

Jammu & Kashmir Bank Limited

Corporate Headquarters
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Kashmir, India
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Board Secretariat

Ref:-JKB/BS/F3652/2020/061
Date: 05th September, 2020

National Stock Exchange of India Ltd
Exchange Plaza 5th Floor
Plot No. C/1 G-Block
Bandra Kurla Complex
Bandra (E) Mumbai - 400 051
Symbol: J&KBANK

The BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code:532209

Sub: - 82nd Annual General Meeting of the Bank & Cut - off date for E - Voting

Dear Sirs,

We wish to inform you that the 82nd Annual General Meeting of the Shareholders of the Bank will be held on **Monday, 28th September, 2020 at 1100 Hours (IST) through Video Conferencing/Other Audio Visual Means.** A copy of the Notice of Annual General Meeting is attached herewith.

Notice of the AGM and the Annual Report 2019-20 are being sent today through electronic mode to those shareholders whose email addressed are registered with the Bank/Depository Participant(s). The same are also available on the website of the Bank, which can be accessed at <https://www.jkbank.com/investor/financials/annualReports.php>.

Further, the Bank has taken 18th September, 2020 as the cut-off date for the purpose of reckoning shareholders for e-voting option provided to the shareholders of the Bank to exercise their voting rights electronically.

This is for your information and appropriate dissemination.

Thanking you

Yours faithfully
For Jammu & Kashmir Bank Ltd.

(Mohammad Shafi Mir)
Company Secretary



Notice

NOTICE is hereby given that the 82nd Annual General Meeting (AGM) of the Shareholders of the Jammu & Kashmir Bank Limited (the "Bank") will be held on **Monday, September 28, 2020 at 11:00 A.M. through Video Conferencing/Other Audio Visual Means**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (standalone and consolidated) of the Bank for the Financial Year ended 31st March, 2020 including Balance Sheet as at 31st March, 2020 and the Profit & Loss Account for the Financial Year ended on that date, together with the Reports of the Board of Directors and Auditors and comments of the Comptroller and Auditor General of India thereon.
2. To appoint a Director in place of Mr. Vikram Gujral (DIN: 03637222), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To fix the remuneration of Auditors, in terms of provisions of section 142 of the Companies Act, 2013, for the Financial Year 2020-21.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) read with Article 7 of Articles of Association of the Bank and such approvals, consents, permissions and sanctions, as may be necessary from appropriate authority(ies), approval of the Members of the Bank, be and is hereby accorded to increase authorized capital of the Bank from Rs. 95,00,00,000 (Rupees ninety five crores) divided into 95,00,00,000 equity shares of Re. 1 each to Rs. 250,00,00,000 (Rupees two hundred fifty crores) divided into 250,00,00,000 equity shares of Re. 1 each by creation of 155,00,00,000 equity shares of Re. 1 each ranking pari passu with the existing equity shares and that Clause V of the Memorandum of Association and Article 5 of the Articles of Association of Bank be altered accordingly."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including

any statutory modification(s) or reenactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and other sanctions, as may be necessary from the Reserve Bank of India and other appropriate authorities, if any and subject to such terms, conditions and modifications thereto as may be prescribed by them while granting such approvals and which may be agreed to by the Board of Directors of the Bank, approval of the members of the Bank be and is hereby accorded to the alteration in the Articles of Association of the Bank as under:

a.	Article 4(haa) of the Articles of Association of the Bank be amended by inserting the words ' & CEO' after the word 'Managing Director' to read as under:	
	Managing Director & Chief Executive Officer (MD&CEO)	"Managing Director & Chief Executive Officer (MD&CEO)" means a Director who, subject to the superintendence, control and direction of the Board of Directors is entrusted with the substantial powers of management of the affairs of the Bank and includes a director occupying the position of managing director, by whatever name called.
b.	Article 118 (e) of the Articles of Association of the Bank be amended to read as under:	
	Existing Article 118 (e) Subject to the provisions of the Companies Act, 2013 and the Banking Regulation Act, 1949, the Board of Directors may, from time to time, appoint not more than two of their body to be the Executive Director(s) of the Bank on such terms and conditions as may be fixed by the Board of Directors with the approval of Reserve Bank of India.	Amended Article 118(e) "Subject to the provisions of the Companies Act, 2013 and the Banking Regulation Act, 1949, the Board of Directors shall, from time to time, appoint through promotion / elevation from within the Bank not more than two officials to be the Executive Director(s) of the Bank on such terms and conditions as may be fixed by the Board of Directors with the approval of Reserve Bank of India."

