

Ref:-JKB/BS/F3652/2019/245
Dated: 23rd May, 2019

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
Symbol: J&KBANK

The BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal street
Mumbai - 400 001
Scrip Code:532209

**Sub: - ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE YEAR
ENDED 31ST MARCH, 2019**

Dear Sirs,

In terms of SEBI Circular CIR/CFD/CMD1/27/2019 dated 8th February 2019 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith copy of the Annual Secretarial Compliance Report of the Bank for the year ended 31st March, 2019.

Thanking you

Yours faithfully
For The Jammu and Kashmir Bank Ltd.

(Mohammad Shafi Mir)
Company Secretary

Secretarial compliance report of JAMMU AND KASHMIR BANK LIMITED
for the year ended 31st March, 2019
[Pursuant to the SEBI Circular No. IR/CFD/CMD/27/2019/ Dated 08.02.2019]

We have examined:

- a) all the documents and records made available to us and explanation provided by JAMMU AND KASHMIR BANK LIMITED("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) other document/ filing, as may be relevant,

which has been relied upon to make this certification, for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- I. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

Consequent to the resignation of Mrs. Vijayalakshmi R Iyer (DIN: 05242960) as the Independent Director of the Company on 27th March, 2019 there was a change in the composition of the Board of Directors. However, the Bank has the statutory time period of three months for fulfilling the composition requirements as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of the Companies Act, 2013. The Bank also has to reconstitute its Nomination and Remuneration Committee consequent to such change.

For DSMR & ASSOCIATES
COMPANY SECRETARIES

Sa. Manika R.

DSM RAM
PROPRIETOR
C.P. No. 4239

II. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

The Bank has not raised any capital during the reporting period. Hence, the reporting of compliance under these regulations does not arise.

III. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

There were no transactions necessitating the compliance under these regulations. Hence the compliance under these regulations does not arise.

IV. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

During the period of our audit the Bank has not done any buy back of its securities. Hence the reporting of compliance under these regulations does not arise;

V. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

During the period of our audit the Bank has not issued any securities under these regulations and also does not have an ESOP plan. Hence the reporting of compliance under these regulations does not arise.

VI. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

VII. Securities and Exchange Board of India (Issue and Listing of Non Convertible and Redeemable Preference Shares) Regulations, 2013;

The Bank has not issued any Preference Shares during the reporting period. Hence, the reporting of compliance under these regulations does not arise.

VIII. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

IX. Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

During the period of our audit the Bank has not delisted its Equity Shares from any of the exchanges, where the shares are listed. Hence the reporting of compliance under these regulations does not arise; and

X. Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

XI. SEBI (Bankers to an Issue) Regulations, 1994

The Bank is registered as Bankers to an Issue with SEBI. The Bank has complied with the applicable regulations in this regard. There was no activity taken up by the Bank during the period under report

For DSMR & ASSOCIATES
COMPANY SECRETARIES

S. Ramani

DSM RAM
PROPRIETOR
C.P. No. 4239

DSMR & Associates

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.

Sl. No.	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
Nil	Nil	Nil	Nil

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.
- (c) No action was required to be taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder
- (d) This being the first report since the notification of the requirement to submit this report, reporting on actions taken to comply with the observations made in the previous report does not arise.

Place: Hyderabad
Date: 23.05.2019

For DSMR & Associates
Company Secretaries



manikya Ram
D S M Ram
P. No. 4239
Proprietor