

**ANNEXURE –II A**

**NOMINATION FORM FOR ELECTION OF DIRECTOR  
ON THE CENTRAL BOARD OF STATE BANK OF INDIA**

With reference to the Notice dated 18.04.2020 issued by State Bank of India for election of director on the Central Board of the Bank, we, the undersigned, duly registered shareholders of the State Bank of India, in the Register of Shareholders of the Bank holding not less than 50 shares in our own right, either as sole holder or as first named holder when jointly held, for a minimum period of 3 months immediately preceding the scheduled date of the General Meeting (i.e.17.06.2020) and continue to be the shareholders in the above Register with minimum 50 shares as on date, as detailed in table (1) and (2) below and will continue to hold these shares to remain entitled to vote in the aforesaid General Meeting, do hereby nominate

Shri/Smt./Ms.....  
son/daughter/wife of Shri .....residing at  
.....  
....., as a candidate for being elected as a  
Director on the Central Board of the State Bank of India representing the shareholders of  
the Bank as provided in Section 19 (c) of the State Bank of India Act, 1955.

(1)	Name of the Shareholder:	
	No. of shares held as on 16.03.2020, either as sole holder or as first named holder when jointly held :	
	No. of shares held as on date of the Nomination, either as sole holder or as first named holder when jointly held:	
	Folio No. (if shares are in physical Form) or DP ID and Client ID No. (if shares are in demat form):	
	Place: Date :	Signature of shareholder:

(2)	Name of the Shareholder:	
	No. of shares held as on 16.03.2020, either as sole holder or as first named holder when jointly held :	

No. of shares held as on date of the Nomination, either as sole holder or as first named holder when jointly held:		
Folio No. (if shares are in physical Form) or DP ID and Client ID No. (if shares are in demat form):		
Place:	Signature of shareholder:	
Date :		

2. I, ..... hereby declare that I accept the nomination and I am willing to contest for election of Director on the Central Board of State Bank of India.

I hereby confirm that I am holding not less than 5000 unencumbered shares of State Bank of India registered in my own right, \*as sole holder or as first named holder when jointly held, as detailed in the table below and that I am not disqualified from being a director on the Central Board of the State Bank of India under the provision of Sections 19A and 22 of the State Bank of India Act 1955 and Section 20 of the Banking Regulation Act, 1949.

*(\*delete whichever is not applicable)*

No. of shares :	
Folio No. (if shares are in physical Form) or DP ID and Client ID No. (if shares are in demat form)	

I confirm that my above personal details and those furnished in the enclosed Declaration & Undertaking are to the best of my knowledge and belief true, correct and complete.

Place:

Date : **Signature of the Candidate**

The above declaration is signed before me.

**Signature of the Official**

**Official Seal**

Full Name of the Official .....

Designation .....

Address.....

.....

Note : (i) The person before whom the declaration is signed must be a Judge/ Magistrate/ Justice of Peace/ Registrar or Sub-Registrar of Assurances or any other Government Gazetted Officer or an Officer of the State Bank of India. The aforesaid Official must state his full name, address and designation and affix his Official Seal.

(ii) Signature of the shareholders should match with the specimen signature in the records available with the Bank's Registrar.

## Annex 1

Name of Bank: \_\_\_\_\_

### Declaration and Undertaking by a Proposed Director/ MD&CEO/CEO (with appropriate enclosures)

I. Personal details					
a	Name	First Name	Middle Name	Last Name	
b	Present Address				
c	Nationality				
d	Date of Birth (dd/mm/yyyy) and Age as on date	-- / -- / ---- Age: -- years -- months --- days			
e	Educational Qualifications				
f	Director Identification Number (DIN)				
g	Aadhaar Number				
h	(i) Permanent Account Number (PAN): (ii) Charge where the proposed director is assessed to tax (Income Tax jurisdiction) / name and address of Income Tax Circle / Ward: (iii) Details of filing of return(s) and payment of taxes for past 3 years	Date of filing	Amount of tax paid (INR)		
i	Permanent Address				
j	E-mail Address/ Alternate e-mail Address:				
	Telephone Number with STD code:				
	Mobile Number:				
k	Relevant Knowledge and Experience [Refer				
	<ul style="list-style-type: none"> <li>Section 10A(2) of Banking Regulation Act, 1949,</li> <li>Section 9(3A) of the Banking Companies (Acquisition &amp; Transfer of Undertakings) Act, 1970/1980</li> <li>Section 19A(a) of the SBI Act, 1955,</li> </ul> as the case may be, read with RBI Circular DBR. Appt. BC No 39/29.39.001/2016-17 dated November 24, 2016 on Special knowledge or practical experience useful to banking companies]				
l	Present occupation (designation, name of the organisation and brief write-up on experience)				
m	Previous occupation covering minimum of past ten years, with complete address of the organisation(s) worked in, date of joining, date of relieving (including reasons), designation, etc.				
n	In case of a Chartered Accountant, indicate the following: (i) Membership Number of ICAI (ii) Date of registration with the Institute of Chartered Accountants of India (ICAI) (iii) Name and Address of the registered firm/s (iv) Details of the Audit/s presently undertaken by the firm/s				
o	Name of the banker(s) with Branch and Account Numbers (savings/current /loan accounts) where he/she is the primary account holder. Details of Demat account(s) held if any (attach copy)	Name of the Bank	Branch	Type of A/c	A/c Number

