

# CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity      **Jammu and Kashmir Bank Limited**  
 2. Quarter ending              **March, 2021**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committees of the Company	Remarks
Mr.	R K Chhibber	08190084	ABHPC8622L	C & ED		10-Jun-2019				09-Oct-1959	NA		1	0	0	0	RMC	
Mr.	Arun Kumar Mehta	02712778	ABLPM2213P	NED		15-Mar-2019				01-Dec-1963	NA		1	0	1	1	SC,RC	
Mr.	Nitishwar Kumar	05326456	AFQPK4204F	NED		09-Oct-2020				05-Aug-1967	NA		1	0	0	0		
Mr.	Rigzian Sampheal	08157221	BDQPS0980K	NED		22-Dec-2020				16-Jul-1975	NA		1	0	0	0		
Mr.	Anil Kumar Misra	08066460	AAAPM3817H	NED,ND		03-Jul-2019				21-Jul-1958	NA		1	0	1	0	AC	
Mr.	Vikram Gujral	03637222	AAYPG1941J	NED		26-Mar-2019	28-Sep-2020			20-Sep-1965	NA		1	0	1	0	SC	
Mr.	Rajeev Lochan Bishnoi	00130335	AAOPB4855G	ID		11-Jan-2020	11-Jan-2020		24	21-Jan-1960	NA		3	3	3	2	AC,RC,NRC	
Ms.	Monica Dhawan	01963007	ALAPD5265D	ID		11-Jan-2020	11-Jan-2020		24	03-Jul-1976	NA		1	1	2	0	AC,SC,NRC	
Mr.	Naba Kishore Sahoo	07654279	AKZPS8593D	ID		01-Mar-2020	01-Mar-2020		24	24-Feb-1959	NA		1	1	1	0	AC,RC,NRC	
Mr.	Zubair Iqbal	08742685	AAMPIS605F	NED		15-May-2020		03-Mar-2021		06-Mar-1967	NA		1	0	0	0		
Mr.	Mohmad Ishaq Wani	08944038	AACPW6586D	NED		06-Nov-2020				03-Mar-1958	NA		1	0	0	0		

<b>Company Remarks</b>	
Whether Permanent chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

a. **Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Rajeev Lochan Bishnoi	ID	Chairperson	11-Jan-2020	
2	Anil Kumar Misra	NED,ND	Member	03-Jul-2019	
3	Monica Dhawan	ID	Member	11-Jan-2020	
4	Naba Kishore Sahoo	ID	Member	01-Mar-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Arun Kumar Mehta	NED	Chairperson	15-Mar-2019	
2	Vikram Gujral	NED	Member	26-Mar-2019	
3	Monica Dhawan	ID	Member	11-Jan-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	R K Chhibber	C & ED	Chairperson	10-Jun-2019	
2	Arun Kumar Mehta	NED	Member	15-Mar-2019	
3	Rajeev Lochan Bishnoi	ID	Member	11-Jan-2020	
4	Naba Kishore Sahoo	ID	Member	01-Mar-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**d. Nomination and Remuneration Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Naba Kishore Sahoo	ID	Chairperson	01-Mar-2020	
2	Rajeev Lochan Bishnoi	ID	Member	11-Jan-2020	
3	Monica Dhawan	ID	Member	11-Jan-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

**iii. Meeting of Board of Directors**

<b>Date(s) of Meeting (if any) in the previous quarter</b>	<b>Date(s) of Meeting (if any) in the relevant quarter</b>	<b>Whether requirement of Quorum met</b>	<b>Number of Directors present</b>	<b>Number of Independent Directors present</b>
09-Oct-2020	19-Jan-2021	Yes	9	3
06-Nov-2020	09-Feb-2021	Yes	10	3
22-Dec-2020	25-Feb-2021	Yes	9	3
29-Dec-2020	23-Mar-2021	Yes	7	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	25

**iv. Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Audit Committee	05-Nov-2020		Yes	4	3
Audit Committee	21-Dec-2020		Yes	3	3
Audit Committee		08-Feb-2021	Yes	4	3
Audit Committee		26-Feb-2021	Yes	4	3

Risk Management Committee	26-Nov-2020		Yes	3	2
Risk Management Committee		09-Feb-2021	Yes	3	2
Stakeholders Relationship Committee	26-Nov-2020		Yes	2	1
Stakeholders Relationship Committee		09-Feb-2021	Yes	2	1
Nomination & Remuneration Committee	08-Oct-2020		Yes	3	3
Nomination & Remuneration Committee	05-Nov-2020		Yes	3	3
Nomination & Remuneration Committee	21-Dec-2020		Yes	3	3
Nomination & Remuneration Committee		31-Mar-2021	Yes	3	3

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	48

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
Whether prior approval of audit committee obtained	Not Applicable	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **No**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee - **Yes**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name** : **Mohammad Shafi Mir**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.jkbank.com
Terms and conditions of appointment of independent	Yes		www.jkbank.com
Composition of various committees of board of directors	Yes		www.jkbank.com
Code of conduct of board of directors and senior	Yes		www.jkbank.com
Details of establishment of vigil mechanism/ Whistle Blower	Yes		www.jkbank.com
Criteria of making payments to non-executive directors	Yes		www.jkbank.com
Policy on dealing with related party transactions	Yes		www.jkbank.com
Policy for determining 'material' subsidiaries	Yes		www.jkbank.com
Details of familiarization programs imparted to independent	Yes		www.jkbank.com
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling	Yes		www.jkbank.com
Contact information of the designated officials of the listed	Yes		www.jkbank.com
Financial results	Yes		www.jkbank.com
Shareholding pattern	Yes		www.jkbank.com
Details of agreements entered into with the media companies and/or their associates	Yes		www.jkbank.com
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or	Yes		www.jkbank.com
New name and the old name of the listed entity	Not		
Advertisements as per regulation 47 (1)	Yes		www.jkbank.com
Credit rating or revision in credit rating obtained by the entity	Yes		www.jkbank.com
Separate audited financial statements of each subsidiary of	Yes		www.jkbank.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.jkbank.com
Materiality Policy as per Regulation 30	Yes		www.jkbank.com
Dividend Distribution policy as per Regulation 43A (as	Yes		www.jkbank.com
It is certified that these contents on the website of the listed	Yes		www.jkbank.com
<b>II Annual Affirmations</b>			

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	No	The Articles of Association of the Bank provides the appointment of Non-Executive Chairman on the Board of Directors of the Bank. The present Chairman and Managing Director has been appointed by Reserve Bank of India under Section 10 BB of Banking Regulation Act, 1949. The Bank is in the process of appointment of whole time Managing Director of the Bank, whereupon the composition of the Board shall be in line with SEBI Guidelines.
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	

<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Meeting of Risk Management Committee</i>	22	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Not Applicable	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Not Applicable	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	

<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	
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<b>Other Information</b>	
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**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Mohammad Shafi Mir**  
**Designation** : **Company Secretary & Compliance Officer**