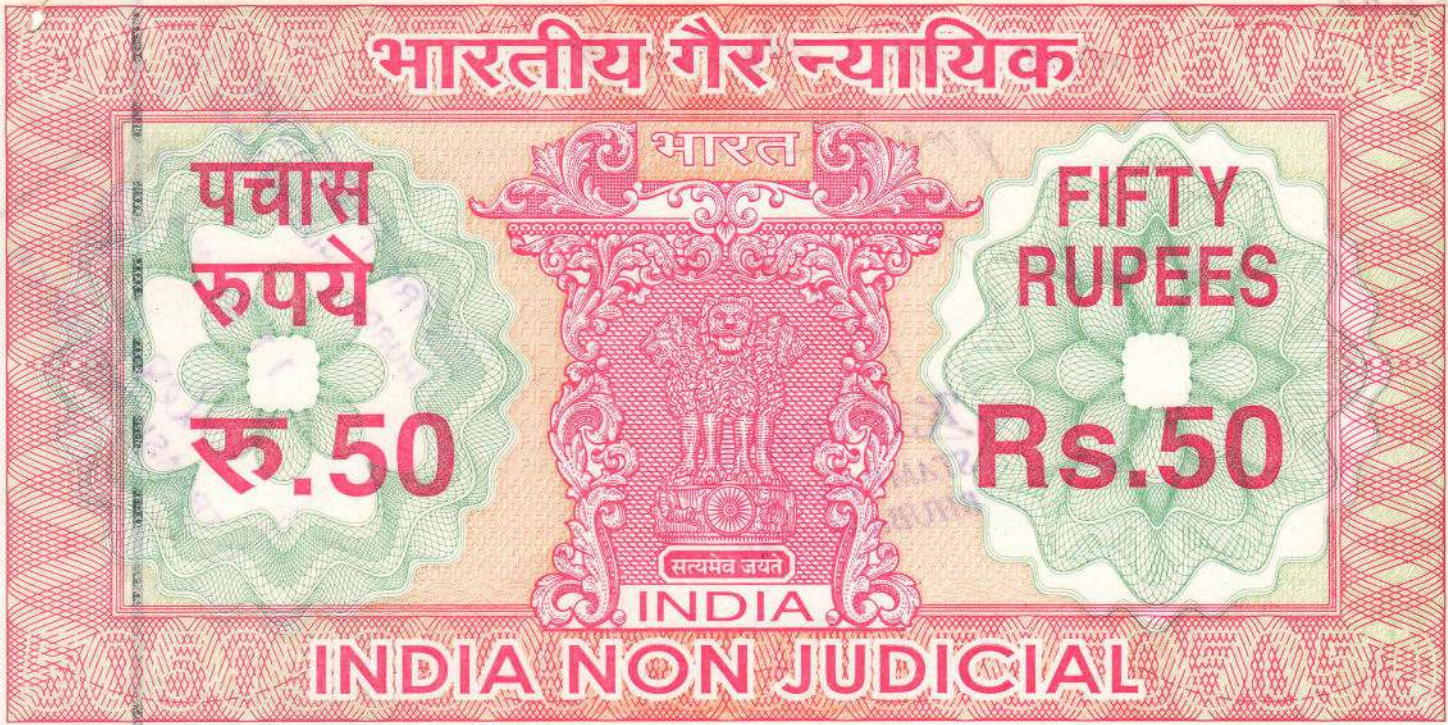
Mrs. MONALISA MOHANTY, aged about 43 years, D/o Sri Brajeswar Mohanty, resident of AS-14, Mahabinayak Puram, Patia College Road, KIIT, P.S. Chandrasekharapur, Bhubaneswar, Dist. Khurda (herereinafter called the SETTLER- which expressions shall, unless it be repugnant to the subject or context thereof, mean and include the survivor or survivors of the TRUSTEE and all such persons as are or may be duly appointed as TRUSTEES under THESE PRESENTS)

AND

1. Ms. ANINDITA DAS, aged about 42 years, D/o Mr. J.K.Das, resident of D-31, B.J.B.Nagar, Bhubaneswar, Dist. Khurda, Orissa.
2. Sri BIRANCHI UPADHYAYA aged about 45 years, Son of Sri Narahari Upadhyaya resident of Plot No. 424, Sahidnagar, Bhubaneswar, Dist. Khurda, Orissa.

