

Sa-Dhan

12th Annual General Body Meeting

Date: 31st August 2010

Time: 9:30 AM

Venue: The Capitol, Raj Bhavan Road, Bangalore - 560 001

Background Note on Items in the Agenda

ITEM No 1

Welcome address by the Chair

ITEM No 2

Welcoming New Members

The following 32 members have joined Sa-Dhan after the Extra-ordinary General Body Meeting held on 25.10.2009

S.N	ANDHRA PRADESH	
1.	Mr. B. Umamaheswara Rao Chief Executive Officer Indur Intideepam MACS Federation Ltd. 5-67, P&O- Dharmaram (B), Mandal Dichpally, Nizamabad, Andhra Pradesh- 503230	Ph: 08461-245025, 9848049825 Fax: 245725 E mail: indmacsfed@yahoo.com ASSOCIATE MEMBER – Jan, 2010 (Cooperative+MFI)
2.	Mrs. V. Prema Jyothi CEO Ashajyothi Mahilabyudaya Society 69-27-03, Gandhipuram-04 Lalacheruvu, Rajahmundry Dist- East Godavari Andhra Pradesh	Ph: 0883-6452574, 09908656363 E mail: ashajyothimfi@gmail.com ASSOCIATE MEMBER – Jan, 2010 (Society+MFI)
	ASSAM	
3.	Pratim Challeng President Global Welfare Society, GLOWS 2nd floor, Dewan Market, Opp. ESIC office, Bamunimaidan, Guwahati, Kamrup, Assam- 781021	Ph: 09957194665 E mail: glows_ghy@yahoo.co.in ASSOCIATE MEMBER – Jan, 2010 (Society+ MFI)
4.	Mr. Hiren Kalita Secretary Ajagar Social Circle Agia, Goalpara, Assam- 783120	Ph: 03663-285078, 9435725238 Fax: 285084 E mail: ajagarsocialcircle@yahoo.co.in ASSOCIATE MEMBER – Feb, 2010 (Society+ MFI)

BIHAR		
5.	<p>Mr. R.R. Kalyan CEO Centre For Development Orientation & Training (CDOT) 607, Verma Boring Road Crossing Patna -800001</p>	<p>Ph & Fax:0612-2540407 Email: kalyan.rr@gmail.com Website: www.cdotbihar.org</p> <p>ASSOCIATE MEMBER – Aug, 2010 (Society+ MFI)</p>
DELHI		
6.	<p>Mr. Ajaya Mohapatra Chief Executive Officer We the People 102, D-211, Laxmansingh Complex-I Munirka, New Delhi-110067</p>	<p>Ph: 011-46028268, 9868603130 E mail: thepeople.we@gmail.com, ajayamohapatra@wethepeople.co.in</p> <p>ASSOCIATE MEMBER - Jan, 10 (Society+MFI)</p>
7.	<p>Mr. Kultar Singh CEO Sambodhi Research & Communications Pvt. Ltd. O-2, Second Floor, Lajpat Nagar Part-II New Delhi- 110024</p>	<p>Ph. 91-011-40560734, 65492502 Fax: 41724371 Email: contact@sambodhi.co.in, aparupa@sambodhi.co.in</p> <p>ASSOCIATE MEMBER - Jan, 10 (Company+CBP)</p>
8.	<p>Mr. Gobinda Banerjee CEO Punjab National Bank Priority Sector & Lead Bank division (Agri-Business Cell) Head Office ,Atma Ram House 1,Tolstoy Marg, New Delhi-110001</p>	<p>Ph: 011-23311998,23314402, 23314412, 23318130, 26102303 (N.K.Roy)Fax: 011-23359558 Email: pnbagrribiz@pnb.co.in</p> <p>ASSOCIATE MEMBER - June, 10 (Bank)</p>
GUJARAT		
9.	<p>Ms. Vijyalakshmi Das CEO Ananya Finance For Inclusive Growth Pvt.Ltd. 401,Shaan,Nr.Sakar 4,Opp. M.J Library, Ashram Road, City/Town:Ahmedabad-380006</p>	<p>Ph: 079-40069381,40069380; Mob: 9824012209 Fax: 079-40069382 Email: admin@ananyafinance.com Website: www.anayafinance.com</p> <p>ASSOCIATE MEMBER - Aug, 10 (NBFC)</p>
HARYANA		

