

Ref. No. F:3819/B-2017-18/47
Dated: May 25, 2017

Board Secretariat



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

BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal street
Mumbai – 400 001

Sub: Submission of Proceedings of the Postal Ballot pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.


Dear Sirs,

With reference to our intimation *vide* letter no No. F:3819/B-2017-18/ dated May 25, 2017 regarding Declaration of Result of Postal Ballot and pursuant to the requirement specified under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of the proceedings of the Postal Ballot concluded on May 24, 2017 whereby the Members approved by way of special resolution:

- a) Issue of equity shares on a preferential basis to Government of Jammu and Kashmir, Promoter and Majority Shareholder of the Bank and in accordance with Sections 42 and Section 62 of the Companies Act, 2013 read with the relevant rules thereunder and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- b) Make offer(s) or invitation(s) to subscribe to the unsecured, redeemable, subordinated, non-convertible, Basel III compliant Tier 2 bonds in the nature of debentures for inclusion in Tier 2 Capital of the Bank of face value of Rs. 10.00 lacs each at par aggregating up to Rs.1000 crores ("Bonds") in one or multiple tranches on private placement basis through Private Placement Offer Letter(s) in conformity with Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued *vide* circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended."

Request you to kindly take the same on records.

Thanking you,
Yours Truly,
for Jammu & Kashmir Bank Limited


Mohammad Shafi Mir
(Company Secretary)

Encl: As above

Board Secretariat



PROCEEDINGS OF POSTAL BALLOT IN RESPECT OF THE SPECIAL RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT BY THE SHAREHOLDERS OF THE JAMMU & KASHMIR BANK LIMITED ON MAY 24, 2017

The Bank, had, at the Board Meeting held on 15th April, 2017, decided to obtain consent of the members of the Bank for the Board of Directors of the Bank to:-

- a. Issue equity shares on a preferential basis to Government of Jammu and Kashmir, Promoter and Majority Shareholder of the Bank and in accordance with Sections 42 and Section 62 of the Companies Act, 2013 read with the relevant rules thereunder and Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
- b. Make offer(s) or invitation(s) to subscribe to the unsecured, redeemable, subordinated, non-convertible, Basel III compliant Tier 2 bonds in the nature of debentures for inclusion in Tier 2 Capital of the Bank of face value of Rs. 10.00 lacs each at par aggregating up to Rs.1000 crores ("Bonds") in one or multiple tranches on private placement basis through Private Placement Offer Letter(s) in conformity with Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 issued vide circular no. LAD-NRO/GN/2008/13/127878 dated June 06, 2008, as amended."

through Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Postal Ballot notice dated April 21, 2017 for seeking consent of the Members for the special resolutions as provided therein, was sent to the Members of the Bank whose names appeared on the Register of Members/List of beneficiaries as on April 14, 2017.

In compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Bank had also made arrangement for voting by electronic means and availed the services of Karvy Computershare Pvt. Ltd. to provide the facility to the Members for voting by electronic means.

The dispatch of notice of postal ballot dated April 21, 2017 along with postal ballot forms and business reply envelope (postage prepaid) was completed on April 24, 2017 and the period for voting through postal ballot and e-voting commenced at 0900 hours on April 25, 2017 and ended at 1700 hours on May 24, 2017. The Members were requested to return the physical postal ballot forms duly completed and signed along with the assent ("**in favour**") or Dissent ("**against**"), so as to reach the scrutinizer not later than 1700 hours IST on May 24, 2017.

The Board of Directors of the Bank had appointed Mr. Harish Kumar Villadath, Advocate as Scrutinizer to receive and scrutinize the completed ballot forms received from the Members and for conducting the Postal Ballot in a fair and transparent manner.