[Handwritten signature]

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Anindita Das
Hemanta Kumar Nayak



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WHEREAS in pursuance of agreement among TRUSTEES, a consensus emerged for the need of:

- Promoting harmonious renaissance of ideas through simple technological and sustainable initiatives in relatively backward and underdeveloped regions,
- Enhancing capacities of local development groups, federations, organizations for such initiatives,
- Institutionalizing micro finance initiatives and innovations for development of livelihood securities of the poor house hold,
- Enhancing capacities of Self Help promoting (SHPIs) /Development organizations for such initiatives and federating them to function as primary partners with other stake holders.
- Promoting network of such development institutions and organizations for greater effectiveness and wider outreach.

AND WHEREAS the SETTLER representing the various Trustees with a view to channeling such an effort considered it desirable to continue the trust permanently an irrevocable trust for promoting development initiatives, ground level capacities and establishing support services, with particular regard to the needs of poor, the declaration of trust should be made in the manner set out hereunder.

H. O. N.
H. O. N.
Abhaya Prasad Das
Hemanta Kumar Nayak



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AND WHEREAS donation amounting Rs.1,001.00 (Rupees One thousand one) only has been received from the SETTLER for the above purposes and further funds are being and will be collected to the Trust funds.

AND WHEREAS, the Trustees hereby declare that the said funds and all further funds, loans, borrowings, donations and contributions in any shape or form to the said funds from time to time and the rents, profits and income thereof and the stocks, funds, properties and securities for the time being representing the same shall be held upon the trust for the objects and purposes and subject to the powers and provisions hereinafter mentioned.

Now this declaration WITNESSED AND IT IS HEREBY AGREED AND DECLARED AS FOLLOWS:

1. **NAME:** Trust hereby constituted, as irrevocable Public Charitable Trust and it shall be more precisely known as "URBAN AND DEVELOPMENT RESOURCE CENTRE (UDRC)".
2. **REGISTERED OFFICE:** The Registered office of the Trust will be located at AS-14, Mahabinayak Puram, Patia College Road, Po. KIIT, P.S. Chandrasekharpur, Bhubaneswar-751 024 in the district of Khurda of Orissa State, part of the Republic of India.

Hemanta Kumar Nayak
Pohajirali Des



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3. AIMS AND OBJECTIVES:

The following would be the aims and objectives of the Trust:

- a) Promote the social, economic and cultural development of the underprivileged in urban and rural India.
- b) Empower people so as to enable them to achieve their social and economic development through their own institution/network building processes to address poverty issues in the communities.
- c) Empower women through their capacity building, through networking and other such community based initiatives and activities like savings, surveys, exchanges, exposures, housing and sanitation and other initiatives and thus to enable them to utilize community and outside resources to fulfill their needs and promote development.
- d) Train, sensitize and mobilize community based organizations and other social organizations so as to be able to bridge the gap between research and development.
- e) Establish the institutional frame work for being able to work in partnership with the Government community based organization, women groups and other stake holders in the process.
- f) To prepare institutional frame-works for pressure building through grass-root level mobilization capacity building and movements for the proper implementation of the pro-poor policies and influence such policies.

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Bhagirathi Das
Hemanta Kumar Nayak



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- g) Organize seminars, workshops and meetings for knowledge sharing and dissemination through the mass media and through training mediums.
- h) Conduct studies, research and to work in alliance with credible institutions.
- i) Focus on issues like water, sanitation, education, health, housing, livelihood, and other basic facility and right issues for the poor.
- j) Work with and support similar working groups, NGOs and community-based institutions.
- k) Institutionalize savings, micro finance initiatives and innovations for development of livelihood securities of the poor household.
- l) Promote network of such development institutions and organizations for greater effectiveness and wider reach,
- m) Be a non-profit making as well as non-political set up, in the nature,
- n) Ensure that no activity of the trust reeks of any discrimination towards any one on the grounds of religion, caste, creed or sex.

4. COMPOSITION OF THE TRUST:

The trust shall consist of 3 number of trustees, initially the Settler/Author, Ms. Monalisa Mohanty, being one of them. The Trust having been founded, all the trustees shall have equal rights and powers in the Trust. The trustees together would form the "Board of Trustees". The trustees shall

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elect one from among them as the Managing Trustee and another from among them as the Chairman/Chairperson of the Trust for as long as the Board of

Trustees require them to continue or so long as the so elected/selected Managing Trustee and Chair Person of this deed to perform the duties and functions of the Managing Trustees and the Chair Person respectively as envisaged in the following clauses.

