

NOTICE

NOTICE is hereby given that the 79th Annual General Meeting (AGM) of the Shareholders of The Jammu & Kashmir Bank Limited (the "Bank") will be held as under:

Day : Saturday
Date : 17th June, 2017
Time : 1600 hours
Place : Sher-i-Kashmir International Conference Centre (SKICC), Srinagar, J&K

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 March 31, 2017 including Balance Sheet as at 31st March, 2017 and the Profit & Loss Account for the Financial Year ended on that date, together with the Reports of the Board of Directors and Auditors and comments of the Comptroller and Auditor General of India thereon.
2. To appoint a Director in place of Mr. Azhar-ul-Amin (DIN 07265913), who retires by rotation and being eligible, has offered himself for reappointment.
3. To fix the remuneration of Auditors in terms of provisions of section 142 of the Companies Act, 2013, for the financial year 2017-18.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, permissions and other sanctions, as may be necessary from the Reserve Bank of India and other appropriate authorities, if any, approval of the Members of the Bank, be and is hereby accorded, to the alteration in the Articles of Association of the Bank as under:

- A. Article 69 (i) of the Articles of Association of the Bank be amended to read as under:
 - 69 (i) The number of Directors shall not be more than fifteen or less than seven. Not more than three of these shall be appointed by the Jammu and Kashmir Government, who will be called Government Directors; provided that no Director other than a Government Director shall be elected as Chairman of the Board of Directors.
- B. Article 70 of the Articles of Association of the Bank be amended to read as under:
 - 70 (i) No person other than a permanent resident of the Jammu and Kashmir State shall be

qualified to act as a Director of the Company except when such person has been appointed as a Director by the Jammu and Kashmir Government or when such person has been co-opted as additional Director by the Board or when appointed as independent director in compliance with the requirements of applicable laws by the shareholders of the Company.

Provided that independent director shall hold office for a term upto 2 consecutive years on the Board of the company from the date of appointment, but shall be eligible for re-appointment in accordance with the provisions of the Companies Act, 2013.

Provided further that the total number of persons not being the permanent resident of Jammu and Kashmir State, excluding persons appointed by the Government of Jammu and Kashmir as Directors on the Board, shall not at any point of time be more than one third of the total strength of the Board.

- 70(ii) Sitting fee payable to a Director other than:
 - (a) Chairman and Chief Executive Officer,
 - (b) Additional Director appointed by Reserve Bank of India and who is in the employment of RBI;
 - (c) Executive Director/s. for attending a meeting of Board or Committee irrespective of the number of days for which the meeting may continue, shall be Rs.40000/-. Besides a fee admissible to a Director for attending the meeting, any Director who comes to attend a Board Meeting or a meeting of a Committee of the Board held at a place other than the place of his usual residence, shall, besides the travelling allowance admissible, be entitled to halage as shown in the Article 70 (A) for the day/s the Director has to stay at such place, in connection with a meeting, and also for any extra day or days or onward or return journey connected with the meeting and involving air and/or rail travel.

RESOLVED FURTHER THAT the Company Secretary of the Bank be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any

statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to Section 10A(2A) (i) of the Banking Regulation Act, 1949, Mr. Rahul Bansal (DIN 01216833) in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director on the Board of Directors of the Bank, liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to Section 10A(2A)(i) of the Banking Regulation Act, 1949, Mr. Daman Kumar Pandoh (DIN 01332068) in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director on the Board of Directors of the Bank, liable to retire by rotation.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to Section 10A(2A) (i) of the Banking Regulation Act, 1949, Mr. Mohammad Maqbool Rather (DIN No.07586779), in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank to hold the office for a period of 2 years i.e. up to June 16, 2019 and that he shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to Section 10A(2A)(i) of the Banking Regulation Act, 1949, Mr. Mohammad

Ashraf Mir (DIN No.07586792), in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank to hold the office for a period of 2 years i.e. up to June 16, 2019 and that he shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to Section 10A(2A) (i) of the Banking Regulation Act, 1949, Mr. Pronab Sen in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank to hold the office for a period of 2 years i.e. up to June 16, 2019 and that he shall not be liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to Section 10A(2A)(i) of the Banking Regulation Act, 1949, Mr. Sanjiv Agarwal (DIN No. 00110392), in respect of whom the Bank has received a notice in writing from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Bank to hold the office for a period of 2 years i.e. up to June 16, 2019 and that he shall not be liable to retire by rotation."

