

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 resolution set out below is 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 08th April, 2020, 05th May, 2022, 28th December 2022, 25th September, 2023 and 19th 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 resolution 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:	09:00 A.M. (IST) on Saturday, May 24, 2025
End of e-voting:	05:00 P.M. (IST) on Sunday, June 22, 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, June 24, 2025, and will be displayed on the Bank's website at www.jkbank.com and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges.

ITEM NO. 01

APPOINTMENT OF MR. SANKARASUBRAMANIAN KRISHNAN (DIN: 07261965) 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. Sankarasubramanian Krishnan (DIN: 07261965), who was appointed as an Additional Director of the Bank with effect from March 27, 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, appointed as an Independent Director of the Bank, not liable to retire by rotation for a term of 3 (three) consecutive years with effect from March 27, 2025 to March 26, 2028.”

By the Order of the Board

Mohammad Shafi Mir
Company Secretary
FCS: 8516

Date: May 22, 2025
Place: Srinagar

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 ("the Act") setting out the material facts and reasons in respect of the resolution as reproduced above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19th September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

3. Dispatch of Postal Ballot Notice through electronic mode

In accordance with the provisions of the circulars, this Notice is being sent through email only to Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Bank, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, May 16, 2025, ("cut-off date"). As per the Circulars, 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 remote e-voting only. In respect of those Members who have not registered their e-mail IDs, the Bank has mentioned the documents to be provided to KFin hereunder.

Members may note that the Notice will be available on the Bank's website www.jkbank.com, website of the Stock Exchanges i.e. The BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at www.bseindia.com and www.nseindia.com respectively and on the website of KFin at <https://evoting.kfintech.com>.

4. Registration of e-mail ID

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- Electronic mode can register their email ID by contacting their respective Depository Participant(s) ("DP").
- Physical mode can register their email ID with the Company or KFin. Requests can be emailed to shareddeptt_gc@jkbmail.com or einward.ris@kfintech.com or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM (<https://kprism.kfintech.com/>). All updations have to be done through ISR Forms as prescribed by SEBI.

5. Members whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., Friday, May 16, 2025 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

6. Instructions for remote e-voting





- i. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, the Bank is providing facility to the Members to exercise voting through electronic voting system ("remote e-voting") on the e-voting platform provided by KFin. The Members may cast their votes remotely, using remote e-voting during the dates mentioned hereunder. The instructions for remote e-voting forms part of this Notice.

- ii. Facility to exercise vote through remote e-voting will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Saturday, May 24, 2025 at 0900 Hours	Sunday, June 22, 2025 at 1700 Hours

- iii. The remote e-voting module shall be disabled by KFin for voting after the end of voting period. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- iv. During the voting period, Members of the Bank holding shares either in physical form or in dematerialised form, as on Friday, May 16, 2025, i.e., cut-off date, may cast their vote by remote e-voting.
- v. Shri DSM Ram, a Practicing Company Secretary (Membership No.: ACS14939) is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
- vi. The Scrutiniser will submit his report to the Managing Director & Chief Executive Officer of the Bank after completion of the scrutiny and the results of the e-voting by postal ballot will be announced by or before Tuesday, June 24, 2025 at the registered office of the Bank at Corporate Headquarters, M.A. Road Srinagar (J&K) - 190001. The Resolution, if passed by the requisite majority shall be deemed to have been passed on Sunday, June 22, 2025, being the last date specified by the Bank for e-voting.
- vii. The process and manner for remote e-voting is as under:
- In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular") the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the resolution set forth in this Notice. The instructions for remote e-voting are given herein below.
 - E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
 - Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
 - The process and manner of remote e-voting is explained below:
 - Access to Depositories e-voting system in case of individual Members holding shares in demat mode.
 - Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode.

