

Jammu & Kashmir Bank Limited

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Kashmir, India
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Board Secretariat

Ref:-JKB/BS/F3652/2019/280
Date: 16th July, 2019

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: - 81st Annual General Meeting of the Bank & Cut - off date for E - Voting

Dear Sirs,

We wish to inform you that the 81st Annual General Meeting of the shareholders of the Bank will be held on Saturday, 10th August, 2019 at 1100 Hours (IST) at Sher-i-Kashmir International Conference Centre, (SKICC), Srinagar. A copy of the Notice of Annual General Meeting is attached herewith.

The Bank shall commence dispatch of the Annual Report for FY 2018-19 to the shareholders from Wednesday, 17th July, 2019.

Further, we wish to intimate that the Bank has taken 2nd August, 2019 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.

Thanking you

Yours faithfully
For The Jammu & Kashmir Bank Ltd.

A handwritten signature in blue ink, appearing to read 'Shafi Mir', is written over a faint, illegible stamp.

(Mohammad Shafi Mir)
Company Secretary

Notice

NOTICE is hereby given that the 81st Annual General Meeting (AGM) of the Shareholders of Jammu and Kashmir Bank Limited (the "Bank") will be held as under:

Day : Saturday

Date : 10th August, 2019

Time : 1100 hours

Place : Sher-i-Kashmir International Conference Centre (SKICC), Srinagar, J&K

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, 2019 including Balance Sheet as at 31st March, 2019 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. Rahul Bansal (DIN: 01216833), who retires by rotation and, being eligible, has offered himself for reappointment.
3. To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution :

"Resolved that pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of the Reserve Bank of India under section 30(1A) of the Banking Regulation Act, 1949, read with directions, if any, from the C&AG of India, the Board of Directors of the Bank be and are hereby authorized to appoint Statutory Auditors of the Bank for the financial year 2019-20 and to fix remuneration to Statutory Auditors for the financial year ending 31st March 2020, as per RBI circular applicable to Public Sector Banks, including remuneration for the Limited Review of Quarterly Financial Results for the periods ending 30th June, 2019, 30th September, 2019 and 31st December, 2019 to the Statutory Central Auditors of the Bank."

SPECIAL BUSINESS:

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

"RESOLVED that Mr. Vikram Gujral (DIN: 03637222) who was appointed as an Additional Director by the Board under section 161 of the Companies Act, 2013 read with Article 78 of the Articles of Association of the Bank in the meeting of the Board of Directors held on 26th March, 2019 and who holds office upto the date of this Annual General Meeting and in respect of whom the Bank has received a notice under Section 160 of the Companies Act, 2013, signifying his candidature to the office of Director under Section 152 of the Companies Act, 2013, be and is hereby appointed, as Director on the Board of Directors of the Bank, whose period of office shall be liable to retire by rotation.

5. 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule IV to the Companies Act, 2013, and subject to Section 10A (2A)(i) of the Banking Regulation Act, 1949, Mr. Mohammad Ashraf Mir (DIN: 07586792), be and is hereby re-appointed as an Independent Director of the Bank for a second term of 2 years with effect from 17th June, 2019 and that he shall not be liable to retire by rotation."

6. 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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule IV to the Companies Act, 2013, and subject to Section 10A (2A)(i) of the Banking Regulation Act, 1949, Dr. Sanjiv Agarwal (DIN: 00110392), be and is hereby re-appointed as an Independent Director of the Bank for a second term of 2 years with effect from 17th June, 2019 and that he shall not be liable to retire by rotation."

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule IV to the Companies Act, 2013, and subject to Section 10A (2A)(i) of the Banking Regulation Act, 1949, Mr. Sunil Chandiramani (DIN: 00524035), be and is hereby re-appointed as an Independent Director of the Bank for a second term of 2 years with effect from 17th June, 2019 and that he shall not be liable to retire by rotation.”

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

“RESOLVED that the action of the Board of Directors of the Bank in having extended the term of Dr. Pronab Sen (DIN 07831725) Independent Director on the Board of the Bank from 17th June, 2019 to 10th August, 2019 be and is hereby confirmed.