11. 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 Sections 23, 41, 42, 62 and 179 and any other applicable provisions of the Companies Act, 2013, rules issued thereunder and any other regulation, circular or notification issued by the Ministry of

Corporate Affairs (MCA), Government of India issued in this regard, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (the "Companies Act"), the Banking Regulations Act, 1949, as amended, any other applicable laws, regulations, policies or guidelines, the provisions of the Memorandum and Articles of Association of the Bank and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations"), the SEBI (Issue and Listing of Debt Securities) Regulations, 2008, as amended (the "SEBI Debt Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), the provisions of the Foreign Exchange Management Act, 1999, as amended ("FEMA") and the rules, regulations or guidelines, if any, prescribed by the Reserve Bank of India ("RBI"), the Foreign Investment Promotion Board ("FIPB"), the Securities and Exchange Board of India ("SEBI"), the Government of India ("GOI") and all other relevant statutory or governmental authorities or departments, institutions or bodies in this regard (collectively, the "Appropriate Authorities" and individually, the "Appropriate Authority") and the listing agreements entered into by the Bank with the BSE Limited and the National Stock Exchange of India Limited (collectively, the "Stock Exchanges") and subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of them while granting such approvals, consents, sanctions and permissions as may be necessary or which may be agreed to by the Board of Directors of the Bank (the "Board", which term shall be deemed to include any committee thereof duly constituted and exercising, or hereinafter constituted to exercise, the powers conferred on the Board by this resolution), the consent of the shareholders be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), from time to time, in one or more tranches, through a public issue, follow on public issue, private placement, qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations ("QIP") and / or any other nature of domestic or international offerings as may be permitted under applicable laws, equity shares of the Bank and/or any instrument convertible into equity shares (whether optionally or otherwise), securities with warrants including any instruments or securities representing either equity shares and/or convertible

securities or securities linked to equity shares or equity shares/fully convertible debentures/partly convertible debentures or non-convertible debentures including Innovative Perpetual Debt Instruments (IPDI) eligible for inclusion as Tier I capital along with warrants or any securities other than warrants, whether issued with or without voting or special rights, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing, whether rupee denominated or denominated in one or more foreign currency, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad (all of which are hereinafter collectively referred to as "Securities"), including but not limited to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, resident and / or permitted non-resident investors, whether institutions and/or incorporated bodies, foreign institutional investors, foreign portfolio investors, individuals or otherwise and whether or not such investors are shareholders of the Bank, , for an amount not exceeding Rs. 1500 Crores only (Rupees One thousand Five Hundred Crores only) or the equivalent thereof in foreign currency (the "Issue") through a placement document / offer document/ prospectus /offer letter/ offering circular or such other document, from time to time, in one or more combinations, as may be deemed appropriate by the Board in its sole discretion, such issue and allotment to be made at such time or times, at such price or prices or at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including security, record dates, tenure, rate of interest, as may be decided by and deemed appropriate by the Board as per applicable laws including the discretion to determine the categories and combination of investors to whom the offer, issue and allotment shall be made considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s), financial advisor(s), underwriter(s), legal advisor(s) and / or any other agency, as the Board may in its absolute discretion deem fit and appropriate.

RESOLVED FURTHER THAT in case of issue of Securities by way of QIP as per Chapter VIII of SEBI ICDR Regulations, as amended from time to time, it shall fulfill the following requirements:

1. The "relevant date" for pricing of the Securities in accordance with SEBI ICDR Regulations will be the date of Board meeting in which the Board decides to open the proposed Issue or as such other date as permitted under applicable laws;
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 VIII of the SEBI ICDR Regulations (the "QIP Floor Price"). The Board may, however, in accordance with applicable law, also offer a discount of not more than 5% on the QIP Floor Price or such other percentage as may be permitted under applicable law from time to time

3. The allotment of the Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
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 SEBI ICDR Regulations;
5. A minimum of 10% of the Securities to be issued and allotted pursuant to Chapter VIII of SEBI ICDR Regulations shall be allotted to Mutual Fund(s) and if the Mutual Fund(s) do not subscribe to said minimum percentage or any part thereof, such minimum portion or part thereof may be allotted to other QIBs;
6. The prices determined for QIP shall be subject to appropriate adjustments, if the Bank, pending allotment under this resolution:
 - a. makes an issue of equity shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
 - b. makes a rights issue of equity shares;
 - c. consolidates its outstanding equity shares into a smaller number of shares;
 - d. divides its outstanding equity shares including by way of stock split;
 - e. re-classifies any of its equity shares into other securities of the issuer; or
 - f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
7. The pricing of the equity shares to be issued upon exchange of the warrants (issued simultaneously with non-convertible debentures), shall be in accordance with the provisions of Chapter VIII of the SEBI ICDR Regulations and as may be decided by the Board in its sole and absolute discretion.

