The Jammu & Kashmir Bank Limited

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J&K Bank

Board Secretariat

Ref:-JKB/BS/F3652/2018/34
Dated: 14th June, 2018

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

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

Sub: - 80th Annual General Meeting of the Bank & Cut – off date for E-Voting

Dear Sirs,

We wish to inform you that the 80th Annual General Meeting of the Shareholders of the Bank will be held on Saturday, 7th July, 2018 at 1100 Hours (IST) at Sher-i-Kashmir International Conference Centre, (SKICC), Srinagar. A copy of the Notice of Annual General Meeting is attached herewith.

Further, we wish to intimate that the Bank has taken **June 29, 2018** as the **cut-off date** for the purpose of reckoning shareholders for e-voting option provided to the Shareholders of the Bank to exercise their voting rights electronically.

Kindly take the same on your record.

Thanking you

Yours faithfully
For The Jammu & Kashmir Bank Ltd.

(Mohammad Shafi Mir)
Company Secretary

NOTICE

NOTICE is hereby given that the 80th Annual General Meeting (AGM) of the Shareholders of the Jammu & Kashmir Bank Limited (the "Bank") will be held as under:

Day : Saturday

Date : 7th July, 2018

Time : 1100 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, 2018 including Balance Sheet as at 31st March, 2018 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. Abdul Majid Mir (DIN 02175199), 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 2018-19.

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 Sections 23, 41, 42, 62 and 179 and any other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, 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 and the rules & regulations made there under ("FEMA") and in accordance with applicable rules, regulations, circulars, clarifications, notifications, policies guidelines, if any, issued or prescribed by the Reserve Bank of India ("RBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP"), 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 approvals, consents, sanctions and permissions as may be necessary from any of these appropriate authorities and such terms and conditions or modifications as may be prescribed or imposed by any of them while granting such approvals, consents, sanctions and permissions and 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 further/follow on public offer, 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 and/or individuals or otherwise and whether or not such investors are shareholders of the Bank, for an amount not exceeding Rs. 1000 Crores only (Rupees One thousand 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 documents, 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, the same 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 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 bank; or
   f. is involved in such other similar events or circumstances, which in the opinion of the concerned stock exchange, requires adjustments.
7. In case the securities issued are non-convertible debentures along with warrants, the pricing of the equity shares to be issued upon exchange of the warrants, 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 *paripassu* 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 as 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, DIPP, 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, 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 as per applicable laws.

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 officer(s) of the Bank.

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 the provisions of section 42 of the Companies Act, 2013, read with rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other provisions or statutory enactment in respect thereof, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended, consent of the shareholders of the Bank be and is hereby accorded to the Board of Directors of the Bank to make offer(s) or invitation(s) to subscribe to the unsecured, redeemable, subordinated, non-convertible, Basel III compliant Tier 2

bonds in the nature of debentures for inclusion in Tier 2 Capital of the Bank of face value of Rs. 10.00 lacs each at par aggregating up to Rs.1000 crores ("Bonds") in one or multiple tranches on private placement basis through Private Placement Offer Letter(s) in conformity with Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

"RESOLVED FURTHER THAT the Board of Directors of the Bank be and are hereby authorized to issue Bonds of face value of Rs. 10.00 lacs each at par aggregating upto Rs. 1000 crore of tenure not exceeding 10 years upto a date that is not later than one year from the date hereof, provided however that the aggregate amount of all such Bonds taken together with domestic/off-shore, secured/unsecured, loans/borrowings, guarantees shall not exceed the overall borrowing powers approved by the shareholders by way of a special resolution under the provisions of Section 180 (1) of the Companies Act, 2013 read with the applicable rules made under the Companies Act, 2013."

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

By order of the Board of Directors

Mohammad Shafi Mir
Company Secretary

Place: Srinagar
Dated: 30th May, 2018

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 it's 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 representative 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 became 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.

Unclaimed amount in respect of unpaid/unclaimed dividend declared in respect of the financial years upto 2009-10 have been transferred by the Bank to the IEPF/ New IEPF. Members who have a valid claim to any dividend which are not yet transferred may claim the same from the Bank immediately. The detailed dividend history, due dates for transfer to IEPF/New IEPF and the details of unclaimed amounts lying with the Bank in respect of the dividends declared are available on the website of the Bank. (www.jkbank.net).

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 for the Financial Years upto 2010-11 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 in this regard published notice in the leading newspaper in English and regional language having wide circulation for the information of shareholders.