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

“RESOLVED that pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013, Rule 14 and other applicable provisions, if any, of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debenture) Rules, 2014, any other applicable rules, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, any other applicable provisions of law, any amendment, modification, variation or re-enactment thereto from time to time, and the provisions of the Memorandum and Articles of Association of the Bank and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned authorities / regulators / Statutory Authority(ies), including Reserve Bank of India (“RBI”) the approval of the Members of the Bank be and is hereby accorded to the Board of Directors of the Bank (hereinafter referred to as “Board” and which term shall be deemed to include any Committee of the Board or any other persons to whom powers are delegated by the Board as permitted under the Companies Act, 2013 or Rules there under) for

borrowing / raising funds in Indian currency by issue of unsecured fully paid up Non-convertible Perpetual Debt Instruments (part of Additional Tier I Capital), BASEL III Bonds in domestic market on a private placement basis and / or for making offers and / or invitations therefore and / or issue(s) / issuances therefore, on private placement basis, in one or more tranches and / or series and under one or more shelf disclosure documents and / or one or more issues / letters of offer or such other documents or amendments / revisions thereof and on such terms and conditions for each series / tranches including the price, coupon, premium, discount, tenor etc. as deemed fit by the Board, as per the structure and within the limits permitted by RBI, of an amount in aggregate not exceeding INR 550 crores.

Resolved further that 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 ₹10.00 lacs each at par aggregating up to ₹1050 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 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended.”

“RESOLVED further that the Board of Directors of the Bank be authorized to issue Bonds of face value of ₹10.00 lacs each at par aggregating Upto ₹1050 Crores of tenure not exceeding 10 years 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 (upto a date that is not later than one year from the date hereof), amount, coupon/interest rate(s), yield, listing, allotment, dematerialisation and

other terms and conditions of issue Bonds as they may, in their absolute discretion, deem necessary.”

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

“RESOLVED that pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment 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, 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 of the Articles of Association of the Bank be amended to read as under:

(f) “Chairman” means the Chairman of the Board of Directors of the Bank.

(h) “Executive Director” means a whole-time Director (other than the Managing Director) who is in the whole time employment of the Bank, entrusted with the duty of whole-time Director.

(k) “General Manager” means a person appointed as such to do such acts and things for carrying on the business of the Bank as he may be authorized and to exercise such powers as may be delegated to him, by the Board/ Managing Director, or an Executive Director but subject always to the supervision, control and direction of the Managing Director and/or an Executive Director, as the case may be.

- B. New Clause (ha) in Article 4 be inserted in the Articles of Association of the Bank after the existing clause 4(h) to read as under:

(ha) “Managing Director” 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.

- C. Article 69(i) of the Articles of Association of the Bank be amended to read as under:

(i) Subject to the Provisions of the Companies Act, the Banking Regulation Act, SEBI regulations and these Articles, the Chairman of the Board shall be a Non-Executive Chairman. The number of Directors on the Board of the Bank shall not be more than fifteen or less than seven. Not more than three of these Directors shall be appointed by the Jammu and Kashmir Government, who will be called Government Directors; provided that no Director other than a Government Director shall be elected as (a) the Chairman of the Board of Directors; and (b) Managing Director, of the Bank .

- D. Article 70 (ii) of the Articles of Association of the Bank be amended to read as under:

(ii) Directors shall be entitled to payment of sitting fee for attending the meetings of the board or committees thereof. Sitting fee shall be payable to a Director other than:

(a) Managing Director ;

(b) Executive Director(s);

(c) Director(s) nominated by the Government and who is/are in the full time employment of the Government,

(d) Additional Director(s) appointed by the Reserve Bank of India and who is/are in the full time employment of RBI.

- E. New Article 70 (B) be inserted in the Articles of Association of the Bank after the existing Article 70 (A) to read as under:

A Director including a part time Chairman who is neither in the whole time employment of the Bank nor a Managing Director, if called upon and willing to render extra services whether of a professional or non-professional nature may be paid remuneration either by way of monthly, quarterly or annual payment or by way of commission, as may be determined by the Board, subject to the provisions of the Act.