RESOLVED FURTHER THAT the Issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Bank is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of equity shares to be allotted shall stand augmented in the same proportion

- in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Bank making a rights offer by issue of equity shares prior to the allotment of the equity shares, the entitlement to the equity shares will stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of equity shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding equity shares into smaller number of equity shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in addition to all applicable Indian laws, the issue of Securities in pursuance of this Resolution shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or proposed to be listed or that may in any other manner apply to such Securities or provided in the terms of their issue and the Board be and is hereby authorised on behalf of the Bank to seek listing of any or all of such Securities on one or more stock exchanges in India or outside India.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Bank; and
- (b) the equity shares that may be issued by the Bank shall rank pari passu with the existing equity shares of the Bank in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to engage, appoint and to enter into and execute all such agreement(s)/ arrangement(s)/ MoUs/ placement agreement(s)/ subscription agreement(s)/ any other agreements or documents with any consultant(s), lead manager(s), co-lead manager(s), manager(s), advisor(s),

registrar(s), authorised representative(s), legal advisor(s) / counsel(s), merchant banker(s), underwriter(s), custodian(s), stabilizing agent(s) and all such advisor(s), professional(s), intermediaries and agencies as may be required or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and permissible, and to authorise any Director(s) or any Officer(s) of the Bank, severally, to sign for and on behalf of the Bank, offer document(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/ document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) including without limitation the authority to amend or modify such document(s) in relation to the aforesaid Issue.

RESOLVED FURTHER THAT the Board shall have all powers and authority to modify, reapply, redo, make necessary changes, approach and to do all requisite filings/resubmission of any document(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other Appropriate Authority, without being required to seek any further approval of the shareholders and that the shareholders shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue and allotment of Securities, as aforesaid, the Board be and is hereby authorized on behalf of the Bank to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient including fixing of record dates or book closure, deciding on the face value, Issue price, conversion price, premium amount on issue/conversion of the Securities, rate of interest, creation of mortgage/charge, Issue opening and closing dates, as applicable and to settle any questions, difficulties or doubts that may arise in regard to any such offer, issue, allotment and listing of Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be authorized to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution on it, to any committee or sub-committee of Directors or any other Director(s) or Officer(s) of the Bank to give effect to the aforesaid resolution, with the power to such committee/sub-committee of the Board to

further delegate all or any of its powers/ duties to any of its shareholders.

By order of the Board of Directors

Mohammad Shafi Mir
Company Secretary
Place: Srinagar
Dated: 13th May, 2017

NOTES

- a) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the bank.
Proxies, in order to be valid and effective, must be received by the bank at its registered office not less than 48 hours before the time fixed for the meeting.
A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the bank carrying voting rights.
A member holding more than ten percent of the total share capital of the bank, carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the board resolution to the Bank, authorising their representatives to attend and vote on their behalf at the meeting.
- b) Shareholders who have not encashed their past dividend warrants are requested to do so without any further delay. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed/unpaid dividends upto the Financial Year ended 31 March, 1996 were transferred to the General Revenue Account of the Central Government. Consequent upon amendment to Section 205A of the Companies Act, 1956 and introduction of Section 205C by the Companies (Amendment) Act, 1999, the amounts of dividend for the subsequent years remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Bank have been transferred to the Investor Education and Protection Fund (IEPF) set up by the Government of India. Under the provisions of the Companies Act, 1956, no amounts could have been claimed by the Members from the IEPF or the Bank in respect of such amounts transferred to the IEPF. As per the provisions of Section 124 and Section 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit,

Transfer and Refund) Rules, 2016 ("IEPF Rules") which have become effective on September 7, 2016, unclaimed amount, in respect of unpaid/unclaimed dividend warrants, which remains unpaid for seven years shall be transferred by the Bank to "Investor Education and Protection Fund" established pursuant to the aforesaid provisions ("New IEPF"). Further, as per Section 125 of Companies Act, 2013, in respect of amounts transferred to IEPF pursuant to Section 205C of Companies Act, 1956 from the unpaid dividend account of the Bank, after the expiry of the period of seven years as per provisions of the Companies Act, 1956, members shall be entitled to get refund out of the new IEPF in accordance with IEPF Rules. Accordingly, members seeking to claim refund, in respect of amounts transferred to the IEPF or new IEPF, may do so from the new IEPF by making an application to the Investor Education and Protection Fund Authority ("IEPF Authority") in the prescribed form as per the provisions of Section 125 of the Companies Act, 2013 read with the IEPF Rules.

