

**Jammu and Kashmir Bank Limited**  
Registered Office: M.A. Road, Srinagar-190001  
CIN: L65110JK1938SGC000048  
Tel No.: 0194-2483775 Fax No.:0194-2481928  
Email : board.sectt@jkbmail.com  
Website : www.jkbank.com



## **NOTICE OF POSTAL BALLOT**

**Pursuant to Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014**

### **To the Members of the Bank,**

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of Jammu and Kashmir Bank Limited ("the Bank") by means of Postal Ballot, only by remote e-voting process ("e-voting") being provided by the Bank to all its Members to cast their votes electronically, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos.14/2020, 03/2022, 11/2022, 09/2023 and 09/2024 dated 08<sup>th</sup> April, 2020, 05<sup>th</sup> May, 2022, 28<sup>th</sup> December 2022, 25<sup>th</sup> September, 2023 and 19<sup>th</sup> September, 2024 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice is also enclosed.

The Bank has appointed Shri DSM Ram, a Practicing Company Secretary (Membership No.: ACS14939), as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Bank has engaged the services of KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their votes electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Friday, March 21, 2025
End of e-voting:	5:00 p.m. (IST) on Saturday, April 19, 2025

The Scrutiniser will submit his report, after the completion of scrutiny, to the Managing Director and Chief Executive Officer of the Bank or any person authorised by him. The results of e-voting will be announced on or before Tuesday, April 22, 2025, and will be displayed on the Bank's website at [www.jkbank.com](http://www.jkbank.com) and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Bank.

## ITEM NO. 01

### RE-APPOINTMENT OF MR. UMESH CHANDRA PANDEY (DIN: 01185085) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE BANK

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Section 10A(2A)(i) of the Banking Regulation Act, 1949, Mr. Umesh Chandra Pandey (DIN: 01185085), whose first term as an Independent Director expired on January 20, 2025 and who was re-appointed as an Additional Director of the Bank with effect from January 21, 2025, pursuant to Section 161 of the Act and Article 78 of the Articles of Association of the Bank and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby, re-appointed as an Independent Director of the Bank not liable to retire by rotation to hold office for a term of one year with effect from January 21, 2025 to January 20, 2026.”

## ITEM NO. 02

### RE-APPOINTMENT OF MR. ANIL KUMAR GOEL (DIN: 00672755) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE BANK

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to Section 10A(2A)(i) of the Banking Regulation Act, 1949, Mr. Anil Kumar Goel (DIN: 00672755), whose first term as an Independent Director expired on January 20, 2025 and who was re-appointed as an Additional Director of the Bank with effect from January 21, 2025, pursuant to Section 161 of the Act and Article 78 of the Articles of Association of the Bank and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby, re-appointed as an Independent Director of the Bank not liable to retire by rotation to hold office for a term of one year with effect from January 21, 2025 to January 20, 2026.”

## ITEM NO. 03

### RE-APPOINTMENT OF MR. ANAND KUMAR (DIN: 03041018) AS AN INDEPENDENT DIRECTOR ON THE BOARD OF THE BANK

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

**“RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof

for the time being in force) and subject to Section 10A(2A)(i) of the Banking Regulation Act, 1949, Mr. Anand Kumar (DIN: 03041018), whose first term as an Independent Director expired on March 02, 2025 and who was re-appointed as an Additional Director of the Bank with effect from March 03, 2025, pursuant to Section 161 of the Act and Article 78 of the Articles of Association of the Bank and who has submitted a declaration that he meets the criteria of Independence as provided under the Act and the Listing Regulations, be and is hereby, re-appointed as an Independent Director of the Bank not liable to retire by rotation to hold office for a term of three consecutive years with effect from March 03, 2025 to March 02, 2028."