- F. Article 71 of the Articles of Association of the Bank be amended to read as under:

The management of the business of the Bank shall be carried on by the Managing Director subject to the superintendence, control and direction of the

Board of Directors. The Directors may exercise all such powers and do all such acts and things as the Company is, by its Memorandum of Association or otherwise, authorised to exercise and do and are not hereby or by statute directed or required to be made/exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Companies Act, and of these presents and to any rules not being inconsistent with these presents from time to time made by the Company in General Meeting provided that no such rules shall invalidate any prior act of the Directors which would have been valid if such rules had not been made.

- G. Article 72 (a) of the Articles of Association of the Bank be amended to read as under:

Subject to the provisions of the Banking Regulation Act, to purchase, buy, take on lease, or otherwise acquire any land (whether freehold, leasehold, or otherwise) from any person including a Director with or without a house or houses, building or buildings thereon in the Jammu and Kashmir State and elsewhere in India and to erect, construct and build or alter any building or buildings thereon for the purposes of banking house or banking houses, office or offices or as a residence for the Managing Director or Executive Director(s) or the General Manager or any other person in the employment of the Bank and to pay for such land and buildings whether purchased, leased or acquired, or built, or constructed by the Bank either in cash or otherwise.

- H. Article 72 (e) of the Articles of Association of the Bank be amended to read as under:

From time to time frame rules regarding the conditions of service of the employees of the Bank and to nominate, appoint and to remove or suspend as the Directors deem best for the management of the business of the Bank, Agents, Officer, Clerks, Engineers, workmen and all other employees of the Bank and to fix all remunerations, salaries and wages to be paid by the Bank to officers of the Bank respectively.

- I. Article 72 (f) of the Articles of Association of the Bank be amended to read as under:

To authorise the Managing Director or other officers of the Bank for the time being to exercise and perform all or any of the powers, authorities and duties conferred or imposed upon the Directors

by the Memorandum or Articles of Association subject to such restrictions and conditions, if any, as the Directors may think proper.

- J. Article 118 of the Articles of Association of the Bank be amended/re-casted to read as under:

a) Subject to the provisions of the Companies Act, 2013, and the Banking Regulation Act, 1949, the Directors may, from time to time, appoint one among themselves, who shall be a Government Director, to be the Managing Director for such period not exceeding five years at any one time as may be fixed by the Board of Directors.

b) The business of the Bank shall be conducted by the Managing Director subject to the superintendence, control and direction of the Board of Directors. Subject to the provisions of any law for the time being in force, the Board of Directors shall entrust the Managing Director, the management of the whole of the affairs of the Bank and also delegate to him such powers as may be necessary for carrying on the business of the Bank.

c) Subject to the provisions of the Companies Act, 2013, and the Banking Regulation Act, 1949, the Directors may, from time to time, appoint one among themselves, who shall be a Government Director, to be the Chairman of the Board of Directors for such period not exceeding five years at any one time as may be fixed by the Board of Directors.

d) The Chairman of the Board shall be a Non-Executive Director.

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.

f) The Executive Director(s) shall exercise such powers as may be delegated to him/ them, by the Managing Director, subject to the superintendence, control and directions of the Managing Director.

- g) The remuneration of the Chairman, Managing Director and Executive Director(s) or any modification thereof shall be decided by the Board of Directors subject to the approval of the Reserve Bank of India.

By order of the Board of Directors
Mohammad Shafi Mir
Company Secretary
FCS 8516

Place: Srinagar

Dated: 13th July 2019

NOTES

- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Bank.

Proxies, in order to be valid and effective, must be received by the Bank at its registered office not less than 48 hours before the time fixed for the meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the bank carrying voting rights.

A member holding more than ten percent of the total share capital of the bank, carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Bank, authorizing their representative to attend and vote on their behalf at the meeting.

- b) Shareholders who have not encashed their past dividend warrants are requested to do so without any further delay. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the Financial Year ended 31st March, 1996 were transferred to the General Revenue Account of the Central Government. Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amounts of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Bank have been transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Under the provisions of the Companies Act, 1956, no amounts could have been claimed by the Members

from the IEPF or the Bank in respect of such amounts transferred to the IEPF.