- c) Members are also requested to note that amongst other things, IEPF Rules also provides for the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated DEMAT Account of the IEPF Authority. [As per the requirement of Rule 6 of the IEPF Rules, the Bank had sent information to all the shareholders who had not claimed/encashed dividends in the last seven years intimating, amongst other things, the requirements of the IEPF Rules with regard to transfer of shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Bank will be required to transfer the respective shares to the designated DEMAT Account of the IEPF Authority by the due date prescribed as per the IEPF Rules or such other extended date as may be notified. The Bank also simultaneously published notice in the leading newspaper in English and regional language having wide circulation on 10th November, 2016 to such shareholders. Further, the MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 on 28th February, 2017 ('IEPF Rules 2017'), substituting, amongst other things, Rule 6 of IEPF Rules, and providing that where the period of seven years provided under the sub section (5) of Section 124 of the Companies Act, 2013 has been completed during the period from 7th September, 2016 to 31st May, 2017, the due date of transfer of such shares shall be 31st May, 2017. Accordingly, the Bank hereby provides time till 31st May, 2017 to all the shareholders who have not claimed any unclaimed/unpaid dividends for the last seven years and to whom the Bank had given intimation in the manner prescribed under Rule 6 of the IEPF Rules; and to all other shareholders who have not encashed any unpaid/unclaimed dividends and where

the period of seven years has been completed or being completed during the period from 7th September, 2016 to 31st May, 2017. In case valid claim is not received by 31st May, 2017, the respective shares will be credited to the designated DEMAT Account of the IEPF Authority.

- d) In terms of Section 72 of the Companies Act, 2013, nomination facility is available to individual shareholders holding shares in the physical form. The shareholders who are desirous of availing this facility, may kindly write to Karvy Computershare Private Limited, the Bank's Registrar & Transfer Agent (R&T).
- e) Members holding shares in physical form are requested to intimate change, if any, in their Registered Address, to the Share Transfer Agent. If the shares are held in Demat form, intimation regarding change of address, if any, has to be notified to the concerned Depository Participant where the Shareholder is maintaining Demat Account.
- f) Brief Profile of persons seeking appointment/re-appointment as Director/Independent Director on the Board of the Bank is included in Corporate Governance Report/ annexed to this Notice.
- g) Important communication to members:
As per the provisions of Companies Act, 2013 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements), 2015, electronic copy of the Annual Report and this Notice, inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form are being sent by e-mail to those Members whose e-mail addresses have been registered/made available to the Bank /Depository Participants for this purpose unless the Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of this Notice inter alia indicating the process and manner of remote e-voting along with attendance slip and proxy form and other documents annexed to the Notice, will be sent to them in the permitted mode.
- The Bank hereby requests Members who have not updated their email IDs to update the same with their respective Depository Participant(s) or R&T of the Bank. Further, Members holding shares in electronic mode are also requested to ensure to keep their email addresses updated with the Depository Participants / R&T of the Bank. Members holding shares in physical mode are also requested to update their email addresses by writing to the R & T of the Bank quoting their folio number(s).
- h) Members desirous of getting any information about the accounts and operations of the Bank are requested to write their queries to the Bank atleast seven days before the AGM to enable the Bank to gather information.
- i) Only registered members/ beneficial owners carrying their attendance slips and holders of valid proxy forms registered with the Bank will be permitted to attend the

meeting. Also Members/Proxy holders are requested to:

- i. Please carry photo ID card for identification/verification purposes.
 - ii. Note that briefcases, mobile phones, bags, helmets, eatables and other belongings will not be allowed to be taken inside the venue of the meeting for security purposes and members/proxy holders will be required to take care of their belongings.
 - iii. Note that no gifts will be distributed at the AGM.
 - iv. Note that members present in person or through registered proxy shall only be entertained.
 - v. Note that the attendance slip/proxy form should be signed as per the specimen signature registered with the R&T / Depository Participant.
 - vi. Quote their Folio / DP & Client Id No. in all correspondences with the R&T / Bank.
 - vii. Avoid being accompanied by non-members and/or children.
- j) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts, is annexed hereto.
- k) The route map for the AGM Venue is provided at the end.
- l) E-Voting:
The Bank is pleased to provide E-voting facility through Karvy Computershare Pvt. Ltd., in compliance with Section 108 of the Companies Act, 2013 read with rules framed thereunder and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for all shareholders of the Bank to enable them to cast their votes electronically on the items mentioned in this notice of the 79th AGM of the Bank. Based on the consent received from Mr. Harish Kumar Villadath, Advocate, the Bank has appointed him as the Scrutinizer for conducting the voting process in a fair and transparent manner. E-voting is optional and Members can opt for only one mode for voting i.e. either by remote e-voting or vote at the AGM. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date i.e. June 9, 2017.