	p	Comprehensive Credit Information Reports (including all modules) from all the Credit Information Companies (CICs)																	
	q	Any other information relevant to Directorship of the Bank																	
<b>II</b>	<b>Relevant Relationships of proposed director</b>																		
	a	List of Relatives, if any, who are connected with any bank [Refer Sub-Section (77) of Section 2 of the Companies Act, 2013 and Rule 4 of the Companies (Specification of Definition) Rules, 2014]																	
	b	(i) List of entities, if any, in which he/she is considered as being interested (Refer Section 184 of the Companies Act, 2013). Names of the banks/ NBFCs/ companies/ bodies corporate/ firms / association of individuals etc. should be mentioned separately. (ii) Entities in which he/she holds beneficial ownership [Refer Sections 89 & 90 of Companies Act, 2013 and also refer to applicable Significant Beneficial Ownership Rules of MCA] (iii) List of Trusts in which the position as Trustee is held.																	
	c	List of entities, existing and proposed, in which he/she is considered as holding substantial interest within the meaning of Section 5(ne)* of the Banking Regulation Act, 1949. <i>"substantial interest" (i) in relation to a company, means the holding of a beneficial interest by an individual or his spouse or minor child, whether singly or taken together, in the shares thereof, the amount paid up on which exceeds five lakhs of rupees or ten percent of the paid-up capital of the company, whichever is less; (ii) in relation to a firm, means the beneficial interest held therein by an individual or his spouse or minor child, whether singly or taken together, which represents more than ten per cent of the total capital subscribed by all the partners of the said firm;</i>	<table border="1"> <tr> <td>Name of the company / firm</td> <td></td> </tr> <tr> <td>Country of incorporation</td> <td></td> </tr> <tr> <td>Number of shares</td> <td></td> </tr> <tr> <td>Face Value of each share</td> <td></td> </tr> <tr> <td>Total face value of share holding</td> <td></td> </tr> <tr> <td>Share holding as % of total PUC</td> <td></td> </tr> <tr> <td>Beneficial interest (in value as well as % terms)</td> <td></td> </tr> <tr> <td>Whether the entity is a Section 8 Company under Companies Act, 2013</td> <td></td> </tr> </table>	Name of the company / firm		Country of incorporation		Number of shares		Face Value of each share		Total face value of share holding		Share holding as % of total PUC		Beneficial interest (in value as well as % terms)		Whether the entity is a Section 8 Company under Companies Act, 2013	
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Whether the entity is a Section 8 Company under Companies Act, 2013																			
	d	Holdings in entities incorporated abroad and having a place of business in India																	
	e	Name of Bank/NBFC/any other company in which he / she is or has been a member of the Board / Advisor (giving details of period during which such office is/was held)																	
	f	Fund and non-fund facilities, if any, presently availed of by him / her and / or by entities listed in II (b) to (d) above from the bank																	
	g	Cases, if any, where he/she or entities listed in II (b) to (d) above are in default or have been in default in the past 10 years in respect of credit facilities obtained from the bank/any other bank/ NBFC/any other lending institution.																	
	h	Cases, if any, where he/she is a defaulter or has been declared as a wilful defaulter by any bank/NBFC/any other lending institution.																	
<b>III</b>	<b>Records of professional achievements</b>																		
	a.	Professional achievements relevant for the directorship																	
<b>IV.</b>	<b>Proceedings, if any, against the proposed director</b>																		
	a.	If the he/she is a member of a professional association / body, details of disciplinary action, if any, pending or commenced or resulting in conviction in the past																	

