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Notice

NOTICE is hereby given that the **83rd Annual General Meeting (AGM)** of the Shareholders of **Jammu & Kashmir Bank Limited (the "Bank")** will be held on **September 30, 2021 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, 2021 including Balance Sheet as at 31st March, 2021 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 2021-22.

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 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 ("**Listing Regulations**"), 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 "**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 other permitted securities which are capable of being converted into equity or not, for an aggregate amount not exceeding Rs.1000 Crore (Rupees One Thousand Crore Only), in one or more tranches 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 to one or more of the shareholders, 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/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) / 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 Listing Regulations, 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 SEBI, Stock Exchanges, 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 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 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 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 ICDR Regulations;
5. A minimum of 10% of the Securities to be issued and allotted pursuant to Chapter VI of 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.

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 of shares and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the issue and allotment of new equity shares / securities if any, to NRIs, FIIs and / or other eligible foreign investors shall be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as may be applicable.

RESOLVED FURTHER THAT the said new equity shares to be issued shall rank, in all respects, 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 / 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 it 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.



the Reserve Bank of India ('RBI') in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Bank, and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Bank ('Board'), Mr. Nitishwar Kumar, IAS (DIN: 05326456), who was appointed as an Additional Director of the Bank in the category of Non-Executive Non-Independent Director on 09th October, 2020, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Bank, whose period of office shall be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules, if any, under the Act, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Section 10A and

other applicable provisions, if any, of the Banking Regulation Act, 1949, applicable rules, circulars and guidelines issued by the Reserve Bank of India ('RBI') in this regard, from time to time, and any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the provisions of the Articles of Association of the Bank, and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Bank ('Board'), Dr. Mohamad Ishaq Wani (DIN:08944038), who was appointed as an Additional Director of the Bank in the category of Non-Executive Non-Independent Director on 09th October, 2020, and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Non-Independent Director of the Bank, whose period of office shall be liable to retire by rotation."

By order of the Board of Directors

Mohammad Shafi Mir
Company Secretary

Place: Srinagar
Dated: September 08, 2021



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@jkmail.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 Explanatory Statement to this Notice.
3. In case of joint holders attending the Meeting, only the first named holder shall be entitled to vote.

copy of PAN card and address proof, duly filled in, to the RTA 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 (with full credentials) to the Bank at investorrelations@jkbmail.com at least ten (10) days before the meeting.
13. In view of the outbreak of COVID-19, the Ministry of Corporate Affairs (MCA), vide its General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 2/2021 dated 13th January, 2021 ("MCA Circulars") 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 2021 also. In accordance with, the said circulars of MCA, SEBI and applicable provisions of the Act and Listing Regulations, the 83rd AGM of the Bank is being conducted through VC / OAVM. M/s Kfin Technologies Private Limited will be providing e-voting facility, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 21 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 Thursday September 30, 2021, 11.00 a.m 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 MCA circulars, 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/clientservices/mobilereg/mobileemailreg.aspx> 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 pandemic and the applicable MCA 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 Sunday September 19, 2021. The notice and documents will be sent by email only to those Members who register their email addresses by or before this date.
20. The Notice of AGM along with Annual Report for the financial year 2020-21 is available on the website of the Bank at www.jkbank.com, on the website of Stock Exchanges i.e. The BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of M/s 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 Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time 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 voting process in a fair and transparent manner:

22. The remote e-voting period commences on Monday, September 27, 2021 (9:00 a.m) and ends Wednesday, September 29, 2021 (5:00 p.m). During this period, shareholders of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 24, 2021, may cast their votes electronically. The remote e-voting module will be disabled by M/s 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 remotely 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 and institutional shareholders are requested to access the remote e-voting facility provided by the Bank through M/s Kfin Technologies Private Limited and individual shareholders holding their shares in demat form are requested to access the remote e-voting facility through their depositories or their depository participants.



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 Companies Act, 2013, 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 24, 2021 (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 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:

e-Voting procedure for Individual shareholders holding securities in Demat:

As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Login procedure for individual shareholders holding the securities in demat mode directly from the website of depositories:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the "Beneficial Owner" icon under 'IDeAS' section. III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting". IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com II. Select "Register Online for IDeAS" III. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsd.com/ II. Click on the icon "Login" which is available under 'Shareholder/Member' section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. <p>Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. <p>After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</p>

Method of Login for individual shareholders holding the securities in Demat form through their depository participants.

Shareholders can also login using the login credentials of their demat account through Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important Note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forgot Password option available at [above mentioned website](#).