10.	Mr. Deepak Alok Director Prime M2i Consulting Pvt. Ltd. 206 A, Sushant Towers, Sushant Lok II, Sector 56, Gurgaon- 122003, Haryana	Tel: 0124- 4234655, 9350582861 E mail: deepak.alok@m2iconsulting.com , Website: www.m2iconsulting.com , www.m2itrainings.com ASSOCIATE MEMBER – Jan, 2010 (Company+ CBP)
11.	Mr. Neeraj Sehgal CEO S. V. Creditline (P) Ltd. 10th Floor , Tower 'D' , Global Business Park M. G Road,Gurgaon Haryana-122002	Ph: 0124-4679000; Fax:0124-4679090 Mob: 9711147599,9650877225 Email: rakesh.dubey@svcl.in ASSOCIATE MEMBER – Aug 2010 (NBFC)
KARNATAKA		
12.	Ms. Anna Somos Krishnan Executive Director Planet Finance India 12/1 2 nd floor, Haudin road Ulsoor, Bangalore- 560042	Ph: 0804-2066181, 2066182, 9901764153 Fax: 2066181 E mail: contactindia@planetfinance.org , asomos@planetfinance.org Web: www.planetfinancegroup.org ASSOCIATE MEMBER – Jan, 2010 (Trust+CBP)

13.	Mr. R. Srinivasan CEO Janalakshmi Financial Services Pvt. Ltd. Ist Floor ,UNI Building Thimmaiah Road Vasanth Nagar Banglore -560052.	Ph: 080- 42595700 Fax: 080- 41525770 Email: srinivasan@janalakshmi.com hetal.saldu@janalakshmi.com Website: www.janalakshmi.com ASSOCIATE MEMBER – June, 2010 (NBFC)
MAHARASHTRA		
14.	Ms. Veena Mankar Managing Director SWADHAAR Finserve Private Limited 5/39, Shree Om Co-op Housing Society, Anand Nagar LIG Nehru Road Santacruz (East) Mumbai, 400055,	Ph: 022- 26138719 E mail: mmasurkar@swadhaar.com , amundhra@swadhaar.com ASSOCIATE MEMBER – Jan, 2010 (NBFC)
15.	Mr. Royston Braganza CEO Grameen Capital India Ltd. 402, 5 th floor, 36 Turner road, Bandra (W)Mumbai- 400050, Maharashtra	Ph: 022 66752992, 66752993, 9821069693 Fax: 40945666 E mail: royston.braganza@grameencapital.in , shannon.almeida@grameencapital.in Web: www.grameencapital.in ASSOCIATE MEMBER – Jan, 2010 (Company+ CBP)