By the Order of the Board

**Mohammad Shafi Mir**  
Company Secretary  
FCS:8516

Date: March 19, 2025

Place: Srinagar

Registered Office:

Corporate Headquarters, M. A. Road  
Srinagar, Jammu and Kashmir- 190001

**Notes:**

1. The Explanatory Statements and reasons for the proposed Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Rules, the assent or dissent of the Members in respect of the resolutions contained in this postal ballot notice is being determined through postal ballot by electronic means only.
3. The Bank has appointed Shri DSM Ram, Practicing Company Secretary (Membership No.: (ACS14939: COP 4239) to act as the Scrutiniser, for conducting the Postal Ballot process, in a fair and transparent manner.
4. In compliance with the MCA Circulars, the Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members/Register of Beneficial Owners as on Thursday, March 13, 2025 ("cut-off date") and whose e-mail IDs are registered with the Bank / Depositories. Members holding shares in physical mode and who have not updated their email addresses with the Bank are requested to update their email addresses by sending the duly filled in Form ISR-1 (available on the Bank's website/website of KFin Technologies Limited) along with relevant proof to the RTA KFin Technologies Limited, Unit: Jammu and Kashmir Bank Limited, Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500 032, Telangana or the scanned copies of the documents may alternatively be mailed to Kfin Technologies Limited (RTA) on the email id [inward.ris@kfintech.com](mailto:inward.ris@kfintech.com) with all the forms and proofs e-signed. Members holding shares in demat form who have not updated their email addresses with the depository/depository participant are requested to approach the concerned depository participant to update their email addresses.
5. As per the MCA Circulars issued subsequent to the outbreak of the COVID-19 pandemic, physical copies of the Notice, postal ballot forms, and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
6. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act, read with the Rules, the Bank is pleased to offer e-voting facility to all the Members of the Bank. For this purpose, the Bank is utilising the services of Kfin Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically.
7. Members may please note that the Postal Ballot Notice will also be available on the Bank's website at [www.jkbank.com](http://www.jkbank.com), websites of the Stock Exchanges i.e. The BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of Kfin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).
8. All the material documents referred to in the Explanatory Statements shall be available for inspection through electronic mode, basis the request being sent on [sharedeptt\\_gc@jkbmail.com](mailto:sharedeptt_gc@jkbmail.com). Members who wish to inspect the documents are requested to send an email to [sharedeptt\\_gc@jkbmail.com](mailto:sharedeptt_gc@jkbmail.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
9. The Notice is being sent to all the Members, whose names appear in the Register of Members / Register of Beneficial Owners as received from the NSDL and CDSL as on Thursday, March 13, 2025. The Members, whose names appear in the Register of Members / Register of Beneficial Owners as on Thursday, March 13, 2025, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purposes only.
10. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Bank as on Thursday, March 13, 2025, being the cut-off date fixed for the purpose.
11. The voting period will commence from Friday, March 21, 2025 at 0900 hours IST

and end on Saturday, April 19, 2025 at 1700 hours IST. The e-voting module shall thereafter be disabled.

12. The Scrutiniser will submit his report to the Managing Director & Chief Executive Officer after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before Tuesday, April 22, 2025 at the registered office of the Bank at Corporate Headquarters, M. A Road Srinagar (J&K) - 190001. The Resolutions, if passed by the requisite majority shall be deemed to have been passed on Saturday, April 19, 2025, being the last date specified by the Bank for e-voting.
13. The declared results along with the report of the scrutiniser shall be forwarded to the Stock Exchanges (BSE and NSE) and shall be uploaded on the website of the Bank at [www.jkbank.com](http://www.jkbank.com) and the website of Kfin Technologies Limited at [www.kfintech.com](http://www.kfintech.com).
14. The instructions for Members for e-voting are as under:

**A. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE BANK IN DEMAT MODE**

As per the SEBI Master Circular, all “individual members holding shares of the Bank in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