As per the provisions of Section 124 and Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") which have become effective on September 7, 2016, unclaimed amount, in respect of unpaid/ unclaimed dividend warrants, which remains unpaid for seven years shall be transferred by the Bank to "Investor Education and Protection Fund" established pursuant to the aforesaid provisions ("New IEPF"). Further, as per Section 125 of Companies Act, 2013, in respect of amounts transferred to IEPF pursuant to Section 205C of Companies Act, 1956 from the unpaid dividend account of the Bank, after the expiry of the period of seven years as per provisions of the Companies Act, 1956, members shall be entitled to get refund out of the new IEPF in accordance with IEPF Rules. Accordingly, members seeking to claim refund, in respect of amounts transferred to the IEPF or new IEPF, may do so from the new IEPF by making an application to the Investor Education and Protection Fund Authority ("IEPF Authority") in the prescribed form as per the provisions of Section 125 of the Companies Act, 2013 read with the IEPF Rules.

Unclaimed amount in respect of unpaid/unclaimed dividend declared in respect of the financial years upto 2010-11 have been transferred by the Bank to the IEPF/ New IEPF. Members who have a valid claim to any dividend which are not yet transferred may claim the same from the Bank immediately. The detailed dividend history, due dates for transfer to IEPF/New IEPF and the details of unclaimed amounts lying with the Bank in respect of the dividends declared are available on the website of the Bank. (www.jkbank.com/investor/stockexchangeintimation/shareholderinformation.php).

- c) 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") which have become effective on October 31, 2017, 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.

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 to shareholders regarding transfer of shares to IEPF. The shares in respect of the shareholders whose dividend has not been claimed for 7 consecutive years, upto financial year 2010-11, were transferred to the designated Demat account of the IEPF authority on 6th August 2018.

- d) In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders, who are desirous of availing this facility, may kindly write to M/s Karvy Fintech Private Limited, the Bank's Registrar & Transfer Agent (RTA).
- e) Members holding shares in physical form are requested to intimate change, if any, in their Registered Address, to the Share Transfer Agent. If the shares are held in Demat form, intimation regarding change of address, if any, has to be notified to the concerned Depository Participant where the Shareholder is maintaining Demat Account.
- f) Brief Profile of person(s) seeking appointment/re-appointment as Directors on the Board of the Bank is annexed to the explanatory statement attached with this Notice.
- g) Important communication to members

As per the provisions of Companies Act, 2013 as well as Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), Regulations 2015, electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been registered/made available to the Bank /Depository Participants for this purpose unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form and other documents annexed to the Notice, will be sent to them in the permitted mode.

The Bank hereby requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or RTA of the Bank. Further, Members holding shares in electronic mode are

also requested to ensure to keep their email addresses updated with the Depository Participants / RTA of the Bank. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Bank quoting their folio number(s).

- h) Members desirous of getting any information about the accounts and operations of the Bank are requested to write their queries to the Bank at least seven days before the AGM to enable the Bank to gather information.
- i) Only registered members/ beneficial owners carrying their attendance slips and holders of valid proxy forms registered with the Bank will be permitted to attend the meeting. Also Members/Proxy holders are requested to:
- Please carry photo ID card for identification/verification purposes.
 - Note that briefcases, mobile phones, bags, helmets, eatables and other belongings will not be allowed to be taken inside the venue of the meeting for security reasons and members/proxy holders will be required to take care of their belongings.
 - Note that no gifts will be distributed at the AGM.
 - Note that members present in person or through registered proxy shall only be entertained.
 - Note that the attendance slip/proxy form should be signed as per the specimen signature registered with the R&T /Depository Participant.
 - Quote their Folio/DP & Client Id No. in all correspondences with the R&T / Bank.
 - Avoid being accompanied by non-members and/or children.
- j) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts, is annexed hereto.
- k) The route map for the AGM Venue is provided at the end of this notice.
- l) E-Voting:

The Bank is pleased to provide E-voting facility through Karvy Fintech Pvt Ltd., in compliance with Section 108 of the Companies Act, 2013 read with rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for all shareholders of the Bank to enable them to cast their

votes electronically on the items mentioned in this notice of the 81st AGM of the Bank. Based on the consent received from Mr. Harish Kumar Villadath, Advocate, the Bank has appointed him as the Scrutinizer for conducting the voting process in a fair and transparent manner. E-voting is optional and Members can opt for only one mode for voting i.e. either by remote e-voting or vote at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date i.e. 2nd August, 2019.