RESOLVED FURTHER, THAT the word ' Managing Director' wherever appearing in the Articles of Association of the Bank be replaced by the words, 'Managing Director & Chief Executive Officer (MD&CEO).'



6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and rules framed thereunder as amended from time to time and subject to the approvals, consents, permissions and sanctions, if any, of the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), and/or any other authority as may be required in this regard and subject to such terms, conditions and modifications thereto as may be prescribed by them while granting such approvals and which may be agreed to by the Board of Directors of the Bank and subject to the regulations viz., SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations) as amended up to date, guidelines, if any, prescribed by the RBI, SEBI, notifications/circulars and clarifications under the Banking Regulation Act, 1949, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India Act, 1992 and all other applicable laws and all other relevant authorities from time to time and subject to the Listing Agreements entered into with the Stock Exchanges where the equity shares of the Bank are listed, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter called "the Board" which shall be deemed to include any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution) to create, offer, issue and allot (including with provision for reservation on firm allotment and/or competitive basis of such part of issue and for such categories of persons as may be permitted by the law then applicable) by way of an offer document / prospectus or such other document, in India or abroad, such number of equity shares and/or preference shares (whether cumulative or not; convertible into equity shares or not) in accordance with the guidelines framed by RBI from time to time, specifying the class of preference shares, the extent of issue of each class of such preference shares, whether perpetual or redeemable, the terms & conditions subject to which each class of preference shares may be issued and/or other permitted securities which are capable of being converted into equity or not, for an aggregate amount not exceeding ₹3500 Crore (Rupees Three Thousand Five hundred Crore only), inclusive of such premium as may be fixed on the Equity Shares at such time or times, at such price or prices, at a discount or premium to market price or prices in one or more tranches to one or more of the shareholders, employees, Indian nationals, Non-Resident Indians ("NRIs"), Companies, private or public, investment institutions, Societies, Trusts, Research organisations, Qualified Institutional Buyers ("QIBs") like Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual

Funds, Venture Capital Funds, Foreign Venture Capital Investors, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity/preference shares/securities of the Bank as per extant regulations/guidelines or any combination of the above as may be deemed appropriate by the Bank.

RESOLVED FURTHER THAT such issue, offer or allotment shall be by way of Follow on public issue, rights issue, Preferential Allotment, Private Placement / Qualified Institutional Placement (QIP) / ESPS or any other mode approved by RBI with or without over-allotment option and that such offer, issue, placement and allotment be made as per the provisions of the ICDR Regulations and all other guidelines issued by the RBI, SEBI and any other authority as applicable and at such time or times in such manner and on such terms and conditions as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the provisions of ICDR Regulations, the provisions of the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, and subject to requisite approvals, consents, permissions and / or sanctions of Securities and Exchange Board of India (SEBI), Stock Exchanges, Reserve Bank of India (RBI), Foreign Investment Promotion Board (FIPB), Department of Industrial Policy and Promotion, Ministry of Commerce (DIPP) and all other authorities as may be required (hereinafter collectively referred to as "the Appropriate Authorities") and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction (hereinafter referred to as "the requisite approvals") the Board, may at its absolute discretion, issue, offer and allot, from time to time in one or more tranches, equity shares or any securities other than warrants, which are convertible into or exchangeable with equity shares at a later date, to Qualified Institutional Buyers (QIBs) (as defined in ICDR Regulations) pursuant to a qualified institutional placement (QIP), as provided for under Chapter VI of the ICDR Regulations, through a placement document and / or such other documents / writings / circulars / memoranda and in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the ICDR Regulations or other provisions of the law as may be prevailing at that time.

RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VI of the ICDR Regulations.



1. The “relevant date” for pricing of the Securities in accordance with SEBI ICDR Regulations will be the date of the meeting in which the Board of Directors of the Bank or the Committee of Directors duly authorised by the Board of Directors of the Bank decides to open the proposed issue
2. The issue of Securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (the “QIP Floor Price”). The Board may, however, in accordance with applicable laws, also offer a discount of not more than 5% on the QIP Floor Price or such other percentage as may be permitted under applicable laws from time to time;
3. The allotment of the Securities shall be completed within such period as provided under SEBI ICDR Regulations;
4. No allotment shall be made, either directly or indirectly to any QIB who is a promoter or any person related to promoters in terms of the SEBI ICDR Regulations;
5. A minimum of 10% of the Securities to be issued and allotted pursuant to Chapter VI of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;
6. The prices determined for QIP shall be subject to appropriate adjustments, if the Bank, pending allotment under this resolution:
 - a. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
 - b. makes a rights issue of equity shares;
 - c. consolidates its outstanding equity shares into a smaller number of shares;
 - d. divides its outstanding equity shares including by way of stock split;
 - e. re-classifies any of its equity shares into other securities of the issuer; or
 - f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
7. The pricing of the equity shares to be issued upon exchange of the warrants (issued simultaneously with non-convertible debentures), shall be in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations and as may be decided by the Board in its sole and absolute discretion.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by the RBI / SEBI / Stock Exchanges where the shares of the Bank are listed or such other appropriate authorities at the time of according / granting their approvals, consents, permissions and sanctions to

issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the issue and allotment of new equity shares / preference shares / securities if any, to NRIs, FIIs and / or other eligible foreign investors be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable.

RESOLVED FURTHER THAT the said new equity shares to be issued shall, in all respects rank pari passu with the existing equity shares of the Bank and shall be entitled to dividend declared, if any, in accordance with the statutory guidelines that are in force at the time of such declaration.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares/ preference shares / securities, the Board be and is hereby authorized to determine the terms of the public offer, including the class of investors to whom the securities are to be allotted, the number of shares / securities to be allotted in each tranche, issue price, premium amount on issue as the Board in its absolute discretion deems fit and do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as they may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise with regard to the public offer, issue, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Bank, without requiring any further approval of the shareholders and that all or any of the powers conferred on the Bank and the Board vide this resolution may be exercised by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorized to enter into and execute all such arrangements/agreements with any Book Runner(s), Lead Manager(s), Banker(s), Underwriter(s), Depository(ies), Registrar(s), Auditor(s) and all such agencies as may be involved or concerned in such offering of equity / preference shares/ securities and to remunerate all such institutions and agencies by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, be and is hereby authorized to determine in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Bank, the form and terms of the issue(s), including the class of investors to whom the shares / securities are to be allotted,



number of shares / securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue / conversion of Securities/exercise of warrants/ redemption of securities, rate of interest, redemption period, number of equity shares / preference shares or other securities upon conversion or redemption or cancellation of the securities, the price, premium or discount on issue / conversion of securities, rate of interest, period of conversion, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and / or abroad, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT such of these shares / securities as are not subscribed may be disposed off by the Board in its absolute discretion in such manner, as the Board may deem fit and as permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to the issue of the shares / securities and further to do all such acts, deeds, matters and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders .

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to the Chairman & Managing Director / Managing Director or to Committee of Directors to give effect to the aforesaid Resolutions."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 42 of The Companies Act, 2013, read with rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other provisions or statutory enactment in

respect thereof, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank to make offer(s) or invitation(s) to subscribe to the unsecured, redeemable, subordinated, non-convertible, Basel III compliant Tier 2 bonds in the nature of debentures for inclusion in Tier 2 Capital of the Bank of face value of Rs. 10.00 lacs each at par aggregating up to Rs.1000 crores ("Bonds") in one or multiple tranches on private placement basis through Private Placement Offer Letter(s) in conformity with Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended from time to time.

