# **Corporate Governance Report**

1. Name of Listed Entity

- Jammu & Kashmir Bank Limited

2. Quarter ending

- 31-Mar-2022

#### i. Composition Of Board Of Director

Ti tl e ( M r./ M s)	Name of the Director	DIN	PAN	Category (Chairper son /Executive/ Non- Executive/ Independen t/ Nominee)	Sub Cat ego ry	Initial Date of Appointme nt	Date of Appointme nt	Date of cessation	Tenur e	Date of Birth	Wheth er specia I resolu tion passe d?	Date of passin g specia I resolu tion	No. of Directors hip in listed entities including this listed entity	No of Independen t Directorshi p in listed entities including this listed entity	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Members hip in Committe es of the Company	Remarks
Mr.	BALDEV PRAKASH	09421701	AAQPP0237N	ED	CEO- MD	30-Dec-2021	30-Dec-2021		36	08-Jul-1967	NA		1	0	0	0		
Mr.	ATAL DULLOO	03542909	ABOPD6418L	NED,ND		01-Sep-2021	01-Sep-2021			24-Oct-1966	NA		1	0	0	0		
Mr.	NITISHWA R KUMAR	05326456	AFQPK4204F	NED		09-Oct-2020	30-Sep-2021			05-Aug-1967	NA		1	0	0	0		
Mr.	R K CHHIBBER	08190084	ABHPC8622L	NED		10-Jun-2019	30-Dec-2021			09-Oct-1959	NA		1	0	0	0		
Mr.	RAJEEV LOCHAN BISHNOI	00130335	AAOPB4855G	ID		21-Jan-2022	21-Jan-2022		36	21-Jan-1960	NA		3	3	3	2	AC,RC,NRC	
Mr.	NABA KISHORE SAHOO	07654279	AKZPS8593D	ID,C & NED		01-Mar-2020	01-Mar-2022		12	24-Feb-1959	NA		1	1	1	0	AC,RC,NRC	
Mr.	ANIL KUMAR GOEL	00672755	AAHPG3919P	ID		21-Jan-2022	21-Jan-2022		36	02-Jan-1962	NA		1	1	2	0	AC,SC	
Mr.	UMESH CHANDRA PANDEY	01185085	AAHPP2751L	ID		21-Jan-2022	21-Jan-2022		36	01-Jan-1961	NA		1	1	2	1	AC,SC,RC,NR C	
Mrs.	SUSHMITA CHADHA	02939808	AAEPC0955C	ID		31-Jan-2022	31-Jan-2022		36	13-Oct-1961	NA		1	1	0	0	RMC	
Mr.	MOHMAD ISHAQ WANI	08944038	AACPW6586D	NED		06-Nov-2020	30-Sep-2021			03-Mar-1958	NA		1	1	1	0	SC,RC	
Mr.	ANAND KUMAR	03041018	AADPK1030B	ID		03-Mar-2022	03-Mar-2022		36	23-Oct-1961	NA		1	1	0	0		

Company Remarks	For the quarter ended March, 2022, the Bank did not have a regular part time chairman of the Board. As such the Board Meetings for the said quarter were chaired by an Independent Director.
Whether Permanent chairperson appointed	No
Whether Chairperson is related to MD or CEO	No

#### ii. Composition of Committees

#### a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	RAJEEV LOCHAN BISHNOI	ID	Chairperson	21-Jan-2022	
2	NABA KISHORE SAHOO	ID,C & NED	Member	01-Mar-2020	
3	UMESH CHANDRA PANDEY	ID	Member	21-Jan-2022	
4	ANIL KUMAR GOEL	ID	Member	21-Jan-2022	

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

b. Stakeholders Relationship Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	
1	UMESH CHANDRA	ID	Chairperson	21-Jan-2022	
	PANDEY		_		
2	MOHMAD ISHAQ WANI	NED	Member	06-Nov-2020	
3	ANIL KUMAR GOEL	ID	Member	21-Jan-2022	