5. **MANAGEMENT OF FUNDS:**

- i. All activities financed from the Trust Funds shall be conducted in accordance with the ideals and objects as stated herein and no discrimination shall be permitted on the grounds of religion, caste, creed or sex provided that any donation earmarked and accepted for any specific purposes falling within the objects mentioned in THESE PRESENTS SHALL BE USED for such specific purposes.
- ii. The trustees shall out of income of the Trust funds pay in the first instance all costs, charges and expenses of and incidental to the administration of the Trust an the management of the Trust funds and utilize the net income for such public charitable object or objects or public charitable purpose and purposes mentioned above.
- iii. PROVTDDED HOWEVER That the Trustees shall have the power to accumulate the net income of the Trust funds or any part thereof for such period or periods as



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they may think fit and accumulations at any subsequent time or times for all any of the object or purposes aforesaid.

- iv. PROVIDED FURTHER That the Trustees shall also have the powers to have recourse to and utilize the whole or any part of the corpus of Trust funds for all or any of the charitable objects or purpose or purposes aforesaid in such manner and at such time and in such proportion as the Trustees may their discretion think fit.
- v. The Trust shall be at liberty its discretion to accept any contribution or donation, loans & borrowings to the Trust funds from any persons or agencies to be held for the purposes of this Trust in any form (Cash, shares, stocks, loan, land & buildings, technical know how, rights, patents, animals, equipment etc.) but subject to the condition that the contributors or subscribers other than Trustees shall not be entitled to participate in or have any voice or control in the management or administration of the trust of these presents or the application of such contributions or donations and the Trustees shall hold the same upon the same Trust and subject to the same powers, provisions and stipulations as are herein contained.
- vi. The Trust shall also be entitled to give loans or grants or both to any body on any terms and conditions so however that the provision of such loans are in consonance with achieving any objects of the Trust.
- vii. Similarly the Trust shall also be at liberty to accept or obtain loans from any source4s including from financial institutions in India and abroad, international

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developmental organizations etc. in performance of its objects at such terms as they may deem fit.

6. INVESTMENT OF TRUST FUNDS:

- a) The Trustees shall be at liberty to sell and realize any part of the Trust Funds not consisting of moneys and invest the sale proceeds there of and or any other money forming part of the Trust funds in any of the investments hereinafter mentioned and to vary or transpose any such investments for or into others hereinafter mentioned as they may from time to time think fit.
- b) The Trustees shall be entitled to and are hereby expressly authorized to invest the Trust funds or any other moneys subject to the Trust of these presents in any securities or investments authorised by law such as the Income Tax Act, 1961 and Indian Trust Act, 1885 for the investment of the Trust funds and in particular, though however, no such investments shall be made, which may otherwise affect, hamper the activities of the Trust or in carrying out the objects of the Trust.
- c) No portion of the income and property of the Trust shall be paid or transferred, directly or indirectly by way of dividends, bonus, profits or otherwise to any

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Pragya Das
Hemanta Kumar Nayak



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persons who at any time are or have been members of the Trust or to any one claiming through them.

- d) PROVIDED THAT nothing herein contained shall prevent the payment in good faith, of fees, honoraria, perquisites, facilities of any nature whatsoever to the Officers and employees as the Trustees think fit in return for any services rendered to the Trust.

7. CONSTITUTION FUNCTIONS AND POWERS OF BOARD OF TRUSTEES:

- I. The total number of Trustees shall be minimum three and maximum eleven.
- II. The following shall be the First Trustees and shall hold office for the initial period of five years and shall eligible for reappointment. At present the following Trustees shall hold office as mentioned below:
 - i. Mrs. Monalisa Mohanty ... Chair Person.
 - ii. Mrs. Anindita Das ...Managing Trustee.
 - iii. Mr. Biranchi Upadhyaya ... Trustee.
- III. All the above Trustees shall together form the Board of Trustees and shall together govern the affairs and funds of the Trust in terms of this Settlement.



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- IV. The Trustees shall elect among themselves one as Chair Person, who Will preside and conduct all the meetings of the Board of Trustees.
- V. Subject to provision referred above the Trustees shall be entitled to appoint any additional Trustee or Trustees. This may include appointment of noted public men/women, representatives of staff/employees, community leaders in the project area chosen by the Board, as honorary Trustees without voting power and without voting power to participate in the management of funds of the Trust. Such Trustees shall not be counted for the purposes of constitution of Board of Trustees. In tune with the objects and coverage of the Trust, any national can be appointed as Trustee and a nominee of another Trust, Society, Private Sector Undertaking, Government agency can also be appointed as Trustee in his/her individual capacity.
- VI. Subject to provisions and often as any of the Trustees hereby appointed or any future Trustees or Trustee of the presents shall die or desire to retire from or refuse or become unfit or incapable to act in the Trust of these presents, it shall be lawful for the surviving or continuing Trustees or Trustee for the time being of the Trust Funds to appoint any other person or persons to be Trustee or Trustees in place of the Trustee or Trustees so dying or desiring to retire or refusing or becoming unfit or incapable to act as aforesaid.