<b>PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES</b>	
<b>National Securities Depository Limited (NSDL)</b>	<b>Central Depository Services (India) Limited (CDSL)</b>
<ol style="list-style-type: none"> <li>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:               <ol style="list-style-type: none"> <li>i. Type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. Click on the button “Beneficial Owner” available for login under ‘IDeAS’ section.</li> <li>iii. A new page will open. Enter your User ID and Password for accessing IDeAS.</li> <li>iv. On successful authentication, you will enter your IDeAS service login. Click on “Access to e-Voting” under Value Added Services on the panel available on the left hand side.</li> <li>v. You will be able to see Company Name: “Jammu and Kashmir Bank Limited” on the next screen. Click on the e-Voting link available against Jammu and Kashmir Bank Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> </li> <li>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:               <ol style="list-style-type: none"> <li>i. To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select option “Register Online for IDeAS” available on the left hand side of the page.</li> <li>iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.</li> <li>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol> </li> <li>3. Users may directly access the e-Voting module of NSDL as per the following procedure:               <ol style="list-style-type: none"> <li>i. Type in the browser / Click on the following link: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii. Click on the button “Login” available under “Shareholder/Member” section.</li> <li>iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL’s e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.</li> <li>iv. You will be able to see Company Name: “Jammu and Kashmir Bank Limited” on the next screen. Click on the e-Voting link available against Jammu and Kashmir Bank Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:               <ol style="list-style-type: none"> <li>i. Type in the browser / Click on any of the following links: <a href="https://web.cdslindia.com/myeasitoken/home/">https://web.cdslindia.com/myeasitoken/home/</a> login or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox).</li> <li>ii. Enter your User ID and Password for accessing Easi / Easiest.</li> <li>iii. You will see Company Name: “Jammu and Kashmir Bank Limited” on the next screen. Click on the e-Voting link available against Jammu and Kashmir Bank Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> </li> <li>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:               <ol style="list-style-type: none"> <li>i. To register, type in the browser / Click on the following link: <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>ii. Proceed to complete registration using your DP ID Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.</li> </ol> </li> <li>3. Users may directly access the e-Voting module of CDSL as per the following procedure:               <ol style="list-style-type: none"> <li>i. Type in the browser / Click on the following link: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></li> <li>ii. Provide Demat Account Number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account.</li> <li>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against Jammu and Kashmir Bank Limited or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</li> </ol> </li> </ol>

### Procedure to login through their demat accounts / Website of Depository Participant

Individual members holding shares of the Bank in Demat mode can access e-Voting facility provided by the Bank using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against Jammu and Kashmir Bank Limited or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue on NSDL Website	Contact details in case of any technical issue on CDSL Website
Members facing any technical issue during login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022-4886 7000 / 1800 102 0990.	Members facing any technical issue during login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 1800 210 9911.

### B. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE BANK IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE BANK IN PHYSICAL MODE

#### (I) (A) In case a member receives an e-mail from the Bank/ KFinTech [for members whose e-mail address is registered with the Bank/ Depository Participant(s)]:

- (a) Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- (b) Enter the login credentials (User ID and password provided in the e-mail). The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. If you are already registered with KFinTech for e-voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.
- (c) After entering these details appropriately, click on "LOGIN".
- (d) You will now reach Password Change Menu wherein you are required to mandatorily change your password upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (e) You need to login again with the new credentials.
- (f) On successful login, the system will prompt you to select the E-Voting Event Number (EVEN) for Jammu and Kashmir Bank Limited.
- (g) On the voting page, enter the number of shares as on the Cut-Off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-Off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.
- (h) Members holding shares under multiple folios/demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- (i) Voting has to be done for each item in this Postal Ballot Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "ABSTAINED".
- (j) You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
- (k) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify.
- (l) Once you confirm, you will not be allowed to modify your vote.
- (m) Institutional / Corporate Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser at e-mail id: [ram.p16](mailto:ram.p16).

[devata@gmail.com](mailto:devata@gmail.com) with a copy marked to [sharedeptt\\_gc@jkbmail.com](mailto:sharedeptt_gc@jkbmail.com). Such authorisation shall contain necessary authority for voting by its authorised representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

**(B) In case of a member whose e-mail address is not registered / updated with the Bank/ KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:**

- (a) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Bank, are requested to register / update the same by clicking on <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or by writing to the Bank with details of folio number and attaching a self-attested copy of PAN card at [sharedeptt\\_gc@jkbmail.com](mailto:sharedeptt_gc@jkbmail.com).
  - (b) Members holding shares in dematerialised mode who have not registered their e-mail addresses with their Depository Participant(s) are requested to register/ update their e-mail addresses with the Depository Participant(s) with which they maintain their demat accounts.
  - (c) After due verification, the Bank / KFinTech will forward your login credentials to your registered e-mail address.
  - (d) Follow the instructions at (I).(A).(a) to (m) to cast your vote.
- (II) Members can also update their mobile numbers and e-mail addresses in the "user profile details" in their e-voting login on <https://evoting.kfintech.com>.
- (III) Any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:
- (a) If the mobile number of the member is registered against his / her / its Folio No. / DP ID Client ID:  
In case the shares are held in dematerialised mode: The member may send SMS: MYEPWD DP ID Client ID to 9212993399  
Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678  
In case the shares are held in physical mode: The member may send SMS MYEPWD E-Voting Event Number + Folio No. to 9212993399  
Example for Physical: MYEPWD XXXX123456789
  - (b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.
  - (c) Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).
  - (d) Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com) . After due verification of the request, User ID and password will be sent to the member.
  - (e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.
- (IV) In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech's website for e-voting: <https://evoting.kfintech.com> or contact KFinTech as per the details given below.