	against him / her or whether he / she has been banned from entry of at any profession / occupation at any time.	
b.	Details of prosecution, if any, pending or commenced or resulting in conviction in the past against him/her and / or against any of the entities listed in II (b) to (e) above for violation of economic laws and regulations	
c.	Details of criminal prosecution, if any, pending or commenced or resulting in conviction in the past against him/her	
d.	Whether the director attracts any of the disqualifications envisaged under Section 164 of the Company's Act, 2013?	
e.	Whether he/she or any of the entities at II (b) and (e) above been subject to any investigation at the instance of Government department or agency?	
f.	Whether he/she at any time been found guilty of violation of rules / regulations / legislative requirements by customs / excise / income tax / foreign exchange / other revenue authorities, if so give particulars	
g.	Whether he/she at any time has come to the adverse notice of any regulator such as SEBI, IRDAI, PFRDA, etc. <i>(Though it shall not be necessary for a candidate to mention in the column about orders and findings made by regulators which have been later on reversed / set aside in toto, it would be necessary to make a mention of the same, in case the reversal / setting aside is on technical reasons like limitation or lack of jurisdiction, and not on merit. If the order of the regulator is temporarily stayed and the appellate / court proceedings are pending, the same also should be mentioned).</i>	
V.	Any other explanation / information in regard to items I to IV and other information relevant for judging 'fit and proper'	
<b>Undertaking</b>		
I confirm that the above information is to the best of my knowledge and belief true and complete. I undertake to keep the bank fully informed, as soon as possible, of all events which take place subsequent to my appointment which are relevant to the information provided above. I undertake to distance myself from the bank audit work and not participate in the bank's credit/investment decisions involving entities in which I am interested.		
I also undertake to execute the Deed of Covenant as required to be executed by all the directors of the bank.		
	Place :	Signature of Proposed Director/MD&CEO/CEO
	Date :	
VI.	Remarks of Nomination and Remuneration Committee/Nomination Committee of the Bank	
	Place :	Signature
	Date :	

## Annex 2

### FORM OF DEED OF COVENANTS WITH A DIRECTOR

THIS DEED OF COVENANTS is made this \_\_\_\_\_ day of \_\_\_\_\_ Two thousand \_\_\_\_\_ BETWEEN \_\_\_\_\_, having its registered office at \_\_\_\_\_ (hereinafter called the 'Bank') of the one part and Mr. / Ms. \_\_\_\_\_ of \_\_\_\_\_ (hereinafter called the 'Director') of the other part.

WHEREAS

A. The director has been appointed as a director on the Board of Directors of the Bank (hereinafter called 'the Board') and is required as a term of his / her appointment to enter into a Deed of Covenants with the Bank.

B. The director has agreed to enter into this Deed of Covenants, which has been approved by the Board, pursuant to his said terms of appointment.

NOW IT IS HEREBY AGREED AND THIS DEED OF COVENANTS WITNESSETH AS FOLLOWS:

1. The director acknowledges that his / her appointment as director on the Board of the Bank is subject to applicable laws and regulations including the Memorandum and Articles of Association of the Bank and the provisions of this Deed of Covenants.

2. The director covenants with the Bank that:

(i) The director shall disclose to the Board the nature of his / her interest, direct or indirect, if he / she has any interest in or is concerned with a contract or arrangement or any proposed contract or arrangement entered into or to be entered into between the Bank and any other person, immediately upon becoming aware of the same or at meeting of the Board at which the question of entering into such contract or arrangement is taken into consideration or if the director was not at the date of that meeting concerned or interested in such proposed contract or arrangement, then at the first meeting of the Board held after he / she becomes so concerned or interested and in case of any other contract or arrangement, the required disclosure shall be made at the first meeting of the Board held after the director becomes concerned or interested in the contract or arrangement.

(ii) The director shall disclose by general notice to the Board his / her other directorships, his / her memberships of bodies corporate, his / her interest in other entities and his / her interest as a partner or proprietor of firms and shall keep the Board apprised of all changes therein.

(iii) The director shall provide to the Bank a list of his / her relatives as defined in the Companies Act, 2013 and rule 4 of the Companies (specification of definition) rules, 2014 and to the extent the director is aware directorships and interests of such relatives in other bodies corporate, firms and other entities.

(iv) The director shall in carrying on his / her duties as director of the Bank:

(a) use such degree of skill as may be reasonable to expect from a person with his / her knowledge or experience;

(b) in the performance of his / her duties take such care as he / she might be reasonably expected to take on his / her own behalf and exercise any power vested in him / her in good faith and in the interests of the Bank;

(c) shall keep himself / herself informed about the business, activities and financial status of the Bank to the extent disclosed to him / her;

(d) attend meetings of the Board and Committees thereof (collectively for the sake of brevity hereinafter referred to as 'Board ') with fair regularity and conscientiously fulfil his / her obligations as director of the Bank;

(e) shall not seek to influence any decision of the Board for any consideration other than in the interests of the Bank;

(f) shall bring independent judgment to bear on all matters affecting the Bank brought before the Board including but not limited to statutory compliances, performance reviews, compliances with internal control systems and procedures, key executive appointments and standards of conduct;

(g) shall in exercise of his / her judgment in matters brought before the Board or entrusted to him / her by the Board be free from any business or other relationship which could materially interfere with the exercise of his / her independent judgment; and

(h) shall express his / her views and opinions at Board meetings without any fear or favour and without any influence on exercise of his / her independent judgment;

(v) The director shall have:

(a) fiduciary duty to act in good faith and in the interests of the Bank and not for any collateral purpose;

(b) duty to act only within the powers as laid down by the Bank's Memorandum and Articles of Association and by applicable laws and regulations; and

(c) duty to acquire proper understanding of the business of the Bank.