For technical Assistance

Members facing any technical issue in login can contact the respective helpdesk by sending a request on the email id's or contact on the phone no's provided below:

NSDL	CDSL
Email: evoting@nsdl.co.in Toll free no.'s: 1800 1020 990 1800 22 44 30	Email: helpdesk.evoting@cdslindia.com Phone No: 022- 23058738 022-23058542-43

e-Voting procedure for Institutional Shareholders and shareholders holding securities in Physical form:

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108,110 and other applicable provisions of the Companies Act, 2013 read with the relevant Rules, the Bank is pleased to provide e-voting facility to all its shareholders holding securities in physical form and to the Institutional Shareholders, to enable them to cast their votes electronically. The Bank has engaged the services of M/s KFin Technologies Private Limited for the purpose of providing e-voting facility to all its Members.

The details of the process and manner for e-voting are given below:

- i. Initial password is provided in the body of the email.
- ii. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- iii. 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.
- 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 (@,#,\$,etc.). 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 Ltd.
- viii. 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.
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- x. 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.
- xi. 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.
- xii. Members can cast their vote online from Monday, September 27, 2021 (9:00 a.m) till Wednesday, September 29, 2021 (5:00 p.m). Voting beyond the said date/time shall not be allowed and the e-voting facility shall be blocked.
- xiii. For Members who have not registered their email addresses, kindly register the same and along with their mobile numbers at the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> as the Notice and any other documents will not be sent to them in physical mode. The same shall be sent only by email in view of the COVID-19 pandemic and the applicable circulars.
- xiv. 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.kfintech.com> or call KFin on 1800 309 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 KFin 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 Monday, September 27, 2021 (9:00 a.m) upto Wednesday, September 29, 2021 (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 83rd e-AGM can contact M/s KFin Technologies Private Limited at evoting@kfintech.com or Helpline: 1800 309 4001.

D. General Instructions:

- i. The Board of Directors has appointed Mr. DSM Ram, Practising Company Secretary (ACS No. 14939, CP No. 4239) as the Scrutinizer to the e-voting process 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 83rd 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 e-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 e-voting.
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 <https://evoting.karvy.com> 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 2021-22 including remuneration for the Limited Review of Quarterly Financial Results for the period ending 30th June, 2021, 30th September, 2021 and 31st December, 2021.

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 & 05

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 October 01, 2021.

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 01.10.2021 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 & 2020	Oct 01, 2021
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), was initially extended from March 31, 2020 to September 30, 2020 thereafter vide circular DOR.BP.BC.No15/21.06.201/2020-21 dated: 29th September, 2020 to April 01, 2021 and subsequently vide DOR.CAP.BC.No.34/21.06.201/2020-21 dated: 5th February, 2021 to 01st October 2021. Consequently capital requirement till Q2 FY 2021-22 is 10.88% out of which 7.38% has to be maintained in the form of Common Equity Tier I- CET1 (minimum requirement of 5.5% and CCB 1.88%) , another 1.5% can be supplemented in the form of Additional Tier I Capital (AT1) and rest 2% of the total minimum regulatory CRAR (10.88%) 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 a phased manner. 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 2000 crores through various modes including follow-up issue, rights issue, preferential issue, issue to financial institutions, 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.

The Board at its meeting held on Thursday, September 02, 2021, subject to the approval of the Members and such other approvals as may be required, approved the raising of capital by the Bank. Therefore, the Bank proposes to have an enabling approval for raising of funds for an amount up to Rs.2000 crore in one or more tranches (Rs. 1000 crore each in Tier I and Tier II), on such terms and conditions as it may deem fit, by way of issuance of equity shares and/ or any equity linked securities ('Eligible Securities') through any permissible mode or combination of, including but not limited to a qualified institutions placement, private placement, and/ or follow-on public offering. The issue of Securities may be consummated in one or more tranches at such time or times at such price and to such classes of investors as the Board (including any Committee duly authorized thereof) may in its absolute discretion decide, having due regard to the prevailing market conditions and any other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed, subject, however, to the SEBI ICDR Regulations and other applicable guidelines, notifications, rules and regulations.

The Board (including 'any other Committee duly authorized thereof) may in its discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Bank. The proposed issue of capital is subject to the approvals of the Reserve Bank of India, if any and applicable regulations issued by the Securities and Exchange Board of India, each to the extent applicable, and any other government/ statutory/ regulatory approvals as may be required in this regard in India or abroad.

In case the Issue is made through a qualified institutions placement: (a) the allotment of the Securities shall be completed within a period of 365 days from passing this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time; and (b) the pricing of the Securities that may be issued to qualified institutional buyers pursuant to a qualified institutional placement shall be determined by the Board in accordance with the regulations on pricing of securities prescribed under the SEBI ICDR Regulations. The resolution enables the Board to offer such discount as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The Bank may, in accordance with applicable law, offer a discount, of not more than 5% or such percentage as permitted under applicable law, on the floor price determined pursuant to the SEBI ICDR Regulations (not be less than the average of the weekly high and low of the closing prices of the equity shares quoted on a stock exchange during the two weeks preceding the 'Relevant Date'). The 'Relevant Date' for this purpose would be the date when the Board (including 'any other Committee duly authorized thereof) decides to open the qualified institutions placement for subscription, if Equity Shares are issued, or, in case of issuance of convertible securities, the date of the meeting in which the Board decides to open the issue of the convertible securities as provided under the SEBI ICDR Regulations.

