

Jammu & Kashmir Bank Limited

Corporate Headquarters  
M A Road, Srinagar 190001  
Kashmir, India  
CIN: L65110JK1938SGC000048

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## Board Secretariat

Ref:-JKB/BS/F3652/2022/085  
Date: 2<sup>nd</sup> August, 2022

**National Stock Exchange of India Ltd**  
Exchange Plaza 5<sup>th</sup> 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: - 84<sup>th</sup> Annual General Meeting of the Bank & Cut - off date for E - Voting**

Dear Sirs,

We wish to inform that the 84<sup>th</sup> Annual General Meeting of the Shareholders of the Bank will be held on **Wednesday, 24<sup>th</sup> August, 2022 at 1100 Hours (IST) through Video Conferencing/Other Audio Visual Means**. A copy of the Notice of Annual General Meeting is attached herewith.

Notice of the AGM and the Annual Report 2021-22 are being sent today through electronic mode to those shareholders whose email addresses are registered with the Bank/Depository Participant(s). The same are also available on the website of the Bank, which can be accessed at <https://www.jkbank.com/investor/financials/annualReports.php>.

Further, the Bank has taken Wednesday, August 17, 2022 as the cut-off date for the purpose of reckoning shareholders for e-voting provided to the shareholders of the Bank to exercise their voting rights electronically.

This is for your information and appropriate dissemination.

Thanking you

Yours faithfully  
For Jammu and Kashmir Bank Ltd.

A handwritten signature in blue ink, appearing to read 'Shafi Mir', is written over a horizontal line.

(Mohammad Shafi Mir)  
Company Secretary

**Jammu and Kashmir Bank Limited**

Registered Office: Corporate Headquarters, Maulana Azad Road  
Srinagar - Jammu & Kashmir - 190001 Tel: +91-194-2481930-35  
Email: board.sectt@jkbmail.com Web: www.jkbank.com  
CIN: L65110JK1938SGC000048

## Notice

NOTICE is hereby given that the 84<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Jammu and Kashmir Bank Limited (the "Bank") will be held on Wednesday, August 24, 2022 at 11:00 A.M through Video Conferencing/Other Audio Visual Means ("VC/OAVM"), 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 31<sup>st</sup> March, 2022 including Balance Sheet as at 31<sup>st</sup> March, 2022 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 Dr. Mohmad Ishaq Wani (DIN: 08944038), who retires by rotation and being eligible, has offered himself for re-appointment.
3. To authorise the Board of Directors of the Bank to fix the remuneration of Auditors appointed by the Comptroller & Auditor General of India, in terms of provisions of section 142 of the Companies Act, 2013, for the Financial Year 2022-23.

**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 ₹ 500 Crore (Rupees Five Hundred 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 as may be decided by the Board 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 authorised to invest in equity/ securities of the Bank whether or not such investor(s) are existing shareholders 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 sanction 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 the 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 issue price shall be subject to appropriate adjustments, if the Bank:
  - 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; 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 sanction to issue, allotment of the equity 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 authorised 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.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board, be and is hereby authorised to determine in consultation with the Lead Managers, Underwriters, Advisors and/or other persons as appointed by the Bank, the form and terms of the issue(s), including the class of investors to whom the shares / securities are to be allotted, number of shares / securities to be allotted in each tranche, issue price (including premium, if any), face value, premium amount on issue / conversion of Securities/ exercise of warrants/ redemption of securities, rate of interest, redemption period, number of equity shares or other securities upon conversion or redemption or cancellation of the securities, the price, premium or discount on issue / conversion of securities, rate of interest, period of conversion, fixing of record date or book closure and related or incidental matters, listings on one or more stock exchanges in India and / or abroad, as the Board in its absolute discretion deems fit.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deems necessary, proper and desirable and to settle any question, difficulty or doubt that may arise with regard to the issue of the shares / securities and further to do all such acts, deeds, matters

and things, finalise and execute all documents and writings as may be necessary, desirable or expedient as it may in its absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders.

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

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

**"RESOLVED THAT** pursuant to Section 42, 71, 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, and the rules made thereunder, Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules 2014, Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 including any amendment, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, the applicable provisions of the Banking Regulation Act, 1949, as amended, and the rules, circulars and guidelines issued by Reserve Bank of India ("RBI") from time to time (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and all other relevant provisions of applicable law(s), 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 statutory authority(ies) concerned, including 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) for issue of Non-Convertible, Redeemable, Unsecured, BASEL III Compliant, TIER 2 bonds in the nature of debentures ("debentures") on a private placement basis for an amount up to ₹ 1500 Crores (Rupees One Thousand Five Hundred Crores) in the financial year 2022-23.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint merchant bankers, underwriters, guarantors, depositories, custodians, registrars, trustees, stabilizing agents, bankers, lawyers, advisors and all such agencies as may be involved or concerned in the issue and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, contracts/ agreements, memoranda, documents, etc., with such agencies, to seek the listing of debt securities in one or more recognized stock exchange(s) as may be required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, modify and finalize the terms and conditions of the debt securities and sign the relevant documents/agreements in connection with the private placement of the debt securities, including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed and any other documents as may be required, in connection with the offering(s), issuance(s) and/or allotment(s) on private placement of debt securities by

the Bank and to do all such other acts and things and to execute all such documents as may be necessary for giving effect to this resolution."