The instructions for E-Voting are as under:

- (i) To use the following URL for e-voting:
From Karvy website: <http://evoting.karvy.com>
- (ii) Shareholders of the Bank holding shares either in physical form or in dematerialised form, as on the cut-off date, may cast their vote electronically.
- (iii) Enter the login credentials i.e., user id and password mentioned in the attendance slip of the AGM. Your Folio No/DP ID/Client ID will be your user ID.
- (iv) After entering the details appropriately, click on LOGIN.
- (v) 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. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) You need to login again with the new credentials.
- (vii) On successful login, the system will prompt you to select the EVENT i.e., J&K Bank.
- (viii) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- (ix) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- (x) Cast your vote 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. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- (xi) Once the vote on the resolution is casted by the shareholder, he shall not be allowed to change it subsequently.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mail@harishkumar.com with a copy marked to e.voting@karvy.com.
- (xiii) The facility for remote e-voting shall remain available from 0900 hours of 7th August, 2019 to 1700 hours of 9th August, 2019. During this period shareholders of the Bank, holding shares either in physical form or in dematerialised form, as on the cut-off date of 2nd August, 2019 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have casted their vote electronically through remote e-voting may participate in the AGM but shall not be allowed to vote at the AGM.
- (xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Fintech Pvt. Ltd at Tel. No.1800 345 4001(toll free).
- (xv) Any person, who acquires shares of the Bank and become Member of the Bank after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-Voting.

- II. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Bank and make not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes casted in favour or against, if any, to the Chairman of the Bank who shall countersign the same.
- III. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.
- IV. 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 Bank's Registrar & Share Transfer Agent within forty-eight hours of passing of the resolutions at the AGM of the Bank and communicated to the BSE Limited and the National Stock Exchange of India Ltd, where the shares of the Bank are listed.
- V. Poll will also be conducted at the AGM and any Shareholder who has not casted his/her vote through remote e-voting facility, may attend the AGM and cast his/her vote.

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. Historically the appointment of Statutory Auditors of the Bank was made by the C&AG of India and the remuneration was fixed by the Shareholders as per the RBI circular applicable to Public Sector Banks. However, during the FY 2018-19 Reserve Bank of India advised the Bank to seek its approval for appointment of Auditors as mandated under section 30(1A) of the Banking Regulation Act, 1949. The Bank in turn approached RBI/ C&AG for allowing the Bank to appoint auditors subject to prior approval of RBI. The communication in this regard continued till the end of previous Financial Year. Owing to paucity of time for finalization of accounts, the Bank requested RBI to approve auditors selected by C&AG for the previous financial year only.

For the FY 2019-20, the appointment of Statutory Auditors of the Bank will be subject to appropriate directions from the RBI / C&AG. However if at a later stage, RBI/C&AG of India permits the Bank to make the appointment of Statutory Auditors, an enabling provision to authorize the Board of Directors to make the appointment of statutory auditors is proposed, since the power to make appointment of auditors vests with the shareholders of the Bank. Further the remuneration of auditors 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 2019-20 including remuneration for the Limited Review of Quarterly Financial Results for the period ending 30th June, 2019, 30th September, 2019 and 31st December, 2019.

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. 4

With a view to broad base the Board, Mr. Vikram Gujral (DIN: 03637222) was appointed as additional Director on the Board of the Bank on 26th March, 2019. The Bank has now received a notice alongwith the necessary deposit pursuant to the provisions of Section 160 of the Companies Act, 2013 from the Director proposing his candidature for directorship of the Bank.

The Bank has also received from Mr. Vikram Gujral (DIN: 03637222) consent in writing to act as Director pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and intimation in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to

the effect that he is not disqualified under Section 164 (2) of Companies Act, 2013.

Brief profile of Mr. Vikram Gujral (DIN: 03637222) is annexed to the explanatory statement attached with this notice.

No Director (except Mr. Vikram Gujral), Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolution.