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. Existing Internet-based Demat Account Statement ("IDeAS") facility Users: <ol style="list-style-type: none"> Visit the e-services website of NSDL https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password. After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. Click on company name i.e. 'Jammu and Kashmir Bank Limited' or ESP i.e. KFin. Members will be re-directed to KFin's website for casting their vote during the remote e-voting period. Those not registered under IDeAS: <ol style="list-style-type: none"> Visit https://eservices.nsdl.com for registering. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL https://www.evoting.nsdl.com. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page. Click on company name i.e 'Jammu and Kashmir Bank Limited' or ESP name i.e KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period. Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div>

Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing user who have opted for Electronic Access To Securities Information ("Easi/ Easiest") facility: <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. Click on New System Myeasi. Login to Myeasi option under quick login. Login with the registered user ID and password. Members will be able to view the e-voting Menu. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication. User not registered for Easi/ Easiest <ol style="list-style-type: none"> Visit https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration for registering. Proceed to complete registration using the DP ID, Client ID (BO ID), etc. After successful registration, please follow the steps given in point no. 1 above to cast your vote. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> Visit www.cdslindia.com. Provide demat account number and PAN. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Jammu and Kashmir Bank Limited' or select KFin. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.
Individual Members login through their demat accounts / website of DPs	<ol style="list-style-type: none"> Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. Once logged-in, Members will be able to view e-voting option. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. Click on options available against 'Jammu and Kashmir Bank Limited' or 'KFin'. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 102 0990 and 1800 22 4430
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-62343625, 022-62343626, 022-62343259

II. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode.

Members whose e-mail IDs are registered with the Bank / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach 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 (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Jammu and Kashmir Bank Limited' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

General Guidelines for Members:

1. Institutional members (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. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to einward.ris@kfintech.com with the subject line "Jammu and Kashmir Bank Limited Postal Ballot 2025".
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions ("FAQs") available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID evoting@kfintech.com or call KFin's toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

EXPLANATORY STATEMENT

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated May 22, 2025

ITEM NO - 01

The Board of Directors of the Bank in their endeavor to augment the composition of the Board on March 26, 2025, subject to the approval of Shareholders appointed Mr. Sankarasubramanian Krishnan (DIN: 07261965), as an Additional Director in the category of Independent Directors on the Board of the Bank for a term of three consecutive years with effect from March 27, 2025.

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

The Board considers that the association of Mr. Sankarasubramanian Krishnan would be of immense benefit to the Bank and it is desirable to avail his services as an Independent Director. The resolution seeks the approval of Members for the appointment of Mr. Sankarasubramanian Krishnan as an Independent Director of the Bank, for a consecutive term of 3 (three) years effective March 27, 2025 up to March 26, 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. Sankarasubramanian Krishnan, to whom the resolution relates, is interested in or concerned, financially or otherwise, in passing the proposed resolution as set out in Item no. 1.

The Board recommends the special resolution as set out in Item no. 1 of this notice for the approval of Members.

Annexure to Notice

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

Particulars	Details of Director seeking appointment through the Postal Ballot
Name	Sankarasubramanian Krishnan
Category	Non-Executive Independent Director
DIN	07261965
Date of Birth	26.05.1962
Qualification	B.Com, M.Com, ICWA, CAIIB
Nature of Expertise / Experience	Banking, Finance, Information Technology, Payment & Settlement, Human Resources, Risk Management and Business Management
Terms and conditions of appointment	Appointment as an Independent Director for a period of three years with effect from 27 th March, 2025, not liable to retire by rotation.
Details of Remuneration paid and last drawn remuneration (including sitting fees) from the date of appointment upto the date of this notice	Rs.2,10,959.00 (Sitting Fee of Rs.2,00,000.00 and Fixed Remuneration of Rs.10,959.00)
Remuneration proposed to be paid	The above Non-Executive Director will be paid sitting fees of Rs.40,000.00 for attending each meeting of the Board or a Committee of Board. In addition, he is also entitled to a fixed remuneration of Rs.10 Lakhs per annum.
Date of First Appointment on the Board	27 th March, 2025
Shareholding in the Bank	Nil
Relationship with other Directors, Key Managerial Personnel	Nil
No. of Board Meetings attended from the date of appointment upto the date of this notice	Attended 02 out of 02 meetings held during the period.
No. of Committee Meetings attended from the date of appointment upto the date of this notice	Attended 03 out of 03 meetings held during the period.
Directorships, Membership / Chairmanship of Committees of other Boards	Nil