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 {"SEBI (SBEB&SE) Regulations"}, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 {"Listing Regulations"}, relevant provisions of Memorandum of Association and Articles of Association of the Bank and subject to such other approval(s), permission(s) and sanction(s) as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approval(s), permission(s) and sanction(s) from the appropriate authorities, the consent of the Members of the Bank, be and is hereby, accorded for the approval of J&K Bank Employee Stock Option Scheme - 2022 ("JKB ESOS 2022" or "ESOS Scheme") and the Board of Directors of the Bank (hereinafter referred to as the "Board of Directors or Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee ("NRC" or "the Committee"), which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution)), be and is hereby, authorised to create, grant, offer, issue and allot under the ESOS Scheme, in one or more tranches, a maximum of 2,00,00,000 (Two Crores) Employee Stock Options ("Options") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Bank as may be applicable from time to time) to such Employee(s) who are in permanent employment whether working in India or out of India, and to the Directors whether a Whole Time Director or not (but excluding Independent Director and Non-Executive Director of the Bank, its Subsidiary Company(ies) and an Employee who is a Promoter or a person belonging to the Promoter Group, or a Director who either himself or through his Relative or through any Body Corporate, directly or indirectly, holds more than ten percent of the outstanding Equity Shares of the Bank), and to such other persons as may from time to time be allowed to be eligible for the benefits of the ESOS Scheme under applicable laws and regulations prevailing from time to time ("Employees"), exercisable into 2,00,00,000 (Two Crores) Equity Shares of face value ₹ 1/- each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Bank as may be applicable from time to time), on such terms and conditions as may be fixed or determined by the Board of Directors in accordance with the ESOS Scheme.

**RESOLVED FURTHER THAT** the ESOS Scheme shall be administered by the Nomination and Remuneration Committee of the Bank who shall have all necessary powers as defined in the ESOS Scheme and is hereby designated as the Compensation Committee in pursuance of the SEBI (SBEB&SE) Regulations for the purpose of administration and superintendence of the ESOS Scheme.





**RESOLVED FURTHER THAT** the new Equity Shares to be issued and allotted by the Bank in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Bank.

**RESOLVED FURTHER THAT** the Bank shall conform to the applicable Accounting Policies, Guidelines or Accounting Standards as may be applicable from time to time, including the disclosure requirements prescribed therein.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, regarding creation, offer, issue, allotment and listing of such shares, the Board be and is hereby authorised to evolve, decide upon and bring into effect the ESOS Scheme and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the same from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation thereto with the liberty to the Board on behalf of the Bank to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Bank.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issue, bonus issue, merger, restructuring or such other similar event, the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under ESOS Scheme are passed on to the Employees.

**RESOLVED FURTHER THAT** the Board, be and is hereby, authorised to take necessary steps for listing of the shares allotted under ESOS Scheme on the Stock Exchanges as per the provisions of SEBI Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** the Board, be and is hereby, authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or any Director(s) or any Officer(s) of the Bank."

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

**"RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time and the rules notified thereunder along with the Articles of Association of the Bank, the approval of the Members of the Bank

be and is hereby accorded to the Board of Directors of the Bank for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or money borrowed by the Bank from any Banking Company or from Reserve Bank of India in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Bank, free reserves and securities premium; provided that the total outstanding amount so borrowed by the Bank shall not at any time exceed ₹ 2,500 crore (Rupees Two Thousand Five Hundred crore) over and above the aggregate of the paid up capital, free reserves and securities premium of the Bank.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution".

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

**"RESOLVED THAT** pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Article 3 of the Articles of Association of the Bank and consequent to the approval of the Reserve Bank of India, approval of the Members of the Bank, be and is hereby, accorded to the alterations in the Articles of Association of the Bank as under:

In the last sentence of Article 69 (i) of the Articles of Association, the word "Atleast" shall be deleted so as to read the sentence as under:

'One Director on the Board of the Bank shall be appointed by the Government of Union Territory of Ladakh or be from the Union Territory of Ladakh.'