RESOLVED further that the Board of Directors of the Bank shall be authorized to issue Bonds of face value of Rs. 10.00 lacs each at par aggregating Upto Rs. 1000 Crore of tenure not exceeding 10 years upto a date that is not later than one year from the date hereof and notwithstanding that the aggregate amount of all such Bonds taken together with domestic/off-shore, secured/unsecured, loans/borrowings, guarantees shall not exceed the overall borrowing powers approved by the shareholders by way of a special resolution under the provisions of Section 180 (1) of the Companies Act, 2013 read with the applicable rules made under the Companies Act, 2013.

RESOLVED further that the Board of Directors of the Bank and/or the officer(s) designated by them be and are hereby authorized to do, from time to time, all such acts, deeds and things as may be deemed necessary in respect of issue of Bonds including but not limited to number of issues/ tranches, face value, issue price, issue size, timing, amount, coupon/interest rate(s), yield, listing, allotment, dematerialization and other terms and conditions of Bonds issue as they may, in their absolute discretion, deem necessary."

By order of the Board of Directors

Mohammad Shafi Mir
Company Secretary

Place: Srinagar
Dated: September 05, 2020



NOTES

1. Corporate members are requested to send a scanned certified copy of the Board resolution (PDF/JPEG format) through email authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act, at sharedeptt_gc@jkbmail.com, with a copy marked to einward.ris@kfintech.com.
2. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the relevant resolutions of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations") and the provisions of the Secretarial Standard No. 2 on General Meetings, a brief profile of the directors proposed to be appointed /re-appointed is set out in the Annexure to this Notice.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names in the register of members will be entitled to vote, provided the votes are not already cast by remote e-voting by the first holder.
4. All relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to sharedeptt_gc@jkbmail.com mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. The Notice and the Annual Report are also available on the Bank's website at the link - <https://www.jkbank.com/investor/financials/annualReports.php> and on the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.
5. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR no., 11 digit IFSC code no. and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.
6. Members holding shares in physical form are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the R&T agent / Bank along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained and the copy of the supporting documents evidencing change in address. Communication details of R&T agent are as under:
KFin Technologies Private Limited
(Unit: - J&K Bank)
Plot 31-32, Selenium Building,
Financial District, Nanakramguda,
Gachibowli, Hyderabad - 500 032
Telangana - India.
Phone: 040-67162222
Fax: 040-23001153
Email: einward.ris@kfintech.com
7. As per Sections 124 and 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2011-12 and 2012-13 were transferred to the IEPF in July, 2019 and July, 2020 respectively.
8. As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Bank on its website at the link <https://www.jkbank.com/investor/stockExchangeIntimation/shareholderInformation.php> and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Bank's R&T agent, before the unclaimed dividends are transferred to the IEPF. The Bank's R&T agent in this regard has also intimated by sending a communication to all the Members whose dividends have remained uncashed, with a request to send the requisite documents to them for claiming uncashed dividends.
9. As per the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed: Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.
10. As per the requirement of Rule 6 of the IEPF Rules, the Bank had sent individual intimation to all the shareholders and also published notice in the leading newspapers in English and regional language having wide circulation for the information of shareholders regarding transfer of shares to IEPF. The shares in respect of shareholders whose dividend has not been claimed for seven consecutive years, up to financial year 2011-12 and 2012-13 were transferred to the designated DEMAT account of the IEPF authority in August, 2019 and July, 2020 respectively.