Brief profile of Director seeking appointment
Mr. Sankarasubramanian Krishnan - (DIN 07261965)

Shri S. Krishnan is a veteran banker with more than four decades of experience. He started his Banking career in January 1983 at Indian Bank. In a career spanning over three decades in Indian Bank, Shri Krishnan gained expertise in almost all the key areas of banking, having served in rural, urban and metro Branches and also in Administrative Offices including Corporate Office of the Bank. He has specialised in Credit, more specifically Corporate Credit. His experience in Risk Management is for over a decade and was the Head of the Risk Management of the Bank.

Shri S. Krishnan headed vital Functions in the Bank like Risk Management, Information Systems Security, HR etc. He was also Executive Secretary to the Board of Indian Bank.

Shri S. Krishnan has been instrumental in initiating a host of reform measures aimed at enriching the quality of HR in the Bank.

Shri S. Krishnan was appointed by the Government of India, as the Executive Director of Syndicate Bank and served as the Executive Director from 1st November 2017 to 31st March 2020. During the said period he was overseeing almost all key verticals / portfolios of the Bank. Notable amongst them are, Corporate Credit, Risk Management, HR, Internal Audit and Compliance. He played a pivotal role in capital raising, Regulatory remediation programme of the overseas branch of the Bank and spearheaded the merger process of the Bank with Canara Bank.

Shri S. Krishnan was appointed by the Government of India as the Executive Director of Canara Bank and served as the Executive Director from 1st April 2020 to 3rd September 2020. During the said period, verticals overseen by him were International Operations, Integrated Treasury, Large and Mid-Corporate Credit, Financial Management, Capital Planning, Subsidiaries besides others.

Shri S. Krishnan was appointed as the MD & CEO of Punjab & Sind Bank by the Government of India. He served the Bank as MD & CEO from 4th September 2020 to 31st May 2022. He was also Chairman of the Board of the Bank from June 2021 to May 2022.

During his period there was total transformation of the Bank on all the fields, be it digital, IT, risk, compliance, monitoring, recovery, business development or HR. Further, during his period, the Bank was turned around and registered highest ever profit in 2021-22.

Subsequent to superannuation and pursuant to the approval of the appointment by Reserve Bank of India, Shri S. Krishnan took charge as MD & CEO of Tamilnad Mercantile Bank Ltd. He served the Bank from 4th September 2022 to 7th June 2024. During the said period, the shares of the Bank were listed in stock exchanges, various systems and procedures were put in place / enhanced, embargo put in place by the Regulator was lifted, branch expansion was restarted, the Bank was approved for carrying out Agency business (Government Business), Risk & Compliance culture was inculcated across the Bank, Business Process Re-engineering / transformation project was rolled out. During his period, the century old Bank, registered highest ever profit (in four digits) during both 2022-23 and 2023-24.

Being Tech Savvy person, he always trusted technology as the game changer in the Banking and accordingly took several initiatives to digitize the processes in different fields wherever he has worked. He has received many awards and accolades during the four decades of the journey in the financial sector.

Shri S. Krishnan is a Post Graduate in Commerce and a qualified Cost Accountant. He is also a Certified Associate of Indian Institute of Bankers (CAIIB). He has also successfully completed Certification Programme in IT and Cyber Security for Board members conducted by IDRBT. He was a member of the Managing Committee of IBA and also alternate Chairman of IBA's Standing Committee on Agriculture & Allied Activities. He was also a member of IBA's Sub-Committee on Performance Management System in Public Sector Banks.