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

**"RESOLVED THAT** Mr. Rajesh Kumar Chhibber (DIN: 08190084) who was appointed as an Additional Director effective from 30<sup>th</sup> December, 2021 by the Board under section 160 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 28<sup>th</sup> December, 2021 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(6)(a) of the Companies Act, 2013, be and is hereby appointed, as a Director on the Board of Directors 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  
FCS: 8516

## NOTES

1. Corporate members are requested to send a scanned certified copy of the Board resolution (PDF/JPEG format) through email authorizing their representative to attend and vote at the AGM, pursuant to section 113 of the Act, at [sharedeptt\\_gc@jkbmail.com](mailto:sharedeptt_gc@jkbmail.com), with a copy marked to [einward.ris@kfintech.com](mailto: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 items of business 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 such joint holder who is higher in the order of names will be entitled to vote during the AGM, provided the votes are not already cast by remote e-voting by the first holder.
4. All relevant documents referred to in this Notice requiring the approval of the Members at the AGM shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an email to [sharedeptt\\_gc@jkbmail.com](mailto:sharedeptt_gc@jkbmail.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email. The Notice and the Annual Report are also available on the Bank's website at the link - <https://www.jkbank.com/investor/financials/annualReports.php> and on the websites of the Stock Exchanges i.e. The BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com).
5. Members holding shares in dematerialized form are requested to intimate any change in their address or bank account details (including 9 digit MICR no., 11 digit IFSC and core banking account no.) to their respective Depository Participants with whom they are maintaining demat accounts.
6. Members holding shares in physical form are requested to send an email communication duly signed by all the holder(s) intimating about the change of address immediately to the Registrar & Share Transfer agent (RTA) / Bank along with the self-attested copy of their PAN Card(s), unsigned copy of the Cheque leaf where an active Bank account is maintained, ISR forms and the copy of the supporting documents evidencing change in address. Communication details of RTA are as under:
 

**M/s KFin Technologies Limited**  
 (formerly known as KFin Technologies Private Limited)  
 Selenium Tower B, Plot 31-32,  
 Financial District, Nanakramguda,  
 Serilingampally Mandal,  
 Hyderabad - 500 032,  
 Telangana - India.  
 Toll Free Number: 1-800-309-4001  
 Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)
7. As per Sections 124 and 125 of the Companies Act, 2013, the amount of unpaid or unclaimed dividend lying in unpaid dividend account for a period of seven (7) years from the date of its transfer to the unpaid dividend account and the underlying Equity Shares of such unpaid or unclaimed dividend, are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Accordingly, the unclaimed dividend in respect of financial year 2013-

2014 has already been transferred to the IEPF on August 20, 2021. The unclaimed dividend in respect of the Financial Year 2014-2015 is in the process of being transferred to the IEPF in accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013.

8. As per Rule 5 of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), information containing the names and the last known addresses of the persons entitled to receive the sums lying in the account referred to in Section 125 (2) of the Act, nature of the amount, the amount to which each person is entitled, due date for transfer to IEPF, etc. is provided by the Bank on its website at the link <https://www.jkbank.com/investor/stockExchangeIntimation/shareholderInformation.php> and on the website of the IEPF Authority. The concerned members are requested to verify the details of their unclaimed dividend, if any, from the said websites and lodge their claim with the Bank's RTA, before the unclaimed dividends are transferred to the IEPF. The Bank has also intimated by sending an individual communication to all the Members whose dividends have remained un-encashed, with a request to send the requisite documents to them for claiming un-encashed dividends.
9. As per the provisions of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the company in the name of Investor Education and Protection Fund along with a statement containing such details as may be prescribed: Provided that any claimant of shares transferred above shall be entitled to claim the transfer of shares from Investor Education and Protection Fund in accordance with such procedure and on submission of such documents as may be prescribed.
10. As per the requirement of Rule 6 of the IEPF Rules, the Bank had sent individual intimation to all the shareholders and also published notice in the leading newspapers in English and regional language having wide circulation for the information to shareholders regarding transfer of shares to IEPF. The shares in respect of the shareholders whose dividend has not been claimed for seven (7) consecutive years, upto financial year 2013-14, were transferred to the designated Dematerialized Account of the IEPF authority on August 25, 2021.
11. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 in original alongwith self-attested copy of PAN card and address proof, duly filled in, to the 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 to the Bank at [investorrelations@jkbmail.com](mailto:investorrelations@jkbmail.com) at least ten (10) days before the meeting.
13. In view of the continuing global Covid-19 pandemic, as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No.11/2021 dated January 15, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No.2/2022 dated May 5, 2022 (collectively referred to as "MCA