11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in original alongwith self-attested copy of PAN card and address proof, duly filled in, to the R&T agent at the address mentioned at point no. 6 in the Notes. The prescribed form in this regard is attached and forms part of this annual report. Members holding shares in electronic form are requested to contact their Depository Participants directly for recording their nomination.
 12. Members desiring any information relating to the annual accounts of the Bank are requested to send an email to the Bank at investorrelations@jkbmail.com at least ten (10) days before the meeting.
 13. In view of the continuing restrictions on the movement of people at several places in the country, due to outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5 May 2020 read with General Circular No. 14/2020 dated 8 April 2020 and General Circular No. 17/2020 dated 13 April 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2020. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (LODR) Regulations, 2015 (Listing Regulations), the 82nd AGM of the Bank is being conducted through VC / OAVM. M/s Kfin Technologies Private Limited will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 18 onwards and is also available on the website of the Bank at www.jkbank.com.
 14. As the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this notice.
 15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 16. The Bank is pleased to provide two-way facility of video conferencing (VC) / other audio-visual means (OAVM) and live webcast of the proceedings of the AGM on Monday, September 28, 2020, onwards at the web link - <https://emeetings.kfintech.com/>.
- Electronic dispatch of annual report and process for registration of email ID for obtaining annual report.**
17. In accordance with, the General Circular No. 20/2020 dated May 5, 2020 issued by MCA and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail addresses are registered with the Bank or the Depository Participant(s).
 18. For Members who have not registered their email addresses, kindly register the same at the link https://ris.kfintech.com/email_registration as copies of this Notice as well as the other documents will not be sent to them in physical mode and will be sent only by email, in view of the COVID-19 (Corona virus) pandemic and the applicable Circulars.
 19. Members who have not updated their latest email addresses in the records of the Bank / Depository Participants, are requested to update the same at the earliest by Saturday, September 12, 2020. The notice and documents will be sent by email only to those Members who register their email addresses prior to this date.
 20. The Notice of AGM along with Annual Report for the financial year 2019-20 is available on the website of the Bank at www.jkbank.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of KFin Technologies Pvt. Ltd. at www.kfintech.com

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

21. Pursuant to the provisions of section 108 of the Act, the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, shareholders are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s KFin Technologies Private Limited in respect of all resolutions set forth in this Notice. The facility of casting votes by shareholders using an electronic voting system from a place other than the venue of the AGM is termed as 'Remote Electronic Voting' (e-voting). Mr. DSM Ram, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. The remote e-voting period commences on Friday, September 25, 2020 (09:00 am IST) and ends on Sunday, September 27, 2020 (05:00 pm IST). During this period, shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2020, may cast their votes electronically. The remote e-voting module will be disabled by KFin Technologies Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder will not be allowed to change it subsequently or cast the vote again.
23. In addition, the facility for e-voting through electronic



voting system will be available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Bank through KFin Technologies Private Limited.

24. Instructions for e-voting and joining the e-AGM are as follows:

A. Voting through electronic means:

- i. In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this section of the Notice) and regulation 44 of the Listing Regulations, the Bank is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Friday, September 18, 2020 (end of day), being the cut-off date fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by M/s KFin Technologies Private Limited or to vote at the e-AGM. Person who is not a member as on the cut-off date should treat this Notice for information purposes only.
- ii. The details of the process and manner for remote e-voting are given below:
 - a. Initial password is provided in the body of the email.
 - b. Launch internet browser and type the URL: <https://evoting.karvy.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with M/s KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password

confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e. J&K Bank Ltd.
- vii. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- x. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/ authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at ram.devata@gmail.com.
- xi. Members can cast their vote online from Friday, September 25, 2020 (9.00 a.m.) till Sunday, September 27, 2020 (5.00 p.m.). Voting beyond the said date shall not be allowed and the remote e-voting facility shall be blocked.
- xii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.karvy.com> or call M/s KFin Technologies Private Limited on 1800 345 4001 (toll free).

B. Voting at e-AGM:

- i. Only those members/shareholders, who will be present in the e-AGM through video conferencing facility and have not cast their vote through remote e-voting & are otherwise not barred from doing so are eligible to vote



through e-voting in the e-AGM.

- ii. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- iii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- iv. Upon declaration by the Chairman about the commencement of e-voting at e-AGM, members shall click on the thumb sign on the left hand bottom corner of the video screen for voting at the e-AGM, which will take them to the 'Instapoll' page.
- v. Members to click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.

