

Jammu and Kashmir Bank Limited

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

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Board Secretariat

Ref:-JKB/BS/F3652/2025/045
Date: 30th May, 2025

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

The BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code:532209

SUB:- ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

Dear Sirs,

Pursuant to Regulation 24(A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Bank for the financial year ended March 31, 2025.

This is for your information and appropriate dissemination.

Thanking you

Yours faithfully
For Jammu and Kashmir Bank Limited

(Mohammad Shafi Mir)
Company Secretary

ANNUAL SECRETARIAL COMPLIANCE REPORT OF
JAMMU AND KASHMIR BANK LIMITED
(CIN: L65110JK1938SGC000048)
FOR THE YEAR ENDED 31ST MARCH, 2025

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]

I, CS Dhaman Kumar Pandoh Practising Company Secretary having Fellow Membership Number FCS 6934 and Certificate of Practice CP. Number 2647 have examined: -

- (a) All the documents and records made available to me and explanations provided by Jammu and Kashmir Bank Limited ("**the listed entity**"),
- (b) The filings / submissions made by the listed entity to the stock exchanges, viz. National Stock Exchange of India Limited (NSE) & The BSE Limited (BSE).
- (c) Website of the listed entity: www.jkbank.com.
- (d) Other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31st March, 2025 ("**Review Period**") in respect of compliance with the provisions of: -

- (a) The Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") and the Regulations, Circulars, Guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, Circulars, Guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI Listing Regulations**");
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**") (***Not applicable during the Review Period***).
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ***(Not applicable during the Review Period)***.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***(Not applicable during the period under review)***;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ('***Delisting Regulations***'); ***(Not applicable during the Review Period)***;
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client to the extent of securities issued; ***(Not applicable during the Review Period)***;
- (j) Securities and Exchange Board of India (Settlement of Administrative and Civil Proceedings) Regulations, 2018; ***(Not applicable during the Review Period)***;
- (k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; ***(to the extent applicable)***;
- (l) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (m) Security and Exchange Board of India (Bankers to an Issue) Regulations, 1994 ***(Not applicable during the Review Period)***;
- (n) Other applicable regulations and circular / guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No. (a)	Compliance requirement(Regulations/Circulars/ Guidelines including specific clause) (b)	Regulation/Circular No. (c)	Deviations (d)	Action taken by (e)	Type of Action (f)
1.	Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015	Clause 7 of Para A of Part A of Schedule III read with Regulation 4 (1)(d), 30(2) and 30(6) of SEBI LODR Regulations, 2015	Delay in reporting	SEBI	Administrative warning by SEBI vide letter dated 14.01.2025

Details of Violation (g)	Fine Amount (h)	Observations/ Remarks of the PCS (i)	Management response (j)	Remarks (k)
Delayed submission of RBI approval regarding appointment of MD&CEO	Nil	The listed entity has placed the letter issued by SEBI before the Board of Directors in their meeting held on 18.01.2025.	In terms of the records placed before the Board, the Bank had intimated the stock exchanges within the stipulated time period. Accordingly the Board directed to approach the SEBI for revocation of the Administrative warning relating to non-compliance with the provisions of SEBI (LODR) Regulations, 2015	The Bank had approached the SEBI for revocation on 27.01.2025

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: -

Sr. No.	Observations / Remarks of the Practicing Company Secretary in the previous reports) (PCS)	Observations made in the previous secretarial compliance reports	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the Actions taken by the listed entity
1.	---	(FY ended 31st March, 2023) As per Regulation 23(9) of SEBI (LODR) Regulation, 2015, the listed entity shall make disclosures of Related Party Transactions every six months within fifteen days from the date of publication of its standalone and consolidated financial results.	Regulation 23 (9) of SEBI (LODR) Regulations, 2015	Delayed submission of Related Party Disclosure. A fine of Rs. 15000/+ GST was imposed by each exchange	The Fine was paid by the listed entity to both the exchanges. However, the listed entity represented to both the exchanges for waiver of the fines for the reason that same was not in line with the operational guidelines issued by the exchanges. The NSE while agreeing with the stand taken by the listed entity revoked the fine amount of Rs. 10,000/-, whereas the response from the BSE in this regard is awaited.	Action taken by the listed entity is verified. There is no change in the status as on 31.03.2025
2.	---	(FY ended 31st March, 2024) During the year, a fine of Rs.20,000/- plus applicable GST was levied by The BSE Limited for the delayed submission of disclosure under Regulation 60(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period ended May, 2021 and December, 2021. The Bank has contested the levying of fine and has represented for waiver. The BSE limited vide its mail dated 16.05.2024 has waived off penalty pertaining to May-2021, while as request for waiver of penalty pertaining to Dec-2021 is under consideration with the exchange.	Regulation 60(2) of SEBI (LODR) Regulations, 2015	Delayed submission of disclosure under Regulation 60(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A fine of Rs. 20000/+ GST was imposed by the exchange	The Fine was paid by the listed entity for both the periods. However, the listed entity represented for waiver of penalties. The BSE limited vide its mail dated 16.05.2024 has waived off penalty pertaining to May-2021, while as request for waiver of penalty pertaining to Dec-2021 is under consideration with the exchange.	Action taken by the listed entity is verified. There is no change in the status as on 31.03.2025

1. I hereby report that, during the Review Period the compliance status of the listed entity is appended as below: -

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	<u>Secretarial Standards:</u> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None

2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI. 	Yes	None
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website. 	Yes	None
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	None
5.	<p><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	N A	The Company does not have any Material Subsidiary
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>	Yes	None

7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees in the middle of every financial year as prescribed in SEBI Regulations.</p>	Yes	None
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p> <p>N.A.</p>	All the related party transactions are at arm length basis therefore, the said requirement is not applicable.
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI (LODR) Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	None
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	None
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	Yes	None Except as reported above
12.	<p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have</p>	Yes	None

	complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	Yes	None

I further, report that the listed entity is in compliance/ not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations. ***(Not applicable during the period under review);***

Assumptions & limitations of scope and Review of Secretarial Audit: -

I report that: -

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

DHAMAN KUMAR
PANDOH

Digitally signed by DHAMAN
KUMAR PANDOH
Date: 2025.05.30 18:59:41 +05'30'

Signature : _____
Name : **CS Dhaman Kumar Pandoh**
FCS No. : **6934**
C P No. : **2647**
ICSI – UDIN: **F006934G000501098**
Peer Review Certificate Number: **4401/2023**
ICSI- Unique Identification Code: **S2016JK420900**

Date : **May 30, 2025**
Place : **JAMMU**