Circulars”), Circulars issued by Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2022/ 62 dated 13th May, 2022, SEBI/ HO/ DDHS/ P/ CIR/ 2022/ 0063 dated 13th May, 2022 and Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” (collectively referred to as “SEBI Circulars”) holding of the Annual General Meetings (AGM) is permitted through video conferencing (VC) or other audio visual means (OAVM) till December 31, 2022, without the physical presence of the Members at a common venue. In view of the above, the 84<sup>th</sup> AGM of the Bank is being conducted through VC / OAVM. M/s Kfin Technologies Limited will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained at Note No. 21 onwards and is also available on the website of the Bank at [www.jkbank.com](http://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 Wednesday, August 24, 2022 from 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 above mentioned MCA/SEBI Circulars, the financial statements (including Report of Board of Directors, Auditor’s report or other documents required to be attached therewith), 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) unless the member has specifically requested for a hard copy of the Annual report.
18. Members who have not registered their email addresses, may kindly register the same at the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> as the copy of this Notice along with other documents will not be sent to them in physical mode and will be sent only by email, in accordance with the MCA/SEBI 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 Tuesday, August 16, 2022. The notice and documents will be sent by email only to those Members who register their email addresses prior to this date.
20. The Notice of AGM along with Annual Report for the financial year 2021-22 is available on the website of the Bank at [www.jkbank.com](http://www.jkbank.com), on the websites of Stock Exchanges i.e. The BSE Limited and National Stock Exchange of India Limited and on the website of M/s KFin Technologies Ltd. at <https://evoting.kfintech.com>

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

21. Pursuant to the provisions of Section 108 of the Act, the Companies (Management and Administration) Rules, 2014 and amendments 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 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 Saturday, August 20, 2022 (9:00 a.m) and ends Tuesday, August 23, 2022 (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 Wednesday, August 17, 2022, may cast their votes electronically. The remote e-voting module will be disabled by M/s Kfin Technologies 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 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 Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called ‘the Rules’ for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Bank is providing remote e-voting facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on Wednesday, August 17, 2022 (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 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"> <li>I. URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Click on the "Beneficial Owner" icon under 'IDeAS' section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</li> <li>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.</li> </ol> <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>II. Select "Register Online for IDeAS"</li> <li>III. Proceed with completing the required fields.</li> </ol> <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>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.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.</li> </ol>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> <li>I. URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with user id and password.</li> <li>IV. Option will be made available to reach e-Voting page without any further authentication.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e- Voting is in progress.</li> </ol>

#### Method of Login for individual shareholders holding the securities in demat mode 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 Website 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: <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> Toll free no.'s: 1800 1020 990 1800 22 44 30	Email: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 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 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
- 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 and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'
- xii. Members can cast their vote online from Saturday, August 20, 2022 (9:00 a.m) till Tuesday, August 23, 2022 (5:00 p.m). Voting beyond the said date/time shall not be allowed and the e-voting facility shall be blocked.
- xiii. Members who have not registered their email addresses may kindly register the same and 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 (Corona Virus) 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:**

- xv. 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.
- xvi. However, members who have voted through remote e-voting will be eligible to attend the e-AGM.
- xvii. Members attending the e-AGM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
- xviii. Upon declaration by the Chairman of the meeting 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.
- xix. Members to click on the 'Instapoll' icon to reach the resolution page and follow the instructions to vote on the resolutions.

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

- i. Members will be able to attend the e-AGM through VC/OAVM or view the live webcast of AGM provided by M/s KFin Technologies Limited at <https://emeetings.kfintech.com> by clicking on the tab "video conference" and using their remote e-voting login credentials. The link for e-AGM will be available in member's login where the EVENT and the name of the Company can be selected. Members who do not have

User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned under heading A above.

- ii. Members are encouraged to join the meeting through Laptops with Google Chrome for better experience.
- iii. Further, members will be required to allow camera, if any, 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 Saturday, August 20, 2022 (9:00 a.m) upto Tuesday, August 23, 2022 (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 Eighty Fourth e-AGM can contact M/s KFin Technologies Limited at [emeetings@kfintech.com](mailto:emeetings@kfintech.com) or Helpline: 1800 309 4001.

#### **D. General Instructions:**

- i. The Board of Directors has appointed Mr. D S M Ram, Practising Company Secretary (ACS No. 14939, CP No. 4239) as the Scrutinizer to the e-voting process 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 84th e-AGM and announce the start of the casting of vote through the e-voting system of M/s KFin Technologies 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 meeting, who shall countersign the same.
  - iv. The Scrutinizer shall submit his report to the Chairman of the meeting, 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](http://www.jkbank.com) and on the website of M/s KFin Technologies Limited, <https://evoting.kfintech.com>, immediately after the declaration of the result by the Chairman or a person authorised 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.

Historically, the Shareholders of the Bank at Annual General Meetings used to empower the Board of Directors of the Bank to pay remuneration to Statutory Auditors for the yearly audit and quarterly review of financial results for the relevant financial year as per the RBI Circular applicable to Public Sector Banks.