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

ITEM NO. 5, 6 & 7

The Shareholders of the Bank in their meeting held on 17th June, 2017 had appointed Mr. Mohammad Ashraf Mir (DIN: 07586792), Dr. Sanjiv Agarwal, (DIN:00110392) and Mr. Sunil Chandiramani (DIN:00524035) as Independent Directors on the Board of the Bank for a period of 2 years, i.e. up to 16th June, 2019. The Board of Directors in their meeting dated 15th June, 2019, upon the recommendations of the Nomination & Remuneration Committee of the Board approved the continuation of the directors till the ensuing AGM. Pursuant to Section 149(10) of the Companies Act, 2013, read with Article 70(i) of the Articles of Association of the Bank, an independent director shall hold office for a term up to two consecutive years on the Board of a Bank, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

The aforesaid Independent Directors are eminent personalities in their respective fields and considering their vast experience and knowledge, their continued association with the Bank would be of immense benefit to the Bank. The Board, therefore, recommends, subject to the consent of the shareholders their re-appointment on the Board of Bank for a further period of 2 years with effect from 17th June, 2019 as Independent Directors not liable to retire by rotation.

The brief profile of the above proposed Independent Directors is annexed to the explanatory statement attached with this Notice.

No Director (except the Directors seeking re-appointment), Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolution.

Board of Directors recommends the adoption of the resolutions as set out in Item No. 05, 06 and 07 of the Notice for approval of members as special resolution.

ITEM NO. 08

The shareholders of the Bank in their meeting held on 17th June 2017 had appointed Dr. Pronab Sen (DIN 07831725) as an Independent Director on the Board of the Bank for a period of 2 years i.e., upto 16th June 2019. The Board of Directors in their meeting dated 15th June 2019 upon the recommendations of Nomination and Remuneration Committee of the Board approved the continuation of his Directorship in the Bank till the ensuing AGM of the Bank. However, Dr. Pronab Sen (DIN 07831725) has expressed his inability to continue as Independent Director on the Board of the Bank after the Constitution of New Board of Directors at the ensuing AGM of the Bank. Accordingly, members of the Bank are requested to confirm the continuation of Dr. Pronab Sen (DIN 07831725) as an Independent Director on the Board of the Bank from 17th June, 2019 to 10th August 2019.

No Director (except Dr. Pronab Sen), Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolution.

Board of Directors recommends the adoption of the resolutions as set out in Item No. 08 of the Notice for approval of members as special resolution.

ITEM NO. 09

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 were to be fully implemented by March 31, 2019. However RBI vide notification No: DBR.BP.BL.No.20/21.06.201/2018-19 dated: 10/01/2019 deferred the implementation of last tranche of 0.625% of Capital Conservation Buffer (CCB) from March 31, 2019 to March 31, 2020. Accordingly the Bank is required to attain CCB level of 2.5% on March 31, 2020. In order to ensure smooth migration without any near stress, appropriate transitional arrangements for capital ratios have been made which commenced as on 01.04.2013. Capital ratios will be now implemented fully on 31.03.2020 and accordingly the phase-in arrangements for Scheduled Commercial Banks operating in India is as under:

Transitional Arrangements -Scheduled Commercial Banks-				Capital as % of RWAs				
Minimum Capital Ratios	April 1, 2013	March 31, 2014	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018	March 31, 2019	March 31, 2020
Minimum Common Equity Tier I (CET 1)	4.5	5	5.5	5.5	5.5	5.5	5.5	5.5
Capital Conservation Buffer (CCB)	0.0	0.0	0.0	0.625	1.25	1.875	1.875	2.5
Minimum CET1+CCB	4.5	5	5.5	6.125	6.75	7.375	7.375	8
Minimum Tier 1 Capital	6	6.5	7	7	7	7	7	7
Minimum Total Capital	9	9	9	9	9	9	9	9
Minimum total Capital +CCB	9	9	9	9.625	10.25	10.875	10.875	11.5

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 31st March, 2020 till the time Basel III gets fully implemented. 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 Additional Tier I and Tier II capital raising exercise. 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 resolution for the approval of the Shareholders by way of Special Resolution.

ITEM NO. 10

As per Regulation 17(1B) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the top 500 listed entities shall, effective from 1st April, 2020, ensure that the Chairperson of the Board of such a listed entity shall be a non-executive director not related to the Managing Director

or the Chief Executive Officer as per the definition of the term 'relative' defined under the Companies Act, 2013. Towards this end and to further strengthen the corporate governance at the Bank, the Board of Directors has decided to split the position of the Chairman & Managing Director of the Bank such that the office of the Chairman of the Board of the Bank is held by a Non-Executive Director.