**(V) CONTACT DETAILS FOR ASSISTANCE ON E-VOTING:**

**Members are requested to note the following contact details for addressing e-voting related grievances:**

Smt. Shoba Anand, Vice President  
KFin Technologies Limited  
Selenium Tower B, Plot 31 & 32,  
Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032  
Toll-free No.: 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days)  
E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com)

## EXPLANATORY STATEMENT

### Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated March 19, 2025

#### ITEM NO. 01 & 02:

Mr. Umesh Chandra Pandey (DIN: 01185085) and Mr. Anil Kumar Goel (DIN: 00672755) were appointed as Independent Directors of the Bank by the Board pursuant to Section 149 of the Act, read with the Rules framed thereunder, for a period of three (3) consecutive years effective January 21, 2022, to hold office up to January 20, 2025. The Members, through postal ballot on March 20, 2022, had approved the same. As per Section 149 of the Companies Act, 2013 read with article 70 of the Articles of Association of the Bank, an Independent Director may hold office for two terms of up to 3 (three) consecutive years each. Mr. Pandey And Mr. Goel fulfil the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Nomination and Remuneration Committee ("NRC") in its meeting held on January 20, 2025 carried out the due diligence of Mr. Pandey and Mr. Goel and found them fit to continue as Directors of the Bank in view that they possess the requisite skills and capabilities, which would be of immense benefit to the Bank and recommended to the Board their re-appointment for a further period of one (1) year as Independent Directors of the Bank.

Based on the recommendation of the NRC, the Board subject to the approval of shareholders re-appointed Mr. Pandey and Mr. Goel as Independent Directors, not liable to retire by rotation, for a second term of One (1) year effective January 21, 2025 up to January 20, 2026 (both days inclusive).

The Bank has received all requisite statutory disclosures / declarations from Mr. Pandey and Mr. Goel and in the opinion of the Board they fulfill the conditions specified in the Act, and rules made thereunder and LODR Regulations for their re-appointment as Independent Directors of the Bank and they are independent of the Management of the Bank.

The Board considers that their continued association would be of immense benefit to the Bank and it is desirable to continue to avail their services as Independent Directors. The resolutions seeks the approval of Members for the re-appointment of Mr. Umesh Chandra Pandey and Mr. Anil Kumar Goel as Independent Directors of the Bank, for a second term of One (1) year effective January 21, 2025 up to January 20, 2026, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and their office shall not be liable to retire by rotation.

The profiles and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in Annexure of this Notice.

No director, KMP or their relatives except Mr. Umesh Chandra Pandey and Mr. Anil Kumar Goel, to whom the resolutions relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item nos. 1 and 2.

The Board recommends the special resolutions as set out in Item nos. 1 and 2 of this notice for the approval of Members.

#### ITEM NO - 03

Mr. Anand Kumar (DIN: 03041018) was appointed as an Independent Director of the Bank by the Board pursuant to Section 149 of the Act, read with the Rules framed thereunder, for a period of three (3) consecutive years effective March 03, 2022, to hold office up to March 02, 2025. The Members, through postal ballot on May 29, 2022, had approved the same. As per Section 149 of the Companies Act, 2013 read with article 70 of the Articles of Association of



the Bank, an Independent Director may hold office for two terms of up to 3 (three) consecutive years each. Mr. Anand Kumar fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the LODR Regulations.

The Nomination and Remuneration Committee ("NRC") in its meeting held on January 20, 2025 carried out the due diligence of Mr. Anand Kumar and found him fit to continue as Director of the Bank in view that he possesses the requisite skills and capabilities, which would be of immense benefit to the Bank and recommended to the Board his re-appointment for a further period of three (3) consecutive years as an Independent Director of the Bank.