C. Instructions for members for attending the e-AGM:

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by M/s KFin Technologies Private Limited at <https://emeetings.kfintech.com> by clicking on the tab "video conference" and using their remote e-voting login credentials. The link for e-AGM will be available in member's login where the EVENT and the name of the Company can be selected. Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading 'A' above.
- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, and hence use internet with a good speed to avoid any disturbance during the meeting.
- iv. While all efforts would be made to make the VC/OAVM meeting smooth, participants connecting through mobile devices, tablets, laptops etc. may at times experience audio/video loss due to fluctuation in their respective networks. Use of a stable Wi-Fi or LAN connection can mitigate some of the technical glitches.
- v. Members, who would like to express their views or ask questions during the e-AGM will have to register themselves as a speaker by visiting the URL <https://emeetings.kfintech.com/> and clicking on the tab "Speaker Registration"

during the period starting from Friday, September 25, 2020 (9.00 a.m.) upto Sunday, September 27, 2020 (5.00 p.m.). Only those members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Please note that only questions of the members holding the shares as on cut-off date will be considered.

- vi. A video guide assisting the members attending e-AGM either as a speaker or participant is available for quick reference at URL <https://emeetings.kfintech.com>
- vii. Members who need technical assistance before or during the e-AGM can contact M/s KFin Technologies Private Limited at emeetings@kfintech.com or Helpline: 1800 345 4001.

D. General Instructions:

- i. The Board of Directors has appointed Mr. D S M Ram, Practising Company Secretary (ACS No. 14939, CP No. 4239) as the Scrutinizer to the e-voting process and voting at the e-AGM in a fair and transparent manner.
 - ii. The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the 82nd e-AGM and announce the start of the casting of vote through the e-voting system of M/s KFin Technologies Private Limited.
 - iii. The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Bank and make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Bank, who shall countersign the same.
 - iv. The Scrutinizer shall submit his report to the Chairman of the Bank, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Bank's website www.jkbank.com and on the website of M/s KFin Technologies Private Limited <https://evoting.karvy.com> and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Bank.
25. The voting results declared along with the Scrutinizer's Report will be placed on the Bank's website www.jkbank.com and on the website of M/s KFin Technologies Private Limited immediately after the declaration of the result by the Chairman or a person authorized by the Chairman. The results will also be immediately forwarded to the BSE Ltd. and National Stock Exchange of India Ltd.



Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 03

Though not strictly necessary, Explanatory Statement is being given for Item No. 03 of the Notice, with the view to set-out material facts concerning such business. Pursuant to the provisions of Section 142 of the Companies Act, 2013, the remuneration of Auditors, appointed by C&AG under Section 139(5) of the Companies Act, 2013, has to be fixed by the Bank in General Meeting or in such manner as the Bank in the General Meeting may determine. Members may accordingly authorize the Board of Directors to pay the remuneration of Auditors as per the RBI circular applicable to Public Sector Banks for the financial year 2020-21 including remuneration for the Limited Review of Quarterly Financial Results for the periods ending 30th June, 2020, 30th September, 2020 and 31st December, 2020.

No Director, Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolution.

Directors recommend the adoption of Resolution to be moved at the Meeting in this regard.

ITEM NO. 04

The authorised Capital of the Bank at present is Rs. 95 Crore divided into 95,00,00,000 equity shares of Re. 1/- each. The present paid-up capital of the Bank stand at Rs.71,34,50,938. The Reserve Bank of India vide their communication No: DBS (JMU), No.80/12.01.002/2019-20 dated: June 09, 2020 on the subject "Capital Raising Plan of Jammu & Kashmir Bank Limited (JKBL)" advised the Bank to reassess proactively its capital position and future capital requirements. Accordingly to gauge the capital requirements of the Bank, Capital Planning exercise was carried out under Internal Capital Adequacy Assessment Process (ICAAP) in light of economic and business environment within India. Besides, the downward pressures in the financial sector, increase in NPA, slow growth in overall business variables due to uncertain conditions in the UT of J&K and Covid 19 Pandemic, relative increase in risk weighted assets and the capital buffer maintained by the bank over and above the regulatory minimum. Based on the above factors in the capital planning exercise carried out, the Bank needs to increase its authorized capital.