However, the Bank is of the opinion that for a Bank of our size, the payment of audit fee as per the RBI circular applicable to Public Sector Banks results in substantially higher expense on Audit Fee vis-à-vis the peer banks and therefore necessitates its realignment to industry norms based on market due diligence.

Members may accordingly authorize the Board of Directors to fix the remuneration of Auditors as per the best industry practices among the peer banks for the financial year 2022-23 including remuneration for the Limited Review of Quarterly Financial Results for the period ending 30<sup>th</sup> June, 2022, 30<sup>th</sup> September, 2022 and 31<sup>st</sup> December, 2022.

The Board of Directors recommends the passing of the proposed Resolution at Item No.03.

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

### 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 were fully implemented from October 01, 2021.

Capital Adequacy Ratio (CAR) is an important measure of "safety and soundness" for banks because it serves as a buffer or cushion for absorbing losses. It is one of the major benchmarks for financial institutions the world over, especially with the introduction and adoption of Basel Framework.

The Capital requirement that has been envisaged by Reserve Bank of India under Basel III and has to be met universally by all scheduled commercial banks in India is depicted as under:

	Basel-III Regulatory Capital	As % to RWAs
(i)	Minimum Common Equity Tier 1 ratio	5.5
(ii)	Capital Conservation Buffer (comprising of Common Equity)	2.5
(iii)	Minimum Common Equity Tier 1 ratio plus capital conservation buffer [(i)+(ii)]	8.0
(iv)	Additional Tier 1 Capital	1.5
(v)	Minimum Tier 1 capital ratio [(i)+(iv)]	7.0
(vi)	Tier 2 capital	2.0
(vii)	Minimum Total Capital Ratio (MTC) [(v)+(vi)]	9.0
(viii)	Minimum Total Capital Ratio plus capital conservation buffer [(vii)+(ii)]	11.5

Bank's historic Capital position over past 5 years is appended below:

(Amount in crores)

Summary	March-22	March-21	March-20	March-19	March-18
CET Capital	7498.58	6079.37	5773.42	6213.72	5800.11
Tier I	8498.58	7079.37	6773.42	7213.72	5800.11
Tier II	1084.99	1322.90	1047.29	1264.95	1366.09
Capital Funds	9583.57	8402.27	7820.71	8478.67	7166.21
Credit Risk weighted Assets	62795.14	60428.44	61108.00	60442.58	54892.13
Market Risk Weighted Assets	1776.78	1162.70	962.35	1693.16	2016.79
Operational Risk Weighted Assets	7885.81	7301.72	6515.88	5912.84	5836.87
Total RWAs	72457.73	68892.86	68586.23	68048.58	62745.78
CET Ratio (%)	10.35%	8.82%	8.42%	9.13%	9.24%
Tier I Ratio (%)	11.73%	10.28%	9.88%	10.60%	9.24%
Tier II Ratio (%)	1.50%	1.92%	1.53%	1.86%	2.18%
CRAR (%)	13.23%	12.20%	11.40%	12.46%	11.42%



Bank during FY2021-22 has raised an aggregate amount of INR 1103.50 crores of capital. During Q2FY 2021-22 Bank raised Equity capital of INR 650 crores - INR 500 crores through Government of Jammu and Kashmir on preferential basis and INR 150 crores through ESPS to eligible employees of the Bank and during Q4FY 2021-22 Bank infused INR 360 crores Tier II capital. Further during Q4 FY 21-22 Bank infused INR 93.50 crores Equity capital through QIP, the allotment of which was however made on 1<sup>st</sup> April 2022. The capital infused along with the internal accruals for FY 2021-22 substantiated the capital base of the Bank as on 31<sup>st</sup> March 2022 enabling the Bank to have capital buffer in place over and above regulatory minima (CRAR of 13.23%) as of March 31, 2022.

To gauge the capital requirements under Basel III and have Capital for business growth, 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 and takes in account the expected / estimated future developments such as balance sheet growth, strategic plans, macroeconomic factors, etc. and subsequently defines the capital position/requirements of the Bank. An appropriate strategy is developed to ensure that the Bank maintains adequate capital commensurate with the nature, scope, scale, complexity and risks inherent in the Bank's on-balance-sheet and off-balance-sheet activities which includes raising fresh capital through various means available like follow-up issue, rights issue, preferential issue to government, employees (ESOP/ESPS)/public, institutional placements, raising of AT1 & Tier II bonds and other permitted mode of raising capital. Based on the above factors in the Capital planning exercise carried out to support its balance sheet growth, Bank needs to augment its Capital base during FY 2022-23.

In the back drop of perusing envisaged balance sheet growth during FY 2022-23, the Bank envisages to further augment the Capital base by infusion of INR 2000 crores - INR 1500 crores of Tier II capital during Q2 FY2022-23 and INR 500 crores Equity capital by approaching the market during Q3 FY2022-23 via FPO/QIP or any other means. With the projected infusion the Bank is expected to meet minimum Regulatory Capital Requirement and have adequate Capital buffer in place for business growth and pillar 2 risks.