Result of the Postal Ballot

The Scrutiniser carried out the scrutiny of the postal ballot forms received physically and the votes cast electronically upto 1700 hours IST on May 24, 2017 and submitted his report dated **May 24, 2017**. The results of the Postal Ballot declared by the Scrutiniser are as below:

SPECIAL RESOLUTIONS:

1. RESOLUTION No. 01

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 of the Companies Act, 2013(“Act”), read with the relevant rules framed thereunder, and other applicable provisions of the Act, if any, including any amendment(s) thereto or modification(s) or re-enactment(s) thereof and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Bank, the listing agreement(s) entered into by the Bank with the Stock Exchange(s) where the equity shares of the Bank are listed and in accordance with any other applicable law or regulations, and subject to the provisions of the Banking Regulation Act, 1949 and other regulations / guidelines, if any, prescribed by the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) including SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) as amended from time to time, and by all other concerned and relevant authorities from time to time, to the extent applicable, and subject to such approvals, consents, permissions and sanctions of the Government, SEBI, RBI and all other appropriate authorities, as may be required and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions as deemed fit and agreed to by the Board of Directors of the Bank (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise one or more of its power including the powers conferred hereunder), the consent, authority and approval of the Members of the Bank be and is hereby accorded to the Board to create, offer, issue and allot 3,55,25,321(Three Crore Fifty Five Lakhs Twenty Five Thousand Three Hundred and Twenty One)fully paid up equity shares of face value of Re. 1 (Rupee One) each of the Bank (“Equity Shares”), on a preferential basis to the Government of Jammu and Kashmir (“J&K Govt.”), the promoter and majority shareholder of the Bank, for cash, at a price of Rs. 79.38 (Rupees Seventy Nine and Thirty Eight Paise only)per Equity Share (including premium of Rs.78.38 (Rupees Seventy Eight and Thirty Eight Paise only) per Equity Share being the floor price determined in accordance with Regulation 76 of the ICDR Regulations aggregating to an amount of Rs. 281,99,99,981 (Rupees Two Hundred Eighty One Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Eighty One only) and on such other terms and conditions as may be fixed by the Board in accordance with the applicable laws.”

“RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the ICDR Regulations, the “relevant date” for the purpose of calculating the floor price for the issue of Equity Shares is Monday, April 24, 2017 falling 30 (Thirty) days prior to Wednesday May 24, 2017 that is, the date of passing of the special resolution by the shareholders for approving the proposed issue of Equity Shares on preferential basis to the J&K Govt.”



“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall rank pari passu with the existing equity shares of the Bank in all respects, including dividend and shall be subject to the Memorandum of Association and Articles of Association of the Bank and lock-in as provided under the provisions of Chapter VII of the ICDR Regulations.”

“RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of receipt of shareholders' approval or in the event the allotment of Equity Shares require any approval(s) or permission(s) from any regulatory authority or the Government, within 15 days from the date of such approval(s) or permission(s), as the case may be.”

“RESOLVED FURTHER THAT the Board and/or the Chairman and Chief Executive Officer of the Bank and / or any other officials/Officer(s) of the Bank nominated by it/him be and are hereby authorised to enter into and execute all such agreements and arrangements with any Depository(ies), Custodian(s) and all such agencies as may be involved or concerned in such offering of Equity Shares and to remunerate all such agencies by way of fees, reimbursement of expenses or the like, and also to seek the listing of the Equity shares in one or more Stock Exchange(s), in India, as the case may be and to settle any questions, difficulties, doubts that may arise in regard to the preferential issue, issue and allotment of Equity Shares and utilization of issue proceeds as it/he may in its/his absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board and/or the Chairman and Chief Executive Officer be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary and execute all such agreements, applications, documents, undertakings, instruments and writings as may be required to give effect to this resolution and to delegate all or any of its powers herein to any Officer(s) of the Bank in such manner as it/he may deem fit in its/his absolute discretion.”