Based on the recommendation of the NRC, the Board subject to the approval of shareholders re-appointed Mr. Anand Kumar as an Independent Director, not liable to retire by rotation, for a second term of 3 (three) years effective March 03, 2025 up to March 02, 2028 (both days inclusive).

The Bank has received all requisite statutory disclosures / declarations from Mr. Anand Kumar and in the opinion of the Board he fulfils the conditions specified in the Act, and Rules made thereunder and LODR Regulations for his re-appointment as an Independent Director of the Bank and he is independent of the Management of the Bank.

The Board considers that the continued association of Mr. Kumar would be of immense benefit to the Bank and it is desirable to continue to avail his services as an Independent Director. The resolution seeks the approval of Members for the re-appointment of Mr. Anand Kumar as an Independent Director of the Bank, for a second term of 3 (three) years effective March 03, 2025 up to March 02, 2028, (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and his office shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the LODR Regulations and SS-2 are provided in Annexure of this Notice.

No director, KMP or their relatives except Mr. Anand Kumar, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 3.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of Members.

## Annexure to Notice

Details of Directors seeking re-appointment through the Postal Ballot as per SS - 2 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Particulars	Details of Directors seeking re-appointment through the Postal Ballot		
Name	Umesh Chandra Pandey	Anil Kumar Goel	Anand Kumar
Category	Non-Executive Independent Director	Non-Executive Independent Director	Non-Executive Independent Director
DIN	01185085	00672755	03041018
Date of Birth	01.01.1961	02.01.1962	23.10.1961
Qualification	B.Com, FCA	B.Com(H), FCA, DISA, FAFD, MSW	B.Tech, PGDM
Nature of Expertise / Experience	Accountancy, Finance, Agriculture & Rural Economy, Information Technology, Risk Management	Accountancy, Finance, Banking, Economics, SSI, Information Technology	Information Technology and Business Administration
Terms and conditions of appointment	Appointment as an Independent Director for a further period of one year with effect from 21 <sup>st</sup> January, 2025, not liable to retire by rotation.	Appointment as an Independent Director for a further period of one year with effect from 21 <sup>st</sup> January, 2025, not liable to retire by rotation.	Appointment as an Independent Director for a further period of three years with effect from 4 <sup>th</sup> March, 2025, not liable to retire by rotation.
Details of Remuneration paid and last drawn remuneration (including sitting fees) during Financial Year 2023-2024	₹31,20,000	₹30,80,000	₹34,00,000
Remuneration proposed to be paid	The above Non-Executive Directors will be paid sitting fees of ₹40,000 for attending each meeting of the Board or a Committee of Board. In addition, they are also entitled to a fixed remuneration of ₹10 Lakhs per annum.		
Date of First Appointment on the Board	21 <sup>st</sup> January, 2022	21 <sup>st</sup> January, 2022	03 <sup>rd</sup> March, 2022
Shareholding in the Bank	0	0	0
Relationship with other Directors, Key Managerial Personnel	Nil	Nil	Nil
No. of Board Meetings attended during the year 2023-2024	Attended 16 out of 16 meetings held during the period.	Attended 16 out of 16 meetings held during the period.	Attended 16 out of 16 meetings held during the period.
No. of Committee Meetings attended during the year 2023-2024	Attended 37 out of 37 meetings held during the period.	Attended 36 out of 36 meetings held during the period.	Attended 44 out of 44 meetings held during the period.
Directorships, Membership / Chairmanship of Committees of other Boards	03	02	Nil

## **Brief profiles of Directors seeking re-appointment**

### **Mr. Umesh Chandra Pandey - (DIN 01185085)**

Mr. Umesh Chandra Pandey is a Fellow Chartered Accountant with Bachelor's degree in Commerce. He is a Senior Partner at M/s B.M. Chatrath & Co. LLP since 1991.

Mr. Umesh Chandra Pandey has a considerable and great deal of working experience in the field of Statutory Audit of Listed & Public Ltd. Companies, Corporate Law, Taxation - Domestic & Transfer Pricing, Project Report Preparation, M & A Transactions, Statutory Compliance Audit - Direct Tax/ Indirect Tax & Labour Laws. He has conducted Central Statutory Audit of Banks like Bank of Baroda, Central Bank of India, State Bank of India, Canara Bank, Union Bank of India and Government Company Audits of South Eastern Coal Fields Ltd., Indian Oil Ltd., Oil India Ltd., Steel Authority of India Ltd. & Power Grid Ltd. Mr. Umesh Chandra Pandey is specialized in conducting due diligence of MSME and Heavy Industries on behalf of Scheduled Commercial Banks and is empanelled by IBA for conducting ASM Audit.