16.	Ms. Aparajita Agrawal Vice President Intellectual Capital Advisory Services Pvt. Ltd. , INTELLECAP 512 Palmspring, Link Road, Besides D-Mart, Malad West, Mumbai-400064	Ph: 022 40359222, 9820796991 Fax: 40359207 E mail: aparajita@intellecap.net Website: www.intellecap.com ASSOCIATE MEMBER – Jan, 2010 (Company+ CBP)
17.	Mr. Sanjay Kher National Sales Manager- Special Products SME Rating Agency of India Ltd. Seagull House, 1 st floor, Plot No. 06, Shivaji Colony, Chakala, Andheri –East Mumbai- 400099	Ph: 022-67141144/45, 9819136541 E mail: sanjay.kher@smera.in , info@smera.in Website: www.smera.in ASSOCIATE MEMBER – Feb, 2010 (Company+ CBP)
18.	Mr. Utpal Isser DGM Micro Banking Group ICICI Bank Ltd ICICI Bank Towers, Bandra Kurla Complex, Bandra (East), Mumbai- 400051	Ph: 022-26537423, 0120-4061328, 9820112427 E mail: vaibhav.agarwal@icicibank.com , neha.sood@icicibank.com , utpal.isser@icicibank.com Web: www.icicibank.com ASSOCIATE MEMBER – Feb, 2010 (Bank)
MANIPUR		
19.	Mr. Lamkhomang Kipgen CEO WSDS- Institute of Innovative technology transfer and Environment GOLLUT GENS Post Box No. 58(HPO), New Lambulane, Imphal (East)- 795001	Ph: 0385-2442730, 9862008741 E mail: wds_imp@rediffmail.com , lam_mang2001@yahoo.com Website: www.wdsinitiate.org ASSOCIATE MEMBER – Jan, 2010 (Society+MFI)
ORISSA		
20.	Mr. Basant Kumar Jena Secretary PRAGATI Pragati Complex, College Square, Duttatota Puri-752001, Orissa	Ph: 06752-654188 E mail: pragati_ngo@yahoo.com , basanta64u@yahoo.co.in ASSOCIATE MEMBER – Jan, 2010 (Society+MFI)

21.	Mr. Kshetra Mohan Khuntia Chief Executive Organization for Development Coordination (ODC) 122, Kedar Gouri Vihar, Behind Mesco Tower, Bhubaneswar, Dist- Khurda-751014, Orissa	Ph: 09437963628 E mail: odcngo@gmail.com ASSOCIATE MEMBER – Jan, 2010 (Society+MFI)
RAJASTHAN		
22.	Mr. Sudhir Kumar CEO MITR City/Town -Alwar District -Alwar Rajasthan-301001	Mobile No. 919983305406 Email: mitr.alwar@gmail.com Website: www.mitrmicrofinance.org ASSOCIATE MEMBER – June,10 (Society+MFI)
23.	Ms. Richa Audichya CEO Jan Chetna Sansthan 1-C-40,Housing Board Colony, Akra Bhatta, Abu Road-307026 Dist. Sirohi(Raj.) India	Ph: 02974-220727 Tele/Fax: 02974-223782 Mob: 9829677557 Email: janachetna_89@sancharnet.in janchetnasansthan@gmail.com Website: www.janchetna.org ASSOCIATE MEMBER – Aug,10 (Society+MFI)
TAMIL NADU		
24.	Dr. C. Joslin Thambi Director Ravi Chandran, Gen. Manager. BWDA Finance Ltd (BFL) P. Box No-93, 858 East Pandy Road, Villupuram-605 602,	Tel: +91 4146-240683 / 243861, Fax: 04146-242815, Mob: 09994472128 Email: bwdavpm@yahoo.com , hobwda@gmail.com , bwdabranch@gmail.com ASSOCIATE MEMBER – Jan, 2010 (NBFC)
25.	Mr. P Pandian Director CDC Microfinance Pvt.Ltd (NBFC) Main Road (Near Ghat Road) Genguvarpatti, Theni Dt. Tamilnadu -625203	Tel: +91 4546-625203, Fax : 236538 Mob. 0-9443930183 Email: cdcpn@yahoo.com , cdcmfi@gmail.com , cdcpn@bsnl.in , cdcpn@sancharnet.in , www.cdccindia.org.in ASSOCIATE MEMBER – Jan, 2010 (NBFC)