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H. G.

Pragya Des



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- VII. It shall be lawful for the Trustees to appoint any such Trustee as Managing Trustee for such period and with such power, as the Trustees may think fit.
- VIII. The Managing Trustees shall be in charge of the day-to-day administration of the Trust, management of funds, implementation of programmes, maintenance of account books, records and minutes of the meeting of the Trustees and generally in charge of the Trust operations subject to the Superintendence and control of the Board of Trustees.
- IX. The Managing Trustees in consultation with Trustees shall be entitled to appoint any Manager, Secretary, Assistant, Consultant or other employee or employees or Attorneys (by requisite Power of Attorney) as they may consider necessary or expedient on such remuneration and on such terms as they may think fit.
8. MEETINGS AND PROCEEDINGS OF THE TRUSTEES:
- (a) The Trustees may meet as often as they think, but shall meet at least once a year to review the activities of the Trust.
- (b) The quorum to all meeting shall consist of at least one third of total number of Trustees. However, a quorum can not be complete without the Chair Person and one other Trustee. No business shall be transacted at any meeting unless a quorum is present. The proceedings of the



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meeting shall be recorded and signed in the next meeting or earlier, the same shall be final. The signature of the Chair person of the Trust will evidence this.

- © If any different of opinion shall arise among the Trustees as to the execution of the trusts thereof or in excess of powers, authorities and discretion herein contained in any other matter arising out of or in relation to the trusts hereby declared the same shall be settled and disposed off in accordance with the opinion of the majority of the Trustees. The opinion of majority of the Trustees shall be final and conclusive and binding on all the Trustees. However, in the event of the Trustees being equally divided the Chair person of the Board shall have a casting vote in addition to his/her own.

9. DISQUALIFICATION OF THE TRUSTEESHIP:

The other Trustees may remove any Trustee who has not been attending consecutive two meeting of the Trust without the consent of the Trustees and does not participate in the activities of the Trust from the Trusteeship.

The Trustees shall be respectively chargeable only for such moneys and securities as they shall respectively actually receive notwithstanding their respectively signing any receipt for the sake of conformity and shall respectively be answerable and responsible only for their own respective acts,



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receipts and not those of each other not for any banker or other person with whom or into whose hands any trust moneys or securities shall be deposited nor for the insufficiency in the title or deficiency in value of any investments nor

for any other loss unless the same shall happen through their own willful default respectively.

A Trustee shall cease to be a Trustee on his/her death, or if he/she becomes bankrupt or he/she acts against the just interests of the trust or in case of a trustee appointed for a specified term/tenure, when his/her term/tenure expires. At any point of time a trustee can be removed by the Board of Trustees passing a vote with two third majorities at least to that effect.

10. REMUNERATION AND REIMBURSEMENT OF EXPENSES TO TRUSTEES:

The Trustee may reimburse and pay and discharge out of the Trust Funds all expenses incurred by them in or about the execution of the trusts of powers of these presents.



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11. ADVISORY BOARD AND COMMITTEE IN OPERATIONS:

For proper and efficient administration the Trust and for the furtherance of the objects of the Trust, the trustees can adopt in combination or independent basis of following operationalisation modes.

- a) The Trustees may appoint or have a panel of experts, consultants and advisors, and secure their services and advice to further the objects of the Trust and incur necessary expenditure there of or to be invitees to proceedings of Trust meetings.
- b) The Board of Trustees may appoint Committee or Committees and entrust with them the power to execute or administer the projects undertaken by the Board while carrying out the objects of the Trust and incur necessary expenses there for.
- c) The Board of Trustee can appoint an Executive Director/Programme Coordinators to ensure proper decentralized system of decision making, functioning and accountability and who could be invitee in the Trust meetings.