The Board of Directors recommends the passing of the proposed Special Resolutions at Item No. 04 & 05.

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

#### ITEM NO. 6

Equity-based remuneration includes alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Bank. The Board of Directors of your Bank understands the need to enhance the employee engagement, to reward the employees for their association and performance, as well as to motivate them to contribute to the growth and profitability of the Bank.

In order to reward and retain the key employees and to create a sense of ownership and participation amongst them, the Board of Directors of the Bank at its meeting held on 8<sup>th</sup> February 2022, has proposed to seek approval of the Members for an Employee Stock Option Scheme for the benefit of such employee(s) who are in permanent employment, and to the Directors whether a Whole Time Director or not but excluding Independent Director and Non-Executive Director, of the Bank, as specified under Compensation Policy of the Bank, and to such other persons as may from time to time be allowed to be eligible for the benefits of the ESOS Scheme under applicable laws and regulations prevailing from time to time ("Employees").

Accordingly, a proposal in this regard was forwarded to the Members through postal ballot notice dated February 17, 2022. However, the said resolution was defeated and consequent to which, the ESOS policy could not be made operational in the Bank.

The attention of the Members is drawn towards the RBI compensation guidelines issued vide circular no. DOR.Appt. BC.No.23/29.67.001/2019-22 dated November 04, 2019 mandating inter-alia the private sector banks to formulate and adopt a comprehensive policy covering all their employees and conduct annual review thereof. The policy should cover all aspects of the compensation structure such as fixed pay, perquisites, bonus, share linked instruments (employee stock option plan) etc. The Bank accordingly formulated a policy in line with the said guidelines. It was in this context that approval of the Members was sought for the ESOS Scheme.

Keeping in view the RBI guidelines and requirements under the compensation policy of the Bank, the ESOS Scheme is again submitted for the consideration of the Members.

In terms of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBE&BSE) Regulations") and Section 62 and other applicable provisions of the Companies Act, 2013, for issue of Equity Shares to the Employees of the Bank, the approval of the existing Members by way of Special Resolution is required. The Special Resolution set out at Item No. 06 is seeking your approval for the formulation and implementation of the ESOS Scheme and issuance of Equity Shares thereunder.

The salient features and other details of the Scheme as required pursuant to Regulation 6(2) and Regulation 14 of SEBI (SBE&BSE) Regulations are as under:

(i) **Brief description of the Scheme;**

This proposed Scheme called the J&K Bank Employee Stock Option Scheme - 2022 ("JKB ESOS-2022/ ESOS Scheme") is intended to attract talent, as also to reward employees for their long-term performance and motivate them to contribute to the growth and profitability of the Bank. The Bank views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Bank in the years to come.

(ii) **Total number of options to be granted;**

Under the ESOS Scheme a maximum of 2,00,00,000 (two crores only) Employee Stock Options ("Options") (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Bank as may be applicable from time to time) shall be offered to Employees in one or more tranches. Each Option would entitle an Employee to acquire one equity share of the Bank of face value of ₹1/- each fully paid-up. The Nomination & Remuneration Committee ("NRC" or "the Committee") shall determine the Options to be granted to the employees of the Bank, as applicable, under JKB ESOS-2022.

(iii) **Identification of classes of employees entitled to participate and be beneficiaries in the Scheme;**

All the employees and Directors, as defined under the Companies Act 2013 and Rules made thereunder and SEBI (SBE&BSE) Regulations, of the Bank (present & future), as identified under Compensation Policy, will be entitled to participate in JKB ESOS-2022, subject to fulfilment of such eligibility criteria(s) as may be specified in the SEBI (SBE&BSE) Regulations and/or as may be determined by NRC from time to time.

(iv) **Requirements of vesting and period of vesting;**

The vesting of an option would also be subject to the terms and conditions as may be stipulated by the NRC from time to time including but not limited to the performance of the employees, their continued employment with the Bank, as applicable. The vesting period shall commence any time after the expiry of one year from the date of the grant of the options to the employee and shall end over a maximum period of 4 years from the date of the grant of the options. The options could vest in tranches.

The number of stock options and terms of the same made available to employees (including the vesting period) could vary as per the terms formulated by the NRC.

The ESOS shall have an inbuilt deferral design; grant shall be accorded immediately following the reference performance year with no immediate vesting, 30% vesting after end of first year following the reference performance year, next 30% vesting after end of second year and balance 40% vesting after the end of third year.

**(v) Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested;**

The maximum period within which the options shall be vested, shall not be more than four (4) years from the date of grant.