26.	Mr. D. Selvam Founder Secretary Rural Education and Action Development (READ) 1926, Sakthi Vinayagar Street, Vilandai, Andimadam, Ariyalur- 621801,	Ph: 04331-242583, 9443147164 E mail: readselvam@gmail.com ASSOCIATE MEMBER – Jan, 2010 (Society+MFI)
UTTAR PRADESH		
27.	Ms. Mamta Mishra CEO Dristee Foundation Knowledge Boulenard Tower B, 8th floor Plot No: A-8A, Sector-62 Noida, Gutam Budh Nagar Uttar Pradesh, 201301	Ph: 0120-4661000,4661133 Fax: 0120-4661002;Mob: 9268573870 Email: info@drishteefoundation.org Website: www.drishteefoundation.org ASSOCIATE MEMBER – Aug, 2010 (Society+MFI)
WEST BENGAL		
28.	Ms. Sanghamitra Payra Secretary Tajpur Ma Saradamayee Nari Kalyan Samiti Vill- Jinandapur, P.O. Bhuniajibarh, Dist- Purba Medinipur-721423 West Bengal	Ph: 9434018845, 9932803394 E mail: m_bivas@yahoo.com , m_bivas@yahoo.co.in ASSOCIATE MEMBER Jan, 10 (Society+MFI)
29.	Ms. Pronoti Sadhank Secretary Parama Mahila Samity, Kamalpur, Purbanawapara, Nadia- 741501	Ph: 03473-326339, 9732208400 Email: paramamahila@yahoo.in ASSOCIATE MEMBER Jan, 10 (Society+MFI)
30.	Sk. Hasibur Rahman Secretary Ulkunda Tarun Seva Sangha Ulkunda, Talua, Burdwan, West Bengal- 713424	Ph: 03451-262794, 9434670016, 9732069640 E mail: utsevasangha@yahoo.co.in ASSOCIATE MEMBER Feb, 10 (Society+MFI)
31.	Mr. Pulak Kuamr Dey CEO Coochbehar Khagrabari Relief Services, KRS Vill- Khagrabari (Taltala), Post & Dist. - Coochbehar- 736101	Ph: 03582-250581, 09475513574 E mail: krs.bengal@gmail.com ASSOCIATE MEMBER Feb, 10 (Society+MFI)

32.	Mr.Animesh Naiyer CEO Dhosa Chandaneswar Bratyajana Samity Vill & Post- Dakshin Barasat,P.S-Jaynagar West Bengal Pin-743372	Ph: 03218-223642 , Fax: 03218-223642 Mobile: 9635345170 , 9593443448 Email: bratyajana@yahoo.co.in animesh.naiyer@gmail.com ASSOCIATE MEMBER June, 10 (Society+MFI)
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ITEM NO 3

Adoption of Minutes of Extra-Ordinary General Body Meeting held on 25.10.2009

The Minutes of Extra-ordinary General Body meeting was circulated among all members (Please refer to ANNEXURE 1). No amendments to the minutes have been received. The minutes may be considered for adoption.

ITEM NO 4

Adoption of Directors' Report for the financial year April 2009 to March 2010

The Report of Directors of Governing Board on the Activities of the Association for the period April 2009 to March 2010 is enclosed as ANNEXURE 2 for discussion and adoption.

ITEM NO 5

Adoption of Audited Accounts from April 2009 to March 2010

The audited Balance Sheet, Income and Expenditure statement and the Auditors Report for 09-10, which was discussed and adopted by the Governing Board of Sa-Dhan will be presented for discussion and formal adoption. (Will be send separately)

ITEM NO 6

Consideration and Approval of Appointment of Auditors for the year 2010-11

ITEM NO 7

Approval of Annual Programme and Budget 2010-11

The Annual Programme and Budget 2010-11 approved by the Governing Board/Executive Committee is enclosed as ANNEXURE 3

The programme for 2010-11 and projected budget thereof may be deliberated and adopted.

ITEM NO 8

a) Proposals for Amendments to the Rules 6.8 and 7.2 under the Memorandum of Association

Background

In the last few years the Indian Micro finance sector has witnessed tremendous growth. The growth has also brought in its wake, several challenges for the sector. Though the strides made by the sector have been applauded by all, in the recent past, the sector had to face some criticism from the regulators, the Government and some times even from the media. The criticism had been more pronounced in the States of Andhra Pradesh, Tamil Nadu and Karnataka. The issues raised are in relation to multiple lending leading to over-indebtedness, high interest rates on loans, lack of transparency, governance, recovery practices, client responsiveness etc

Proactively, towards promoting transparency in the sector Sa-Dhan initiated the publication of “Side by Side Report” in 2004 that was later divided into “Quick Data” and “Bharat Microfinance Report: Side by Side” based on un-audited and audit statements received from member MFIs as well as non-members. Subsequently, Sa-Dhan also initiated the process of development of “**Voluntary Code of Conduct**” for its members, that was finalized and published in January 2007 through a participatory process within the membership.