To implement the decision of the Board of Directors, it is necessary to amend Article 69 of the Articles of Association of the Bank to provide specifically that the Chairman of the Board shall be a Non-Executive Director. The proposed Article 69 of the Articles of Association of the Bank inter alia provides that no Director other than a Government Director shall be elected as (a) the Chairman of the Board of Directors; and (b) Managing Director, of the Bank.

Proposed amendments to Article 4 in the definitions of "Chairman" and "Executive Director" are self-explanatory; definition of "Managing Director" in line with the provisions of the Banking Regulation Act, 1949 has been provided; proposed amendments to: (a) Article 4 in the definition of "General Manager" and Article 71, are consequential in nature pursuant to the proposed amendment to Article 69 providing for office of the Chairman of the Board to be held by a Non-Executive Director; and (b) Article 70(ii) provide for that sitting fee for attending meetings of the board or committees thereof shall not be payable to Chairman and Managing Director and to a Director nominated by the Government and who is in the full time employment of the Government.

Article 70(B) has been added as a new article to provide that a Director who is neither in the whole time employment of the Bank nor a Managing Director may be paid remuneration for extra services rendered subject to the provisions of the Act.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association requires approval of shareholders by way of a special resolution. Hence this resolution

Your Directors therefore submit the resolution for your consideration and recommend it to be passed as a special resolution.

A copy of the existing as well as amended Articles of Association of the Bank is available for inspection at the

Registered Office of the Bank during working hours on working days till the date of AGM.

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

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

CIN : L65110JK1938SGC000048

Dated: 13th July 2019

By order of the Board of Directors
Mohammad Shafi Mir
Company Secretary
FCS 8516

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

S. No.	Particulars	Details of Director s seeking appointment /re-appointment at the AGM				
1	Name	Rahul Bansal	Vikram Gujral	Mohammad Ashraf Mir	Sanjiv Agarwal	Sunil Chandiramani
2	Category	Non Executive Non Independent Rotational Director	Non Executive Non Independent Rotational Director	Non Executive Independent Director	Non Executive Independent Director	Non Executive Independent Director
3	DIN	01216833	03637222	07586792	00110392	00524035
4	Date of Birth	23-02-1975	20-09-1965	13-11-1958	02-07-1959	24-12-1968
5	Qualification	B.Com.	B.Com; LLB	B. Sc	M . C o m ; FCA; FCS; A I C S (U K) ; PhD; DCG-ICSI	Chartered Accountant, CISA
6	Nature of Expertise / Experience*	18 years as industrialist	25 years of business experience	35 years of experience as industrialist, contractor and businessman	Financial services; Corporate Governance; Taxation; Corporate laws etc.	Accounting; Finance; Bank Transformation; Risk Management; IT & IT Security
7	Terms and conditions of appointment / re appointment	Re-appointment as Director liable to retire by rotation	Appointment as Director liable to retire by rotation	Re-appointment as Independent Director for further period of 2 years		
8	Details of Remuneration paid and last drawn remuneration (including sitting fees) during the year 2018-19 (in ₹)	SF ** 12,00,000 C 7,89,041	0	SF 18,80,000 C 10,00,000	SF 19,20,000 C 7,89,041	SF 16,80,000 C 7,89,041
9	Remuneration proposed to be paid	The above Non Executive Directors will be paid sitting fee of ₹ 40,000 for attending each meeting of the Board or a Committee thereof. In addition they are 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				
10	Date of First Appointment in the Board	17 th June, 2017	26 th March, 2019	16 th August , 2016	17 th June, 2017	17 th June, 2017
11	Shareholding in the Bank	5750 shares (0.0010%)	0	1000 Shares (0.0001%)	0	0
12	Relationship with other Directors, Key Managerial Personnel	Nil	Nil	Nil	Nil	Nil
13	No. of Board Meetings attended during the year 2018- 19 (Total meeting held during the year 13)	10	0	13	13	12

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

** SF stands for Sitting Fee and C stands for Profit related compensation.