Company Remarks			
Whether Permanent	Yes		
chairperson appointed			

## c. Risk Management Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	
1	SUSHMITA CHADHA	ID	Chairperson	31-Jan-2022	
2	RAJEEV LOCHAN	ID	Member	21-Jan-2022	
	BISHNOI				
3	NABA KISHORE SAHOO	ID,C &	Member	01-Mar-2020	
		NED			
4	MOHMAD ISHAQ WANI	NED	Member	06-Nov-2020	
5	UMESH CHANDRA	ID	Member	21-Jan-2022	
	PANDEY				

Company Remarks	
Whether Permanent	Yes
chairperson appointed	

## d. Nomination and Remuneration Committee

Sr.	Name of the Director	Category	Chairperson/Membership	Appointment	Cessation Date
No.				Date	
1	NABA KISHORE	ID,C &	Chairperson	01-Mar-2020	
	SAHOO	NED	•		
2	RAJEEV LOCHAN	ID	Member	21-Jan-2022	
	BISHNOI				
3	UMESH CHANDRA	ID	Member	21-Jan-2022	
	PANDEY				

Company Remarks			
Whether Permanent	Yes		
chairperson appointed			

# iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
18-Oct-2021	21-Jan-2022	Yes	5	1
12-Nov-2021	31-Jan-2022	Yes	8	4
16-Nov-2021	08-Feb-2022	Yes	9	5
28-Dec-2021	03-Mar-2022	Yes	8	5
	17-Mar-2022	Yes	9	6

Company Remarks	
Maximum gap between any	23
two consecutive (in number of	
days)	

## iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	10-Nov-2021		Yes	4	3
Audit Committee	11-Nov-2021		Yes	3	2
Audit Committee	22-Dec-2021		Yes	3	3
Audit Committee		07-Feb-2022	Yes	4	4
Audit Committee		24-Mar-2022	Yes	4	4
Nomination & Remuneration Committee	16-Oct-2021		Yes	2	2
Nomination & Remuneration Committee	09-Nov-2021		Yes	2	2
Nomination & Remuneration Committee		14-Feb-2022	Yes	3	3
Nomination & Remuneration Committee		02-Mar-2022	Yes	3	3
Stakeholders Relationship Committee		25-Feb-2022	Yes	3	2
Risk Management Committee	09-Nov-2021		Yes	5	3
Risk Management Committee		28-Feb-2022	Yes	5	4

Company Remarks	
Maximum gap between any	46
two consecutive (in number of	
days) [Only for Audit	
Committee]	

#### v. Related Party Transactions

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

Disclosure of notes on related	
party transactions and	
Disclosure of notes of material	
related party transactions	

#### VI. Affirmations

- 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
- 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee Yes
  - b. Nomination & remuneration committee Yes
  - c. Stakeholders relationship committee Yes
  - d. Risk management committee (applicable to the top 100 listed entities) Yes
- 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. Yes
- 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- Yes
- 5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Yes
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : Mohammad Shafi Mir

Designation : Company Secretary & Compliance Officer

#### **ANNEXURE II**

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

Composition of various committees of board of directors Code of conduct of board of directors and senior management Yes Www.ikbank.com Details of establishment of vigil mechanism/ Whistle Blower Criteria of making payments to non-executive directors Policy on dealing with related party transactions Policy for determining 'material' subsidiaries Policy		Compliance status	Company Remark	Website
Terms and conditions of appointment of independent directors Composition of various committees of board of directors Code of conduct of board of directors and senior management Details of establishment of vigil mechanism/ Whistle Blower Criteria of making payments to non-executive directors Policy on dealing with related party transactions Policy on dealing with related party transactions Policy on determining 'material' subsidiaries Policy of determining material' subsidiaries Policy for determining material s	per regulation 46(2) of the LODR:			
Composition of various committees of board of directors Code of conduct of board of directors and senior management Yes  Www.ikbank.com Details of establishment of vigil mechanism/ Whistle Blower Policy of making payments to non-executive directors Policy on dealing with related party transactions Policy on dealing with related party transactions Policy for determining 'material' subsidiaries Policy for determining material' subsidi	etails of business	'es		www.jkbank.com
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II Annual Affirmations			
Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	
Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) &	Yes	

Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Not Applicable
Approval for material related party transactions	23(4)	Not Applicable
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	Yes
Maximum Tenure	25(2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Directors	25(10)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

#### **III Affirmations:**

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

Name : Mohammad Shafi Mir

Designation : Company Secretary & Compliance Officer