The Governing Board of Sa-Dhan has intensively deliberated on the recent developments pertaining to the sector such as the formation of “Sharma Committee” to specifically review the “**Priority Sector norms**”, and the briefings to Sa-Dhan in its meetings with the RBI. The Board of Sa-Dhan took serious notice of these developments, specially on the issues raised by the regulator on the practices of MFIs. Consequently, it has decided that Sa-Dhan must immediately initiate the process of refining the ‘**Code of Conduct**’ and implement it amongst its members through a more effective mechanism . During the last few months, the Governing Board of Sa-Dhan has been deeply involved in further refining the Code in the present context of the sector, as well as putting in place an effective framework and structure for its implementation.

The implementation process of the Code has provisions where violations could lead to expulsion of a member in an extreme case.. In this context, it is necessary to make appropriate changes in the existing Memorandum of Association of Sa-Dhan to accommodate provisions arising from the implementation process of the Code of Conduct.

Accordingly, the board of Sa-Dhan is recommending and placing this item before the AGM for Amendment to clause 6.8 that pertains to “**Expulsion of a member**” and clause 7.2 that pertains to “**Responsibilities**” of members in the Memorandum of Association.

Existing provision

6.8 Expulsion of a member

Grounds for expulsion:

‘A member who has acted in a manner injurious or inimical to the aims, objectives, interests or the reputation of the Association shall be liable for expulsion. Non-payment of fee within 3 months of its becoming due may be considered by the board as a ground for expulsion.’

Procedure for expulsion:

‘Any five members of the Association, of whom at least three are not on the Governing Board, may seek the expulsion of a member by writing to the Governing Board, specifying the name of the member to be expelled, and the acts of omission or commission of the member, which in their opinion justify the expulsion.’

The Governing Board, after such inquiry and deliberation as may be necessary and after giving opportunity in writing to the member to explain the alleged acts of misconduct, may expel the member from the Association, with a minimum of 2/3rd members in favour of such a decision, specifying the minimum period in years after which the member may be eligible for reapplying for membership.

Any member expelled from the Association shall be deemed to have agreed to the forfeiture of the membership fee. The expulsion shall be without prejudice to any liability or obligation incurred by the member on behalf of or to the Association.

In the case of non-payment of fees, the Board can consider the expulsion of defaulting member after the Association has served two notices on the defaulting member. ‘

Proposed Amendment

6.8 Expulsion of a member:

Grounds for expulsion:

‘A member who has acted in a manner injurious or inimical to the aims, objectives, interests or the reputation of the Association and more specifically related to non-adherence to the Code of Conduct of Sa-Dhan, non-reporting of financial and non-financial performance standards and such other data sought periodically from the members by the Association, indulging in acts of fraud, cheating and similar activities of criminal nature shall be liable for expulsion. Non-payment of fee within 3 months of its becoming due may be considered by the board as a ground for expulsion’.

Procedure for expulsion:

Act/Acts of a member which come/s under the ambit of the 'Grounds for expulsion' can be brought to the notice of the Association by a member or any other stakeholder in the sector or through reports in the media or by means of any other channel of communication. As soon as the act/s falling under the ambit of Grounds for Expulsion of a member comes to the notice of the Association, the Executive Director would immediately bring it to the notice of the office bearers of the Board of Sa-Dhan and the "**Membership Sub-committee**" of the board. The "Membership Sub-committee" would initiate a process of enquiry with the help of the Sa-Dhan Secretariat, that would involve collection of material facts regarding the alleged violation through engagement with the member concerned and other parties involved. The Membership Committee, after due consideration of the facts before it, shall place its recommendation to the Governing Board. The Governing Board, after careful consideration of the recommendations of the Membership Committee and material facts placed before it including the reply, if any, received from the member and after due deliberations shall take a decision in the matter.