l) The instructions for E-Voting are as under:

- (i) To use the following URL for e-voting:
From Karvy website: <http://evoting.karvy.com>
- (ii) Shareholders of the Bank holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically.
- (iii) Enter the login credentials i.e., user id and password mentioned in the attendance slip of the AGM. Your Folio No/DP ID Client ID will be your user ID.
- (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. The system will prompt you to change your password and update any contact details like mobile, email etc on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. 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, enter the number of shares as on the cut-off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.
- (ix) Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- (x) Cast your vote 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. During the voting period, shareholders can login any number of times till they have voted on the resolution.
- (xi) Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to mail@harishkumar.com with a copy marked to e.voting@karvy.com.
- (xiii) The facility for remote e-voting shall remain available from June 14, 2017 (9:00 A.M.) to June 16, 2017 (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 June 9, 2017 may cast their vote electronically. The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, the shareholders who have cast their vote electronically through remote e-voting may participate in the AGM but shall not be allowed to vote at the AGM.
- (xiv) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Tel No.1800 345 4001 (toll free).

- (xv) Any person, who acquires shares of the Bank and becomes Member of the Bank after dispatch of the Notice and holding shares as on the cut-off date may follow the same instructions as mentioned above for e-Voting.
- II. The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Bank and make not later than forty-eight hours of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any to the Chairman of the Bank who shall countersign the same.

- III. The Chairman or a person authorised by him in writing shall declare the results of voting forthwith.
- IV. The Results declared alongwith the Scrutinizer's Report shall be placed on the Bank's website www.jkbank.net and on the website of Karvy within forty-eight hours of passing of the resolutions at the AGM of the Bank and communicated to the BSE Limited and the National Stock Exchange, where the shares of the Bank are listed.
- V. Poll will also be conducted at the AGM and any Shareholder who has not cast his vote through remote e-voting facility, may attend the AGM and cast his vote.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 03

Though not strictly necessary, Explanatory Statement is being given for Item No. 03 of the Notice, with the view to set-out material facts concerning such business. Pursuant to the provisions of Section 142 of the Companies Act, 2013, the remuneration of Auditors, appointed by C&AG under Section 139(5) of the Companies Act, 2013, has to be fixed by the Bank in General Meeting or in such manner as the Bank in the General Meeting may determine. Members may accordingly authorize the Board of Directors to pay the remuneration of Auditors as per the RBI circular applicable to Public Sector Banks for the financial year 2017-18 including remuneration for the Limited Review of Quarterly Financial Results for the period ending 30th June, 2017, 30th September, 2017 and 31st December, 2017

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

Directors recommend the adoption of Resolution to be moved at the Meeting in this regard.

ITEM NO. 04

As per the requirements of section 149 (4) of the Companies Act, 2013 a listed public company shall have at least one-third of the total number of directors as Independent Directors. Further, as per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in case a listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall

comprise of Independent Directors. Since the Bank has an Executive Chairman, it is required to have atleast half of the Board comprising of Independent Directors pursuant to the provisions of Regulation 17 of the SEBI (Listing Regulations).

The Articles of Association of the Bank restrict the maximum number of directors on the Board to twelve. Further, there are certain other conditions in the Articles of Association regarding the number of persons who are not permanent residents of the State of Jammu and Kashmir that can be appointed on the Board. In view of the provisions of the Companies Act read with the Listing Regulations, the interests of the Bank and to enable the Bank to achieve an ideal composition of the Board of Directors, it is proposed to make the amendments as proposed in the notice to the Articles of Association of the Bank, subject to the approval of Reserve Bank of India.

Further, the sitting fee paid to Directors of the Bank other than Chairman and Chief Executive Officer, Executive Director(s) and Additional Director appointed by Reserve Bank of India and who is in the employment of RBI for attending each meeting of the Board of Directors and Committee thereof was fixed by the Shareholders in their meeting held on 20th July, 2016 at Rs. 25,000/-.

As per Section 197(5) of the Companies Act, 2013 read with Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, amount of remuneration by way of sitting fee for attending each meeting of the Board of Directors and Committee thereof shall not exceed one lakh rupees per meeting of the Board or Committee thereof.

In order to align the sitting fee payable to the eligible Directors for attending each meeting of the Board of Directors and

Committee thereof with prevailing industry practice/norms, the Board of Directors of the Bank propose to enhance the sitting fee for attending each meeting of the Board of Directors and Committee thereof from Rs.25000/- to Rs. 40,000/-.

Except to the extent of interest of the Directors in relation to the revision in the sitting fee that may be payable to them, no Director, Key Managerial Personnel of the Bank or their relatives are in anyway concerned or interested in the Resolution.