12. ACCOUNTS AND AUDIT:

- A. The Trust shall maintain a true and correct account of all income, expenditure, assets and liabilities of the Trust. The Cash and bank transactions and all the



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- financial transactions of the Trust shall be recorded and maintained in accordance with normally accepted accounting principles. The Trust could open and operate one or more bank accounts in any part of India. The withdrawal of amount shall be done by any two Managing Trustees.
- B. The Managing Trustee shall be responsible for maintenance of such accounts and audit thereof. At least once in a year, the account shall be made up and audited. The Managing Trustee shall have the accounts prepared, audited and shall present these to the Board of Trustees within three months from the end of the accounting year.
- C. An independent qualified Auditor/Audit firm shall be appointed by the Trustees for a specific term, renewable at the pleasure of the Trustees, and it shall be the duty of the auditor(s) to report on the accounts and affairs of the trust in the following manner:
- Whether the accounts have been properly maintained.
 - Whether the accounts reflect the true and fair view of the financial transactions of the Trust.
 - Whether proper accounting practices have been followed.
 - Whether any personal expenses of Trustees have been charged to the funds of the Trust.



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- D. The Trustees shall have the right to access at all reasonable times to the books of accounts and vouchers of the Trust.
- E. In the event of a vacancy arising in the post, the Board of Trustees shall appoint a competent person for the post.

13. POWER TO DETERMINE ALL QUESTIONS OF DOUBTS OR DIFFICULTY:

It shall be lawful for the Board of Trustees to settle and determine all matters of interpretation of these presents as well as matters of difficulty, doubts or disputes and all questions arising in the course or incidental to the administration, management and execution of these trusts and powers of THESE PRESENTS and any such settlement or determination (although the question involved may not have been actually raised) shall be valid, binding and conclusive and shall not be objected or re-opened upon any ground whatsoever.

14. BYE-LAWS, ADMINISTRATIVE RULES ETC:

In order to function efficiently and to perform its functions the Board of Trustees may from time to time make such bye-laws, administrative rules etc. It shall have powers to amend repeal and modify its bye-laws, as it may deem fit. The matters generally covered by such bye laws will be in respect of



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management of properties funds affairs and work of the activities undertaken, salaries and benefits for the staff, conditions and procedures for the election and nomination of regular as well honorary trustees as the case may be. Procedures for convening and conduct of meetings of the Board of the Trustees or its sub committees etc.

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15. AMENDMENT OF THE CONSTITUTION OF THE TRUST, DISSOLUTION AND MERGER:

With a resolution of only two-thirds majority of the Board of Trustees the following matters shall be effective and the trustees shall have the powers to do the following acts:

- Any clause of the Trust Deed can be amended (including the name of the Trust) so far as it does not affect the spirit behind for the conduct and management of the Trust.
- Any other Trust with similar object can be merged with this Trust provided the merger does not affect the activities of this trust financially or otherwise.
- If found to be not viable or impossible to manage the funds, properties or activities, this Trust can be merged with any other Trust, Institution etc. so long as the main object of the other Trust is similar to this one.

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- d) The Trust also can be dissolved by two-third majority and after meeting its liabilities the balance of properties, funds etc. shall be transferred to another trust, society or institution with similar objects.

16. IRREVOCABILITY OF TRUST:

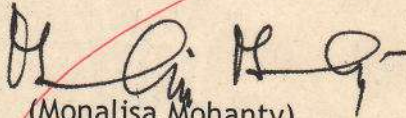
The Trust is irrevocable and in any case whether on merger or dissolution no part of the funds, properties shall be distributed among the Trustees or to the Settler.

The Trust shall function within the provisions of this deed of trust and entirely by the provisions of the Indian Trusts Act, 1882, as amended from time to time.

IN WITNESS WHEREOF the Trustees of the Trust set his hand on this the day, month and year first above written in presence of following witnesses.

WITNESSES.:

1. Bhagirathi Das
At Patasari Pur
P.S. Pipili, Dist - Puri
24.11.08
2. Hemanta Kumar Nayen
870 i Natabar Nayen
Ullipo - Ganeswar Pur
P.S - Gop Dist - Puri


(Monalisa Mohanty)
SETTLER.

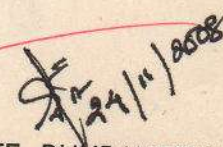



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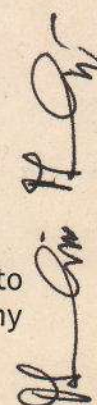
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CERTIFICATE

Certified that the contents of this Deed of Trust has been drafted and typed to my dictation as per instruction of executant and she being satisfied, signed in my presence.


24/11/2008
ADVOCATE, BHUBANESWAR.

Typed by me,

(B. Das)
Prof. Typist,
BBSR Court.


Bhadrachari Das
Hemanta Kumar