

CORPORATE GOVERNANCE REPORT

1. Name of Listed Entity **Jammu and Kashmir Bank Limited**
 2. Quarter ending **March, 2020**

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	Term	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	Membership in Committees of the Company	Remarks
Mr.	R K Chhibber	08190084	ABHPC8622L	C & ED		10-Jun-2019	10-Jun-2019			09-Oct-1959	NA		1	0	0	0	RMC	
Mr.	Arun Kumar Mehta	02712778	ABLPM2213P	NED		15-Mar-2019	15-Mar-2019			01-Dec-1963	NA		1	0	1	1	SC,RC	
Mr.	Bipul Pathak	08077260	ABBPP5897N	NED		11-Nov-2019	11-Nov-2019			23-Feb-1969	NA		1	0	0	0	RMC	
Mr.	Anil Kumar Misra	08066460	AAAPM3817H	NED,ND		03-Jul-2019	03-Jul-2019			21-Jul-1958	NA		1	0	1	0	AC	
Mr.	Vikram Gujral	03637222	AAYPG1941J	NED		26-Mar-2019	26-Sep-2019			20-Sep-1965	NA		1	0	1	0	SC	
Mr.	Sonam Wangchuk	07662456	ACBPW4422D	NED		26-Sep-2019	26-Sep-2019			01-Sep-1966	NA		1	0	1	0	SC	
Mr.	Rajeev Lochan Bishnoi	00130335	AAOPB4855G	ID		11-Jan-2020	11-Jan-2020		24	21-Jan-1960	NA		1	1	1	1	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	

Company Remarks	
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	Anil Kumar Misra	NED,ND	Member	03-Jul-2019	
2	Rajeev Lochan Bishnoi	ID	Chairperson	11-Jan-2020	
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	Sonam Wangchuk	NED	Member	26-Sep-2019	
4	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	Bipul Pathak	NED	Member	11-Nov-2019	
4	Rajeev Lochan Bishnoi	ID	Member	11-Jan-2020	
5	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	Rajeev Lochan Bishnoi	ID	Member	11-Jan-2020	
2	Monica Dhawan	ID	Member	11-Jan-2020	
3	Naba Kishore Sahoo	ID	Chairperson	01-Mar-2020	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
23-Oct-2019	11-Jan-2020	Yes	7	2
30-Dec-2019	31-Jan-2020	Yes	5	1
	07-Feb-2020	Yes	6	1

Company Remarks	
Maximum gap between any two consecutive (in number of days)	19

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee		30-Jan-2020	Yes	2	2
Audit Committee		07-Feb-2020	Yes	3	2
Audit Committee		19-Mar-2020	Yes	3	3
Nomination & Remuneration Committee		07-Feb-2020	Yes	2	2

Nomination & Remuneration Committee		18-Mar-2020	Yes	3	3
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Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	0

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
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) - **Yes**
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 and Compliance Officer**

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		www.jkbank.com
Terms and conditions of appointment of independent directors	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 management	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	Not Applicable		
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 investor	Yes		www.jkbank.com
Contact information of the designated officials of the listed entity	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	No	No agreement with media companies	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional	Yes		www.jkbank.com
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		www.jkbank.com
Credit rating or revision in credit rating obtained by the entity for	Yes		www.jkbank.com
Separate audited financial statements of each subsidiary of the	Yes		www.jkbank.com
As per other regulations of the LODR:			
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
II Annual Affirmations			
Particulars	Regulation Number	C o m	Company Remark
<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 Board of the Bank presently consists of nine Directors out of which three are Independent Directors including an Independent Woman Director. The Bank is in the process of appointing a Non-Executive Chairman of the Board.
<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 & 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 & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & 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)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	No	All transactions are at arms length
<i>Approval for material related party transactions</i>	23(4)	Not	
<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)	Not Applicable	
<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 & O Insurance for Independent Directors</i>	25(10)	Yes	
<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	

Other Information	
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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. - **Not Applicable**

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