In order to achieve projected business targets for the FY 2020-21, availability of the commensurate amount of regulatory capital to support the expanded balance sheet is critical particularly since minimum regulatory capital requirement too is scheduled to increase to 11.5% with effect from September 30, 2020. With a view to maintain the comfortable capital adequacy ratio, well above the statutory requirements as well as to fund future growth plans of the Bank, the Bank will require infusion of additional capital. The Board of Directors has considered it necessary and desirable to increase the Authorized Capital of the Bank to Rs. 250 crores so as to accommodate the proposed augmentation of the Capital base as and when considered necessary. The

above change proposed will necessitate amendment to the Capital clause of the Memorandum of Association and Article (5) of Articles of Association of the Bank.

No Director, Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolutions.

Board of Directors recommends the adoption of Resolution to be moved at the Meeting in this regard.

ITEM No. 05

The Board of Directors of the Bank taking note of the directions of the RBI while according approval to the amendments in the Articles of Association of the Bank approved by the shareholders by way of postal ballot on March 18, 2020 to have enabling provisions in the articles of the Bank to retain the flexibility to also consider appointing personages not currently on the board of the bank as Executive Directors, observed that though the AOA in current form ostensibly have the enabling provisions for appointment of Executive Directors but essentially seem somewhat restrictive due to prescription of board membership as a pre-requisite and as such, necessitate amendment/refinement to fully confirm to and capture the essence of RBI directions. Accordingly it is desirable to also have not more than two positions of Executive Directors in the Bank (in addition to the Managing Director & CEO) who, as whole-time director(s), could broaden the representation of the Bank Management on the Board of Directors, as is the practice in the public sector banks and strengthen the Bank's corporate governance framework. Keeping with the industry practice, the post of ED(s) could be filled by promotion from within the Bank, through well-defined eligibility criteria, interview process, etc.,

Further Board agreed with the other suggestion of the RBI that to ensure uniformity with other banks, the designation of 'Managing Director' be modified to 'Managing Director and Chief Executive Officer'.

Accordingly, the proposed amendments in the Articles of the Bank as set out at item No. 5 are placed before the Members of the Bank for approval by way of a special resolution.

No Director, Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolutions.

Board of Directors recommends the adoption of Resolution to be moved at the Meeting in this regard.

Item No. 06 & 07

The implementation of Basel III guidelines has necessitated the need for banks in India to augment their capital base. This becomes important as Basel III capital requirements call for increase in quantity and quality of capital, besides providing for capital buffer during economic downturn. The Basel III capital regulations were implemented in India with effect from April 1, 2013. Banks have to comply with the regulatory



limits and minima as prescribed under Basel III capital regulations, on an ongoing basis. Basel III capital regulations would be fully implemented by September 30, 2020.

In order to ensure smooth migration without any near-term stress, appropriate transitional arrangements for capital

ratios was made by RBI which commenced from 01.04.2013. Capital ratios and deductions from Common Equity will be fully phased-in and implemented fully on 30.09.2020 and accordingly the phase-in arrangements for Scheduled Commercial Banks operating in India are drawn as under:

Transitional Arrangements-Scheduled Commercial Banks				Capital as % of RWAs				
	April 1, 2013	March 31, 2014	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018	March 31, 2019	Sept 30, 2020
Minimum Capital Ratios								
Minimum Common Equity Tier I (CET 1)	4.50	5.00	5.50	5.50	5.50	5.50	5.50	5.50
Capital Conservation Buffer (CCB)	-	-	-	0.625	1.25	1.875	1.875	2.50
Minimum CET1+CCB	4.50	5.00	5.50	6.125	6.75	7.375	7.375	8.00
Minimum Tier 1 Capital	6.00	6.50	7.00	7.00	7.00	7.00	7.00	7.00
Minimum Total Capital	9.00	9.00	9.00	9.00	9.00	9.00	9.00	9.00
Minimum total Capital +CCB	9.00	9.00	9.00	9.625	10.25	10.875	10.875	11.50