Since, the pricing and other terms of the Issue cannot be decided, except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the terms of the Equity Shares or Eligible Securities that may be issued by way of the Issue, subject to applicable law. The pricing shall be freely determined subject to such price not being less than the price calculated in accordance with applicable law. Convertible Eligible Securities, if allotted, shall be convertible into Equity Shares of the Bank within 60 months or such other time as may be decided by the Board and permitted by applicable law.

The Equity Shares to be issued shall rank pari passu in all respects, including in respect of entitlement to dividend with the existing equity shares, as may be provided under the terms of the QIP, and in accordance with the provisions of the placement document(s), subject to the terms of such Eligible Securities, Equity Shares allotted pursuant to conversion of any Eligible Securities shall be allotted as fully paid up.

If the Issue is conducted through the QIP route, the Eligible Securities or Equity Shares shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognised stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time.

The Special Resolutions also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/ offering(s) will be determined by the Board (including 'any other Committee duly authorized thereof) in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares to be allotted would be listed on one or more stock exchanges in India. The offer/ issue/ allotment would be subject to the availability of the regulatory approvals, if any. The conversion of Eligible Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the proposed resolutions as set out at item No. 4 & 5 are placed before the Members of the Bank for approval by way of a special resolutions.

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. 6

The Board of Directors of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Nitishwar Kumar, IAS (DIN: 05326456) as an Additional Director, in the category of Non-Executive Non-Independent Director of the Bank, on 09th October, 2020, to hold office up to the ensuing Annual General Meeting.

The Bank has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member, proposing the candidature of Mr. Kumar for appointment as Non-Executive Non-Independent Director of the Bank.

Further, Mr. Kumar has given his consent to act as a Director of the Bank and various other declarations as required under the Act and other applicable laws.

In the opinion of the Board, Mr. Kumar is a person of integrity and has requisite experience and expertise for him to be appointed as a Non-Executive Non- Independent Director of the Bank.

Mr. Kumar shall be liable to retire by rotation during his tenure as a Non-Executive Non-Independent Director of the Bank.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 6 of this Notice, for approval of the Members.

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

ITEM NO. 7

The Board of Directors of the Bank, on the recommendation of the Nomination and Remuneration Committee, had appointed Dr. Mohmad Ishaq Wani (DIN:08944038) as an Additional Director, in the category of Non-Executive Non-Independent Director of the Bank, on 06th November, 2020, to hold office up to the ensuing Annual General Meeting.

The Bank has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a Member, proposing the candidature of Dr. Wani for appointment as Non-Executive Non-Independent Director of the Bank.

Further, Dr. Wani has given his consent to act as a Director of the Bank and various other declarations as required under the Act and other applicable laws.

In the opinion of the Board, Dr. Wani is a person of integrity and has requisite experience and expertise for him to be appointed as a Non-Executive Non- Independent Director of the Bank.

Dr. Wani shall be liable to retire by rotation during his tenure as a Non-Executive Non-Independent Director of the Bank.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 7 of this Notice, for approval of the Members.

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

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 appointment / re-appointment at the AGM		
Name	Nitishwar Kumar, IAS	Vikram Gujral	Mohmad Ishaq Wani
Category	Non-Executive Non Independent Rotational Director		
DIN	05326456	03637222	08944038
Date of Birth	05.08.1967	20.09.1965	03.03.1958
Qualification	M.A(Economics) M.Sc(Public Management & Governance)	B. Com, LLB	M.Sc, M.Phil, Ph.d
Nature of Expertise/ Experience*	25 years of administrative experience in different capacities at State and Central government Level.	27 years of Business experience and more than two years' experience as Director of Bank	More than 30 years' experience in different capacities at State Government Level.
Terms and conditions of appointment / re-appointment	Appointment as Director liable to retire by rotation	Re-appointment as Director liable to retire by rotation	Appointment as Director liable to retire by rotation
Details of Remuneration paid (sitting fees) during the year 2020-21 (in Rs.)	NIL	15,20,000.00	2,40,000.00



Remuneration proposed to be paid	Nil	The 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 ₹10 Lakhs per director per annum, subject to a ceiling of one percent of the profit of the Bank for the relevant financial year in respect of all Directors in aggregate.	
Date of First Appointment in the Board	09.10.2020	26.03.2019	06.11.2020
Shareholding in the Bank	Nil	Nil	Nil
Relationship with other Directors, Key Managerial Personnel	Nil	Nil	Nil
No. of Board Meetings attended during the year 2020- 21	01	15	06

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

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

Place : Srinagar
Dated: September 08, 2021

By order of the Board of Directors

Mohammad Shafi Mir
Company Secretary