(vi) The director shall:

(a) not evade responsibility in regard to matters entrusted to him / her by the Board;

(b) not interfere in the performance of their duties by the whole-time directors and other officers of the Bank and wherever the director has reasons to believe otherwise, he / she shall forthwith disclose his / her concerns to the Board; and

(c) not make improper use of information disclosed to him / her as a member of the Board for his / her or someone else's advantage or benefit and shall use the information disclosed to him / her by the Bank in his / her capacity as director of the Bank only for the purposes of performance of his / her duties as a director and not for any other purpose.

3. The Bank covenants with the director that:

(i) the Bank shall apprise the director about :

(a) Board procedures including identification of legal and other duties of Director and required compliances with statutory obligations;

(b) control systems and procedures;

(c) voting rights at Board meetings including matters in which Director should not participate because of his / her interest, direct or indirect therein;

(d) qualification requirements and provide copies of Memorandum and Articles of Association;

(e) corporate policies and procedures;

(f) insider dealing restrictions;

(g) constitution of, delegation of authority to and terms of reference of various committees constituted by the Board;

(h) appointments of Senior Executives and their authority;

(i) remuneration policy,

(j) deliberations of committees of the Board, and

(k) communicate any changes in policies, procedures, control systems, applicable regulations including Memorandum and Articles of Association of the Bank, delegation of authority, Senior Executives, etc. and appoint the compliance officer who shall be responsible for all statutory and legal compliance.

(ii) the Bank shall disclose and provide to the Board including the director all information which is reasonably required for them to carry out their functions and duties as a directors of the Bank and to take



informed decisions in respect of matters brought before the Board for its consideration or entrusted to the director by the Board or any committee thereof;

(iii) the disclosures to be made by the Bank to the directors shall include but not be limited to the following :

- (a) all relevant information for taking informed decisions in respect of matters brought before the Board;
- (b) Bank's strategic and business plans and forecasts;
- (c) organisational structure of the Bank and delegation of authority,
- (d) corporate and management controls and systems including procedures;
- (e) economic features and marketing environment,
- (f) information and updates as appropriate on Bank's products;
- (g) information and updates on major expenditure;
- (h) periodic reviews of performance of the Bank; and
- (i) report periodically about implementation of strategic initiatives and plans;

(iv) the Bank shall communicate outcome of Board deliberations to directors and concerned personnel and prepare and circulate minutes of the meeting of Board to directors in a timely manner and to the extent possible within two business days of the date of conclusion of the Board meeting; and

(v) advise the director about the levels of authority delegated in matters placed before the Board.

4. The Bank shall provide to the director periodic reports on the functioning of internal control system including effectiveness thereof.

5. The director shall not assign, transfer, sublet or encumber his / her office and his / her rights and obligations as director of the Bank to any third party provided that nothing herein contained shall be construed to prohibit delegation of any authority, power, function or delegation by the Board or any committee thereof subject to applicable laws and regulations including Memorandum and Articles of Association of the Bank.

6. The Chartered Accountant firm, in which the director is a partner, shall not undertake Statutory Central Audit in any public sector bank / shall not undertake Statutory Branch Audit or Concurrent Audit in the bank during current directorship of the bank.

7. The failure on the part of either party hereto to perform, discharge, observe or comply with any obligation or duty shall not be deemed to be a waiver thereof nor shall it operate as a bar to the performance, observance, discharge or compliance thereof at any time or times thereafter.

8. Any and all amendments and / or supplements and / or alterations to this Deed of Covenants shall be valid and effectual only if in writing and signed by the director and the duly authorized representative of the Bank.

9. This Deed of Covenants has been executed in duplicate and both the copies shall be deemed to be originals.

IN WITNESS WHEREOF THE PARTIES HAVE DULY EXECUTED THIS AGREEMENT ON THE DAY, MONTH AND YEAR MENTIONED ABOVE.

For the Bank	Director
By .....	.....
Name :	Name :
Title :	
In the presence of :	
1.....	2.....