Directors recommend the adoption of Resolution to be moved at the Meeting in this regard.

ITEM NO. 05 & 06

The Bank has received notices pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Rahul Bansal (DIN : 01216833) and Mr. Daman Kumar Pandoh (DIN: 01332068) for directorship of the Bank.

The Bank has also received from Mr. Rahul Bansal (DIN: 01216833) and Mr. Daman Kumar Pandoh (DIN: 01332068):

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and
- (ii) Intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164 (2) of Companies Act, 2013.

The brief profile of Mr. Rahul Bansal (DIN: 01216833) and Mr. Daman Kumar Pandoh (DIN: 01332068) is provided in annexure to this notice.

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

Directors recommend the adoption of Resolution to be moved at the Meeting in this regard.

ITEM NO. 07, 08, 09 & 10

As per the requirements of section 149 (4) of the Companies Act, 2013, a listed public company shall have at least one-third of the total number of directors as independent directors. Further, as per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in case a listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors. Since the Bank has an Executive Chairman, it is required to have at least half of the Board comprising of Independent Directors pursuant to the provisions of Regulation 17 of the SEBI (Listing Regulations).

In terms of aforesaid provisions of Companies Act, 2013 read with SEBI Listing Regulations and pursuant to the recommendations of the Board of Directors of the Bank at their meeting held on 13th May, 2017, appointment of Mr. Mohammad Maqbool Rather (DIN: 07586779), Mr. Mohammad Ashraf Mir (DIN: 07586792), Dr. Pronab Sen and Dr. Sanjiv Agarwal (DIN: 00110392) as Independent Director's on the Board of the Bank for a term of two consecutive years with effect from 17th June, 2017 to 16th June, 2019 not liable to retire by rotation are recommended for approval of the shareholders.

The Company has received separate notices in writing from the shareholders proposing the candidature of Mr. Mohammad Maqbool Rather (DIN: 07586779), Mr. Mohammad Ashraf Mir (DIN: 07586792), Dr. Pronab Sen and Dr. Sanjiv Agarwal (DIN: 00110392) for the office of Independent Directors, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The above proposed Independent Directors are not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as Directors of the Bank. The Bank has also received declaration from the above Directors that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and rules made there under for their appointment as Independent Directors and that all Independent Directors are Independent of the management.

The above proposed Independent Directors are eminent personalities in their respective fields.

Considering their vast experience and knowledge, the Board considers that their association would be of immense benefit to the Bank. The Board, therefore, recommends the resolutions as set out in Item No. 07, 08, 09 and 10 of the Notice for approval of members as ordinary resolution.

The brief profile of the above proposed Independent Directors are provided in annexure to this notice.

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

ITEM NO. 11

The shareholders are aware that the businesses of Jammu & Kashmir Bank Limited (the "Bank") continue to demand capital for its growth and expansion and considering the buoyancy in capital markets and global investors' appetite for an Indian banking company, it is necessary that the Bank should be ready for window of opportunity for capital raising going forward as and when the opportunity arises. The Board shall utilize the proceeds to meet the needs of its growing business,

including long term capital requirements for pursuing its growth plans and to maintain the capital adequacy ratio as per the regulatory guidelines/norms laid down by the Reserve Bank of India, and general corporate purposes.

Considering the above, the Board of Directors of the Bank on May 13, 2017 approved the raising of funds by issue of equity shares of the Bank, and/or any instrument convertible into equity shares, whether optionally or otherwise in the course of domestic and / or international offerings, securities with warrants including any instruments or securities representing either equity shares and/or convertible securities or securities linked to equity shares or equity shares/fully convertible debentures/partly convertible debentures or non-convertible debentures including Innovative Perpetual Debt Instruments (IPDI) eligible for inclusion as Tier I capital along with warrants or any securities other than warrants, whether issued with or without voting or special rights, which are convertible or exchangeable with equity shares at a later date, or a combination of the foregoing, whether rupee denominated or denominated in one or more foreign currency, in registered or bearer form, secured or unsecured, listed on a recognized stock exchange in India or abroad (all of which are hereinafter collectively referred to as "Securities"), including but not limited to Qualified Institutional Buyers ("QIBs") as defined under the SEBI ICDR Regulations, whether domestic investors / foreign investors through Qualified Institutions Placement in terms of Chapter VIII of the SEBI ICDR Regulations ("QIP"), for an amount not exceeding in the aggregate Rs. 1500 Crores only (Rupees One Thousand and Five Hundred Crores only) or the equivalent thereof in foreign currency in one or more tranches through various offerings as contemplated in the resolution, in domestic and/ or international markets.