**(vi) Exercise price or pricing formula;**

In line with RBI guidelines on Compensation of Whole Time Directors / Chief Executive Officers / Material Risk Takers and Control Function Staff, advising banks that the fair value of share-linked instruments on the date of grant should be recognised as an expense for all instruments granted after the accounting period ending March 31, 2021, the Bank shall value the stock options granted under the scheme (ESOS) estimating the fair value on the date of grant using Black-Scholes model and recognising it as employee cost over the vesting period.

Exercise price of the options shall be the market price of share on the trading day immediately preceding the date of grant, or as may be decided by the Nomination & Remuneration Committee of the Board in the manner as may be advised by Reserve Bank of India, or as prescribed in the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

**(vii) Exercise period and process of exercise;**

The exercise period shall be 3 years and vesting shall not take place more frequently than on a yearly basis to ensure a proper assessment of risks before the application of ex post adjustments. The options will be exercisable by the employees by a written application to the Bank to exercise the options, in such manner, and on execution of such documents, as may be prescribed by the NRC from time to time. The options will lapse if not exercised within the specified exercise period.

**(viii) The appraisal process for determining the eligibility of employees for the Scheme;**

There shall be clear linkage between the Banks annual business targets with the KRAs of the identified class of employees covered under the policy along with risk boundaries within which the business targets are required to be achieved through KRAs. The options granted to the identified class of employees shall be subject to a ceiling of 100% of fixed pay in terms of the Compensation Policy of the Bank.

**(ix) Maximum number of options to be issued per employee and in aggregate;**

There is no maximum limit for grant per employee or in aggregate, however, grant of options to identified employees, during any one year, equal to or exceeding one percent of the issued capital of the Bank at the time of grant of option can happen only with the approval of the shareholders by a separate resolution.

**(x) Maximum quantum of benefits to be provided per employee under the Scheme;**

As per approved Compensation Policy and terms set by NRC for performance.

**(xi) Lock-in period, if any;**

Shares issued under an ESOS shall not be subject to any lock-in, provided that:  
In the event of death of the employee while in employment,

all the options granted under a scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be.

In case the employee suffers a permanent incapacity while in employment, all the options granted to him/her under a scheme as on the date of permanent incapacitation, shall vest in him/her on that day.

**(xii) The conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct;**

In the event of resignation or termination of an employee, all the options benefit which are granted and yet not vested as on that day, shall expire. In event of suspension or issuance of a charge sheet notice to an employee, the unvested options shall stand suspended and shall not be paid unless the suspension is revoked or disciplinary proceedings initiated against the employee are concluded and the concerned employee has been absolved of all the allegations.

**(xiii) Whether the Scheme is to be implemented and administered directly by the Bank or through a trust;**

The ESOS Scheme is to be implemented and administered directly by the Bank.

**(xiv) Whether the Scheme involves new issue of shares by the Bank or secondary acquisition by the trust or both;**

The ESOS Scheme involves new issue of shares by the Bank.

**(xv) The amount of loan to be provided for implementation of the Scheme by the Bank to the trust, its tenure, utilization, repayment terms, etc;**

NIL

**(xvi) Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme;**

Not Applicable

**(xvii) A statement to the effect that the Bank shall conform to the accounting policies;**

The Bank shall comply with the relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

**(xviii) The method which the Bank shall use to value its options;**

Employee stock options shall be fair valued on the date of grant by the Bank using Black-Scholes model. The Bank may re-price the options which have yet not been exercised by the option grantees, if the options are rendered unattractive due to fall in the price of the shares of the Bank.

**(xix) The following statement, if applicable;**

"In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Board's Report and the impact of this difference on profits and on earnings per share ('EPS') of the company shall also be disclosed in the Board's Report".

The above said Statement is not applicable to the Bank. As mentioned at Sr. No. xviii, the Bank is required to recognize share based employee benefits expense using fair value of options as per Black-Scholes model.

**(xx) Listing of shares;**

Subject to the approval of the Stock Exchanges, the relevant equity shares on exercise of the Options shall be listed on the Stock Exchanges on which the securities of the Bank are listed.





**(xxi) Terms & conditions for buy-back, if any, of specified securities covered under these regulations;**  
Not Applicable

Accordingly, it is proposed to adopt the scheme by the name of J&K Bank Employee Stock Option Scheme - 2022 ("JKB ESOS -2022") under the SEBI (SBE&BSE) Regulations, for the purposes of granting options to the Employees/Directors of the Bank.

The Board of Directors recommends passing of the Special Resolution as contained in the Notice at Item No. 06.

The Managing Director & CEO and other Key Managerial Persons (KMPs) of the Bank are concerned or interested in the Resolution(s) as it is intended for their benefit. Other Directors are not concerned or interested in the Resolution.