Voting Results

S.R. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	89	294393036	56.469	
B	Less: Invalid Postal Ballot forms(including abstained votes)	19	9722	0.002	
C	Net Valid Postal Ballot in Physical (A-B)	70	294383314	56.467	
	Electronic Mode				
D	Total Postal Ballot Forms received	171	110349892	21.167	
E	Less: Invalid Postal Ballot Forms (including abstained votes)	3	255	0.00	
F	Net Valid Postal Ballot in Electronic (D-E)	168	110349637	21.167	
	Total Net Valid Postal Ballot in Physical and electronic mode (C+F)	238	404732951	77.634	100
G	Postal Ballot Forms with Assent as Special Resolution - Physical	69	294383289	56.467	
H	Postal Ballot Forms with Assent as Special Resolution - Electronic	160	110347905	21.166	
	Total Postal Ballot with Assent in physical and electronic mode	229	404731194	77.634	99.9996
I	Postal Ballot Forms with Dissent as Special Resolution- Physical	1	25	0.000	

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J	Postal Ballot Forms with Dissent as Special Resolution- Electronic	8	1732	0.000	
k	Total Postal Ballot with Dissent in Physical and Electronic mode	9	1757	0.000	0.0004

Results:

As the number of votes cast in favor of the resolution is 99.9996% and the number of votes cast against is 0.0004%, I report that the Special Resolution No. 1 as set out in the Postal Ballot notice dated April 21, 2017 has been passed by the Members by requisite majority.

2. RESOLUTION No. 02

“RESOLVED THAT pursuant to the provisions of section 42 of The Companies Act, 2013, read with rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other provisions or statutory enactment in respect thereof, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank to make offer(s) or invitation(s) to subscribe to the unsecured, redeemable, subordinated, non-convertible, Basel III compliant Tier 2 bonds in the nature of debentures for inclusion in Tier 2 Capital of the Bank of face value of Rs. 10.00 lacs each at par aggregating up to Rs.1000 crores (“Bonds”) in one or multiple tranches on private placement basis through Private Placement Offer Letter(s) in conformity with Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 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 shall be authorized to issue Bonds of face value Rs. 10.00 lacs each at par aggregating upto Rs. 1000 crore of tenure not exceeding 10 years upto a date that is not later than one year from the date hereof and notwithstanding that the aggregate amount of all such Bonds taken together with domestic/off-shore, secured/unsecured, loans/borrowings, guarantees shall not exceed the overall borrowing powers approved by the shareholders by way of a special resolution under the provisions of Section 180 (1) of the Companies Act, 2013 read with the applicable rules made under the Companies Act, 2013.”

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

Voting Results

S.R. No.	Particulars	No. of Postal Ballot Forms	No. of Shares	% of total paid up equity capital	% of total votes polled
	Physical Mode:				
A	Total Postal Ballot Forms received	89	294393036	56.469	
B	Less: Invalid Postal Ballot forms(including abstained votes)	28	22007	0.004	
C	Net Valid Postal Ballot in Physical (A-B)	61	294371029	56.465	
	Electronic Mode				
D	Total Postal Ballot Forms received	171	110349892	21.167	

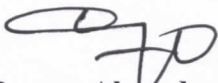
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E	Less: Invalid Postal Ballot forms (including abstained votes)	3	145	0.00	
F	Net Valid Postal Ballot in Electronic (D-E)	168	110349747	21.167	
	Total Net Valid Postal Ballot in Physical and electronic mode (C+F)	229	404720776	77.632	100
G	Postal Ballot Forms with Assent as Special Resolution - Physical	60	294371009	56.465	
H	Postal Ballot Forms with Assent as Special Resolution - Electronic	165	110349565	21.167	
	Total Postal Ballot with Assent in physical and electronic mode	225	404720574	77.632	100
I	Postal Ballot Forms with Dissent as Special Resolution- Physical	1	20	0.000	
J	Postal Ballot Forms with Dissent as Special Resolution- Electronic	3	182	0.000	
k	Total Postal Ballot with Dissent in Physical and Electronic mode	4	202	0.000	0.00

Result:

As the number of votes cast in favor of the resolution is nearly 100% and the number of votes cast against cannot be quantified in percentile terms, I report that the Special Resolution No. 02 as set out in the Postal Ballot notice dated April 21, 2017 has been passed by the Members by requisite majority.

Based on the report of the Scrutiniser, the Chairman declared that the Special Resolution as provided in the Postal Ballot Notice dated April 21, 2017 and as set out above have been approved and considered as passed by the Members by requisite majority on May 24, 2017:


Parvez Ahmed
Chairman & CEO

Place: Srinagar
Date: May 25, 2017

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