Pursuant to the above, the Board of Directors (the "Board", which term shall be deemed to include any committee thereof duly constituted and exercising, or hereinafter constituted to exercise, the powers conferred on the Board) may, in one or more tranches, issue and allot Securities on such date as may be determined by the Board but not later than 12 months from the date of passing of the resolution.

The aforesaid Issue will be subject to receipt of requisite approvals from Appropriate Authorities, as applicable.

The said Resolution is for seeking approval of shareholders of the Bank for the proposed Issue and proposing to confer authority on the Board to do all such acts and deeds which may be required to offer, issue and allot Securities at opportune time, including the size, structure, price, timing and other

terms and conditions of the Issue.

Since the pricing and other terms of the offerings cannot be decided except at a later stage, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize the price and terms of the issue of Securities. However, the same would be in accordance with the SEBI ICDR Regulations as amended from time to time or any other guidelines/ regulations / laws as may be applicable.

The other terms and conditions of the Issue will be determined in consultation with the merchant bankers, lead managers, consultants, advisors and / or such other intermediaries as may be appointed for the Issue.

The consent of the shareholders is being sought under Sections 23, 41, 42, 62 and 179 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013, if any, and in terms of the SEBI ICDR Regulations, the SEBI Listing Regulations and provisions of the listing agreements executed by the Bank with the Stock Exchanges where the Bank's shares are listed.

The Board of Directors of the Bank believes that the proposed issue is in the interest of the Bank and hence, recommends the resolution for the approval of the Shareholders by way of Special Resolution.

None of the Directors/Key Managerial Personnel/their relatives, of the Bank is in any way concerned or interested in the above referred resolution except as holders of shares in general or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Bank.

Regd. Office:
Corporate Headquarters,
M. A. Road,
Srinagar - 190 001
Dated: 13th May, 2017

By order of the Board of Directors
Mohammad Shafi Mir
Company Secretary

Brief Profile of Proposed Directors

Mr. Mohammad Ashraf Mir

Mohammad Ashraf Mir, aged 58 years, is a first generation entrepreneur with 34 years of experience as a successful industrialist, contractor and businessman. He started his career with M/s Indian Steel & Metal Industries in the year 1982 and is its proprietor. Mr. Mir is also an "A" class contractor and is known for doing many prestigious projects across the state.

Mr. Mir has remained in Executive Council of Federation Chamber of Industries Kashmir (FCIK) for last 20 years and currently serves as the President. He has also served the FCIK as its Senior Vice President, President Industrial Association Sanat Nagar and President SICOP Unit Holders' Association.

Currently Serving FCIK as its President he is also a board member of J&K Small Scale Industrial Development Corporation Ltd (SICOP), J&K State Industrial Development Corporation (SIDCO) and J&K State Pollution control Board. Mr. Mir is a member of the governing body of Islamia College of Science and Commerce, Srinagar. He is also a member of many State Level Apex committees constituted by government from time to time.

Mr. Mohammad Maqbool Rather

Mr. Mohammad Maqbool Rather is a Post graduate in Economics (1964). He has served on various prominent positions. He joined the Government Service as Assistant Registrar Co-operative Societies (1968-1978) and also worked in Agriculture Production, Rural Development, Education and planning Deptts. at District level and State level.

As Assistant Registrar Co-operative Societies, his main job was to organize and supervise co-operative societies in his jurisdiction. He also had to assist district co-operative Bank Baramulla in the advancement and recovery of loans at the Distt. Level. He was associated with Development Commissioners and has assisted lead bank officers in the formulation and monitoring of district action credit plan.

He retired as Joint Director Planning Department. As Joint Director, Planning Department, he has facilitated state level officers in referring cases to NABARD for seeking loan assistance for implementation of various development schemes which required adequate financial support from NABARD.

In recognition of his meritorious services he was inducted by the Government in KAS Time scale.

Mr. Rahul Bansal

Mr. Rahul Bansal is a B.Com from Punjab University, Chandigarh. He has also done his MBA from London (UK). With 17 years of experience as an Industrialist, he is responsible for management of several business enterprises that are running successfully.

He has held directorship in following Companies:

- Narbad Steels Limited, (Executive Director).
- Jai Maa Mansa Devi Builders Private Limited.
- Narbada Gases Private Limited.
- Grand Plaza Hotel Private Limited (Lords inn Hotel).
- Narbada Energy Private Limited.
- Four A Hotels and Resorts Private Limited.
- Jammu Paper Private Limited.
- Bansal Printers.
- The News Now LLP.
- Shanker Industries.
- Kashmir Ispat.
- Kashmir Gases.
- Om Prakash Bansal Chairtable Trust (Reg)
- G. D Goneka Public School, Jammu

He is serving as Sr. Vice President of Bari Brahmana Industries Association and is also associated as Designated Partner and Editor with Jammu based daily English Newspaper- The News Now.