If the board decides to take action against the member, , a show cause notice seeking explanation on the act/s and indicating why action including 'expulsion' should not be taken against it, would be issued to the Chief Executive Officer of the violating member organisation giving 15 day's time for reply

In case, the Chief Executive Officer fails to respond to the show cause notice within the stipulated time, , a second show cause notice would be sent to the Board of the violating member organisation giving 15 days' time

For expulsion of a member on grounds of non-adherence to the Code of Conduct of the Association, the enabling provisions in the Code of Conduct shall apply.

The Board after such inquiry and deliberation as may be necessary and after giving opportunity in writing to the member to explain the alleged acts of misconduct and after due consideration of the response, if any, received from the member, may expel the member from the Association, with a minimum of 2/3rd members in favour of such a decision, specifying the minimum period in years after which the member may be eligible for re-applying for membership.

Any member expelled from the Association shall be deemed to have agreed to the forfeiture of the membership fee or corpus contribution. The expulsion shall be without prejudice to the right of the Association to claim damages for any liability or obligation or loss of reputation caused by the member to the Association.

In the case of non-payment of fees, the Board can consider the expulsion of defaulting member after the Association has served two notices on the defaulting member subject to a minimum of 2/3rd members in favour of such a decision, specifying the minimum period in years after which the member may be eligible for re-applying for membership.

7.2 Responsibilities

- 7.2.1. Each member will attend the General Body meetings of the Association
- 7.2.2. If elected to the Governing Board, the member will ensure attendance in at least two out the three meetings of the Governing Board in a financial year.
- 7.2.3. Each member will participate in formulating the program of the Association and will contribute to the programs of the Association with their expertise and resources.
- 7.2.4. Primary members will ensure adherence to the standards of performance in the field of Community Development Finance as determined jointly by the Members of the Association. These standards shall be adopted by the Governing Board and given wide publicity. Adherence to these standards will constitute the basis to determine the member's eligibility for future renewal of membership of the Association. The Associate members will work towards complying with the standards. This will be an important criterion for applying for Primary membership.
- 7.2.5. Each member will contribute to supporting and encouraging the work of other community development finance institutions.
- 7.2.6. Should there an issue of dispute between the members, the members shall seek to first find recourse to the solution within the framework of the Association. This should be done by contacting the Executive Director who could then call the attention of the Board or another relevant body that might have been set up by the Board to deal with these issues.'

Proposed Amendment

7.2 Responsibilities

- 7.2.1. Each member will attend the General Body meetings of the Association
- 7.2.2. If elected to the Governing Board, the member will ensure attendance in at least two out the three meetings of the Governing Board in a financial year.
- 7.2.3. Each member will participate in formulating the program of the Association and will contribute to the programs of the Association with their expertise and resources.
- 7.2.4. Primary members will ensure adherence to **financial and non-financial** standards of performance in the field of Community Development Finance as determined jointly by the Members of the Association. These standards shall be adopted by the Governing Board and given wide publicity. Adherence to these standards will constitute the basis to determine the member's eligibility for future renewal of membership of the Association. The Associate members will work towards complying with the standards. This will be an important criterion for applying for Primary membership.
- 7.2.5. Each member will contribute to supporting and encouraging the work of other community development finance institutions.
- 7.2.6. Should there an issue of dispute between the members, the members shall seek to first find recourse to the solution within the framework of the Association. This should be done by

contacting the Executive Director who could then call the attention of the Board or another relevant body that might have been set up by the Board to deal with these issues.’