Mr. Umesh Chandra Pandey has been an Independent Director on the Board of Tourism Finance Corporation of India Ltd. from 2005 to 2010 and has also served as Chairman of its Audit Committee. He has also been the Chairman of Audit Committee of M/s Engineers India Limited from 2015 to 2019.

He has served as Member of CII North India Committee, entrusted with the affairs of Micro Small Medium Enterprises, Economic Affairs & Taxation, Industrial Relation, Corporate Social Responsibility, Foreign Trade Policy and Guide to Export & Import.

He has also served as Special Invitee & Committee Member of the Institute of Chartered Accountants of India on the following Committees:

1. Direct Tax & Indirect Tax Committee.
2. Research Committee.

### **Mr. Anil Kumar Goel - (DIN 00672755)**

Mr. Anil Kumar Goel is a Fellow Chartered Accountant with Bachelor's degree in Commerce (H) and Master's degree in Social Work. He is a qualified Arbitrator & Mediator, Information Systems Auditor (DISA), Forensic Auditor & Fraud Detector (FAFD), qualified as Peer Review Board of ICAI, formerly Member of various Research Groups of ICAI & NIRC, formerly MEC & Joint Secretary cum Treasurer of Sales Tax Bar Association, New Delhi. Moreover, he has been an Independent Director on the Board of RITES Ltd. (a Mini Ratna CPSU) from 01.04.2016 to 31.03.2020.

Mr. Anil Kumar Goel has 35 years of extensive experience and substantial expertise in Corporate & Tax Laws, Consultancy, Statutory & other Audits for Corporates and Non-Corporates Business and NPO/Trust and Banks etc. His diverse clientele includes manufacturers, traders, service providers, importers, exporters, societies, NGOs, and trusts etc. He has delivered many lectures at reputed professional forums like ICAI, Bar Association etc. and has published many articles in renowned professional & social magazines, newsletters etc. on various professional & social issues.

Mr. Anil Kumar Goel is the General Secretary of "Prakash Bandhu Sewa Samiti," Managing Trustee and Vice President of "Jammu Kashmir Study Centre" (JKSC), Vice President of Prachin Shiv Mandir Committee, Ashoka Niketan, Director of "Vibrant Motivation and Development Foundation" (a Company Registered u/s 8 of Companies Act) and Governing Council Member of "Asian Eurasian Human Rights Forum", an NGO - working for Global Human Rights. Besides, he is Past President of Rotary Club at Rotary Intl Dist. 3012.

### **Mr. Anand Kumar - (DIN: 03041018)**

Mr. Anand Kumar is an information technology (IT) specialist who has experience of more than three decades in IT development and management. Mr. Kumar completed his Bachelors of Technology (Electrical Engineering) from the Indian Institute of Technology, Banaras Hindu University, and his Post-Graduate Diploma in Management (PGDM) from the Indian Institute of Management, Lucknow.

Mr. Anand Kumar has worked in various multinational banking and financial services organisations such as Citigroup, HSBC, Barclays, Fiserv, etc. He has also served as a Director on the board of Fiserv India Pvt. Ltd. As Vice President - IT Delivery at Fiserv India, he managed pan-India IT Delivery teams spread across Noida, Pune, and Bengaluru. In this role, he carried responsibility for application development, maintenance, implementation, and support activities for Fiserv products in areas such as core banking, lending, cards, payments, and risk.

Mr. Kumar specializes in helping organisations build scale with maturity, thereby significantly improving organisational credentials, revenue growth, and business confidence. He has led the design and execution of innovative programs such as Target Zero Defects in delivery, as well as improvement initiatives focused on achieving sustained business success through the institutionalization of effective processes and tools.

Mr. Kumar has made significant contributions to the rapid growth and consolidation of four companies in India - i-flex solutions Ltd., HSBC Global Technology Centre, Barclays Technology Centre, and Fiserv Global Services. He also had a stint in the Ministry of Communications, Govt. of India from 2017 to 2019.