Mr. Daman Kumar Pandoh

Mr. Daman Kumar Pandoh is a Law graduate and fellow member of the Institute of Company Secretaries of India. He is having more than 20 years of experience in the field and his specializations are in the area of Secretarial matters, Taxation, Company law and Foreign exchange. He is the founding member of the Jammu Chapter of Institute of Company Secretaries of India and is presently serving the chapter as Vice Chairman.

He is Director on the Board of several companies. In addition to being a participant and guest speaker at various professional and other bodies on Corporate Laws he has also been consultant to various companies, particularly to J & K State Government Corporations. He is also a member of various social, educational and sports associations. Adventure Sports is his passion and he is a member of Jammu Adventure Sports Association.

Dr. Sanjiv Agarwal

Dr. Sanjiv Agarwal is a Fellow Member of the Institute of Chartered Accountants of India, Fellow Member of the Institute of Company Secretaries of India and Associate Member of the Institute of Chartered Secretaries and Administration, London (UK). He has done his PhD from R. A. Poddar Institute of Management, University of Rajasthan, Jaipur in the area of Corporate Governance. His areas of specialization are in Accounting, Taxation and Financial Services. He is considered to be an expert on Indirect Taxes, Corporate Governance and Company Law.

Besides having over three decades of professional experience as a Practicing Chartered Accountant, he is keenly interested in academics and is regular contributor to professional Journals, Websites & Economic dailies. He has shared his knowledge by authoring and editing 28 books. His popular books include "Service Tax Case Digest", "Guide to Goods & Service Tax", "Accounting Standards & Corporate Practices" and "Commentary on Companies Act, Corporate Governance, Audit Committee etc." He is also the founder chief editor of Service Tax Counselor, a weekly e-newsletter on Service Tax; GST Counsellor a fortnightly e-newsletter on Goods and Service Tax and has also been founder editor of Service Tax Journal, India's first exclusive journal on Service Tax.

In addition to being an active participant and speaker at national seminars and conferences, he has also been a visiting faculty at various Management Institutes and Banks. He has been a SEBI Nominated Director on the Board of Jaipur Stock Exchange Ltd, JSEL Securities Ltd and an Independent Director on the Board of State Bank of Bikaner & Jaipur and other companies. Presently, he is an Independent Director on the Board of few Public sector / Government / Private sector companies and a member of Expert Advisory Board and Core Group on GST constituted by Institute of Company Secretaries of India.

Dr. Pronab Sen

Dr. Pronab Sen is currently the Country Director for the International Growth Centre's India Central Programme. He is also a member of the High-level Expert Group on Measurement of Economic Performance and Social Progress (OECD) and the Technical Advisory Group of the International Comparison Project (World Bank).

Most recently, he was Chairman of the National Statistical Commission. Prior to superannuation from the Government in 2012, he was the first Principal Economic Adviser at the Government of India's Planning Commission. He has also held positions as the first Chief Statistician of India, acting as the functional and technical Head of the national statistical system in India, as well as Secretary, Ministry of Statistics

& Programme Implementation, Government of India (2007-2010).

Born 1952 in New Delhi, India, Dr. Sen received his B.A. (Hons) in Economics from St. Stephen's College, University of Delhi (1972); M.B.A. (1974) and M.A. in Economics (1975) from the George Washington University, Washington D.C.; and Ph.D. in Economics (1982) from the Johns Hopkins University, Baltimore. He specialized in Open-economy Macroeconomic Systems, International Economics and Public Finance.

Dr. Sen worked as management consultant in Washington D.C. (1974-1977). He taught at Johns Hopkins University, Baltimore and Delhi School of Economics, Delhi between 1977 and 1983.

Dr. Sen turned to pure research in economics at the Indian Council for Research in International Economic Relations, New Delhi (1983-1987) and the Economic Research Unit, New Delhi (1987-1990). Worked at the World Institute for Development Economics Research, Helsinki in 1986 and again in 1989.

He joined the Government of India as Economic Adviser, Department of Electronics (1990-1994), where he was one of the architects of the National Software Policy 1990 and the Software Technology Park Policy 1991. Moved to the Planning Commission, Government of India in 1994. As Principal Adviser, Perspective Planning Division of the Planning Commission, he was the author of the Approach Paper to four Five Year Plans and the principal author and coordinator of three Five Year Plans and Mid-term Appraisals.

He has chaired a number of government Committees, most notably on Ecological Fragility, Control of Prices of Essential Drugs, and Slums.