- 7.2.7. **Each member shall provide information on financial and non-financial performance standards and such other data sought periodically from the members by the Association**
- 7.2.8. **No member shall indulge in fraud or similar acts which are injurious or inimical to the aims, objectives, interests or the reputation of the Association as well as the Community Development Finance sector**
- 7.2.9. **Each member shall strictly and consistently adhere to the Code of Conduct adopted by Sa-Dhan and its spirit and furnish data sought by the Association on its implementation from time to time**

b) Proposals for Amendments to the Rules 9. And 9.1 under the Memorandum of Association

Background

As per the existing provisions, there are three “Independent Directors” under the “Observer” category in the Governing Board. Two of these positions are presently occupied by NABARD and SIDBI which represent the Apex Development Finance Institutions of the country. NABARD, which is regarded as the future regulator in the draft Microfinance bill and SIDBI which is a significant contributor to growth of the sector are considered as two important stakeholders of the Microfinance sector in India. NABARD and SIDBI are represented in the Board by their Chief General Manager (MCID) and Chief General Manager (SFMC) respectively. As and when these nominees from NABARD and SIDBI retire or get promoted, new persons occupying these positions in their respective organizations are again re-nominated to the Board of Sa-Dhan. There is a possibility that these changes happen before or after two years of tenure which is the normal tenure under clause 9 of the MOA. To provide continuity, the amendment below is recommended and proposed by the Governing Board so that The Chief General Manager, MICD, NABARD and the Chief General Manager, SFMC, SIDBI would be permanent ex-officio members in Governing Board of Sa-Dhan in the Observer category as Independent Directors without voting rights Also, in accordance to the proposal of amendment in clause 7.2 above, corresponding amendment is sought in clause 9.1 pertaining to eligibility criteria for election to the governing board to the AGM.

Existing provision

9. THE GOVERNING BOARD

‘The Governing Board shall comprise of a minimum of eight and a maximum of eleven members, including a Chairperson, a Co-Chair and a Treasurer. The Executive Director would be an additional ex-officio member, without voting rights. The Governing Board may co-opt up for two years up to two Associate members and three Observers, who may participate in the Governing Board proceedings, without a right to vote. The Annual General Body may also nominate a Chair Emeritus to the board.’

9.1 Eligibility Criteria for Election to the Governing Board:

‘The primary members shall be eligible for election to the Governing Board provided they adhere to the standards laid down under Clause 7.2.4.’

Proposed amendment

9. THE GOVERNING BOARD

‘The Governing Board shall comprise of a minimum of eight and a maximum of eleven members, including a Chairperson, a Co-Chair and a Treasurer. The Executive Director would be an additional ex-officio member, without voting rights. The Governing Board may co-opt up to two Associate members and three Observers, who may participate in the Governing Board proceedings, without a right to vote. Two of the three members under the “Observer” category would be ex-officio directors, one representing National Bank for Agriculture and Rural Development (NABARD) and the other Small Industries Development Bank of India (SIDBI) as “Institutions” under the “Observer” category, represented by a person not below the rank of “Chief General Manager” without voting rights. The Chair of Sa-Dhan can invite other similar entities to the board of Sa-Dhan in future. The normal term of the two Directors from Associate members and that of third Observer shall be two years subject to the proviso in para 9.3.3. The Annual General Body may also nominate a Chair Emeritus to the board.

Eligibility Criteria for Election to the Governing Board:

‘The primary members shall be eligible for election to the Governing Board provided they adhere to the standards laid down under Clause 7.2.4., 7.2.7, 7.2.8 and 7.2.9

ITEM NO 9

Implementation Process of Code of Conduct

ITEM NO 10

Election of Governing Board members

The list of Existing members in the governing Board is enclosed as **ANNEXURE 4**

The Term of the following Governing Board Members come to end in the present AGM as per clause 9.3.1 of the rules under the Memorandum of Association

List of Retiring Members of the Governing Board

Name of the Retiring Governing Board Member	Category
Ms. Jayshree Vyas, SEWA Bank	Primary, Direct
Mr. Girija Satish, Nav Bharat Jagriti Kendra (NBJK)	Primary, Direct
Mr. K. Paul Thomas, ESAF	Primary, Direct

The General Body may elect Alternate Directors in place of retiring members as provided in clause 6.1, 9, 9.1,9.2,and 9.3 of the Rules under Memorandum of Association

ITEM NO 11

Any Other Matter

ITEM NO 12

Summing Up by the Chair

ITEM NO 13

Vote of Thanks