**ITEM NO. 7**

In terms of Section 180(1)(c) of the Companies Act, 2013, borrowings by the Bank (apart from deposits accepted in the ordinary course of business, temporary loans repayable on demand or within six months from the date of the loan or money borrowed by the Bank from any Banking Company or from Reserve Bank of India in the ordinary course of business), in excess of the paid-up capital of the Bank, free reserves and securities premium, require the approval of the Members by way of Special Resolution. Under Section 180 of the Act, the aforementioned powers of the Board can be exercised only with the prior consent of the Members of the Bank by a Special Resolution. Considering the growth in business and operations of the Bank, opportunity to raise borrowings at attractive terms especially after the expected rating upgrade of debt instrument issuances of the Bank as also the recent guidelines of the RBI on Issue of Long Term Bonds by Banks for financing including that of Infrastructure and Affordable Housing, relaxation in Basel III guidelines on limit of Additional Tier I and /or Tier II capital to be considered for Capital Fund purpose as well as opportunity to obtain refinance from term lending institutions, approval of the Members is being sought to increase the borrowing limits as specified in the Resolution as an enabler to capitalize on future prospects as and when these arise.

The Board of Directors recommends the passing of the proposed Special Resolution at Item No.07.

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

**ITEM NO. 8**

SO 339 dated October 30, 2020 ("Government Notification") issued by the Government of Jammu and Kashmir, pursuant to the provisions of the J&K Reorganization Act, 2019 provides that "One post of Director on the Board of J&K Bank shall be earmarked for the UT of Ladakh". To comply with the said requirements, Article 69(i) of the Articles of Association of the Bank was amended by way of inserting clauses that "atleast one Director on the Board of the Bank shall be appointed by the Government of Union Territory of Ladakh or be from the UT of Ladakh".

However, Reserve Bank of India while approving the aforesaid amendment in the Articles of Association directed the Bank to make suitable changes in Article 69(i) as per the Government of J&K order dated October 30, 2020. Therefore, to align the Articles of the Bank fully with the Government notification, in the last sentence of Article 69 (i) of the Articles of Association, the word "Atleast" is recommended to be deleted so as to read the sentence as under:

'One Director on the Board of the Bank shall be appointed by the Government of Union Territory of Ladakh or be from the Union Territory of Ladakh.'

The Board of Directors recommends the passing of the proposed Special Resolution at Item No. 08.

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

**ITEM NO. 9**

Mr. Rajesh Kumar Chhibber (DIN: 08190084) was appointed as an Additional Director on the Board of the Bank effective from 30<sup>th</sup> December, 2021. The Bank has now received a notice 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. Rajesh Kumar Chhibber (DIN: 08190084) 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. Rajesh Kumar Chhibber (DIN: 08190084) is provided in the Corporate Governance Report forming a part of Annual Report 2021-22.

The Board upon the recommendations of the Nomination and Remuneration Committee, recommends the resolution as set out in Item No. 09 of the Notice for approval of members as an ordinary resolution.

Except Mr. Rajesh Kumar Chhibber, no other Director, Key Managerial Personnel of the Bank or their relatives is in anyway concerned or interested in the Resolution.

The Details as per SS - 2 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed to this notice.

By order of the Board of Directors

**Mohammad Shafi Mir**  
Company Secretary  
M. No: 8516

**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	Mohmad Ishaq Wani	Rajesh Kumar Chhibber
Category	Non-Executive Non Independent Director	
DIN	08944038	08190084
Date of Birth	03.03.1958	09.10.1959
Qualification	M.Sc, M.Phil, Ph.d	BSc, CAIIB Part I
Nature of Expertise/ Experience*	More than 30 years' experience in different capacities at State Government Level.	More than 39 years' of banking experience in different capacities .
Terms and conditions of appointment / re-appointment	Re-appointment as Director liable to retire by rotation.	Appointment as Director liable to retire by rotation.
Details of Remuneration paid sitting fees and Commission during the year 2021-22 (in Rs.)	Sitting Fee of 18,40,000.00 and Commission of 3,97,260.00 (for FY 2020-21 and paid in FY 2021-22)	Sitting Fee of 4,80,000.00 and Salary of 49,33,193.00. Mr. R. K. Chhibber was Chairman and MD till 30 <sup>th</sup> December, 2021 and additional director thereafter.
Remuneration proposed to be paid	The Non-Executive Directors will be paid sitting fees as well as reimbursement of expenses incurred 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.	
Date of First Appointment on the Board	06.11.2020	10.06.2019
Shareholding in the Bank	Nil	11000 Shares
Relationship with other Directors, Key Managerial Personnel	Nil	Nil
Directorship in other Companies	Nil	Nil
No. of Board Meetings attended during the year 2021- 22	14	14

\* for detailed profile and Nature of Expertise in Specific Functional areas, refer to Corporate Governance section of Annual Report.