The MCA had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) second Amendment Rules, 2017 w.e.f. October 13, 2017 ('IEPF Rules 2017'), 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 October, 2017, the due date of transfer of such shares shall be deemed to be 31st October, 2017. Accordingly, the Bank has credited all the shares having any unclaimed/unpaid dividends for the last seven years (i.e., dividends for financial years upto 2009-10) and to whom the Bank had given intimation in the manner prescribed under Rule 6 of the IEPF Rules as amended 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 M/s 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) Mr. Abdul Majid Mir, Director (DIN: 02175199), aged 67, with educational qualification of B. Com, CAIIB-1 is having an experience of 40 years in the Banking industry. He had been an Executive Director of the Bank from 01-05-2008 to 30-06-2011. He has special knowledge and practical experience in the fields of Finance, Credit, Trade Finance, Foreign exchange, Treasury, Corporate and Retail Banking, Deposits & Liability Management & Risk Management. Mr. Mir was appointed as Rotational Director on the Board of the Bank by the Shareholders at 77th AGM held on 22nd August, 2015. Further details are included in Corporate Governance Report annexed to this Notice.

g) Important communication to members

As per the provisions of Companies Act, 2013 as well as 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 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) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangement in which Directors are intereated maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

i) All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the numbers at the Registered office of the Company between 11:00 a.m to 1:00 p.m on all working days from the date hereof upto the date of Annual General Meeting.

j) 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.

k) 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 reasons 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.

l) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts, is annexed hereto.

m) The route map for the AGM Venue is provided at the end of this notice.

I) 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 80th 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. 29th June, 2018.

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 July 4, 2018 (9:00 A.M.) to July 6, 2018 (5:00 P.M.). During these period shareholders' of the Bank, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 29, 2018 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 become 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 48 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 result 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 2018-19 including remuneration for the Limited Review of Quarterly Financial Results for the periods ending 30th June, 2018, 30th September, 2018 and 31st December, 2018

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. 4

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 30th May, 2018 approved 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 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, including perpetual Bonds, 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. 1000 Crores only (Rupees One thousand 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 of the Bank or that of the companies, firms, and/or institutions of which they are directors, partners or members and which may hold shares in the Bank.

ITEM NO. 5

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 would be fully implemented by March 31, 2019. In order to ensure smooth migration without any near stress, appropriate transitional arrangements for capital ratios have been made which commenced as on 01.04.2013. Capital ratios will be implemented fully on 31.03.2019 and accordingly the phase-in arrangements for Scheduled Commercial Banks operating in India is as under:

Transitional Arrangements -Scheduled Commercial Banks-				Capital as % of RWAs			
Minimum Capital Ratios	April 1, 2013	March 31, 2014	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018	March 31, 2019
Minimum Common Equity Tier I (CET 1)	4.5	5	5.5	5.5	5.5	5.5	5.5
Capital Conservation Buffer (CCB)	-	-	-	0.625	1.25	1.875	2.5

Minimum CET 1 + CCB	4.5	5	5.5	6.125	6.75	7.375	8
Minimum Tier 1 Capital	6	6.5	7	7	7	7	7
Minimum Total Capital	9	9	9	9	9	9	9
Minimum Total Capital + CCB	9	9	9	9.625	10.25	10.875	11.5

To gauge the capital requirements under Basel III, 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 within India. Besides, the downward pressures in the financial sector, increase in NPA, slow growth in overall business variables, relative increase in risk weighted assets compared to the incremental capital growth, the capital buffer maintained by the bank historically over and above the regulatory minimum are also factored in while arriving at the capital position of the Bank in near to medium term. Based on the above factors in the capital planning exercise carried out, the Bank needs to augment its capital base in phases up to March 31, 2019 till the time Basel III gets fully implemented. Bank shall augment its capital base by raising of common equity (CET1), issue of Additional Tier 1 bonds (AT1) or issue of Tier 2 bonds and through internal profit accruals. The current issue of raising capital is part of Tier II capital raising exercise. The Basel III requirements envisage maintaining of adequate capital that is in line with regulatory requirements. The need for more capital is also in line with the future business growth that the Bank has projected over near to medium term. Further, Tier II will supplement tier I capital of the Bank and will also have tier II buffer in place so that draw down of earlier raised tier II capital as per BASEL III guidelines is replenished by fresh tier II capital.

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

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.

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Dated: 30th May, 2018

By order of the Board of Directors

Mohammad Shafi Mir
Company Secretary