It is in place to mention that on March 27, 2020 taking cognizance of likely impact of COVID-19 on financial markets & Banks in particular, RBI issued circular DOR.BP.BC. No.45/21.06.201/2019-20 wherein transition period for implementing the last tranche of 0.625% under the Capital Conservation Buffer (CCB), has been extended from March 31, 2020 to September 30, 2020. Consequently capital requirement as on and after September 30, 2020 will be 11.50% out of which 8% has to be maintained in the form of Common Equity Tier I- CET1 (minimum requirement of 5.5% and CCB 2.5%) , another 1.5% can be supplemented in the form of Additional Tier I Capital (ATI) and rest 2% of the total minimum regulatory CRAR (11.5%) can be met in the form of Tier II capital.

To gauge the capital requirements under Basel III, Capital Planning exercise is carried out by Bank under Internal Capital Adequacy Assessment Process (ICAAP). The exercise is reviewed on regular basis (quarterly) in light of economic and business environment within India. Besides, the downward pressures in the financial sector, increase in NPA, slow growth in overall business variables, relative increase in risk weighted assets compared to the incremental capital growth, the capital buffer maintained by the bank historically over and above the regulatory minimum are also factored in while arriving at the capital position of the Bank in near

to medium term. Based on the above factors in the capital planning exercise carried out, the Bank needs to augment its capital base in phases up to March 31, 2021. Bank shall augment its capital base by raising of common equity (CET1), issue of Additional Tier 1 bonds (AT1) or issue of Tier 2 bonds and through internal profit accruals. The current issue of raising capital is part of Tier I and Tier II capital raising exercise for augmenting Bank's capital base, to the extent of INR 4500 crores through various modes including follow-up issue, rights issue, preferential issue to government of J&K, issue to financial institutions/employees (ESPS)/public, institutional placements, and other permitted mode of raising capital including mobilization of around INR 1000 crores of Tier II capital based on the market conditions. The Basel III requirements envisage maintaining of adequate capital that is in line with regulatory requirements. The need for more capital is also in line with the future business growth that the Bank has projected over near to medium term. No Director, Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolution.

The Board of Directors of the Bank believes that the proposed issue is in the interest of the Bank and hence, recommends the resolutions for the approval of the Shareholders by way of Special Resolution.

Regd. Office:
Corporate Headquarters,
M. A. Road,
Srinagar - 190 001

Place : Srinagar
Dated: September 05, 2020

By order of the Board of Directors

Mohammad Shafi Mir
Company Secretary



ANNEXURE TO NOTICE

Details of Director seeking re-appointment at the Annual General Meeting as per SS - 2 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details of Director seeking re-appointment at the AGM
Name	Vikram Gujral
Category	Non-Executive Non Independent Rotational Director
DIN	03637222
Date of Birth	20-09-1965
Qualification	B.Com; LLB
Nature of Expertise / Experience*	26 years of business experience
Terms and conditions of re-appointment	Re-appointment as Director liable to retire by rotation
Details of Remuneration paid (sitting fees) during the year 2019-20 (in ₹)	4,40,000
Remuneration proposed to be paid	The Non-Executive Director will be paid sitting fee of ₹. 40,000 for attending each meeting of the Board or a Committee thereof. In addition he is also entitled to Profit related compensation to the extent of one percent of the profits of the Bank for the relevant financial year, subject to a maximum of ₹ 10 Lakhs per annum per Director
Date of First Appointment in the Board	26 th March, 2019
Shareholding in the Bank	0
Relationship with other Directors, Key Managerial Personnel	Nil
No. of Board Meetings attended during the year 2019- 20 (Total meeting held during the year 10)	10

* for detailed profile and Directorship in other Companies refer to Corporate Governance section of Annual Report.