



Board Secretariat

Ref:-JKB/BS/F3652/2025/158
Date: 23rd October, 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:- POSTAL BALLOT NOTICE

Dear Sirs,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith a copy of the Postal Ballot Notice being sent electronically to Shareholders. Kindly note that the Postal Ballot Notice shall also be uploaded on the Bank's website www.jkb.bank.in and on the website of e-voting agency, M/s National Securities Depository Limited at <https://evoting.nsdl.com>.

The aforesaid Notice is being sent by email only to those Shareholders who have registered their email addresses with the Bank's Registrar and Share Transfer Agent or their respective Depository Participants as on Saturday, October 18, 2025 (Cut-Off date).

The e-voting period will commence from Saturday, October 25, 2025 at 0900 hours IST and will end on Sunday, November, 23, 2025 at 1700 hours IST.

The information regarding dispatch of Postal Ballot Notice and voting period will be published in the newspapers in accordance with the provisions of Companies Act, 2013 and rules made thereunder and other applicable provisions, if any, for the benefit of the Shareholders of the Bank.

This is for your information and appropriate dissemination.

Thanking you

Yours faithfully
For Jammu and Kashmir Bank Limited

(Mohammad Shafi Mir)
Company Secretary

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 20 and 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, 09/2024 , 03/2025 dated 08th April, 2020, 05th May, 2022, 28th December 2022, 25th September, 2023, 19th September, 2024 and 22nd September, 2025 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 CA Arshad Hussain Mir, a Practicing Chartered Accountant (Membership No.: FCA: 521477), 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 M/s National Securities Depository Limited 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, October 25, 2025
End of e-voting:	05:00 P.M. (IST) on Sunday, November 23, 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, November 25, 2025, and will be displayed on the Bank's website at www.jkb.bank.in and the website of M/s National Securities Depository Limited at www.evoting.nsdl.com. The results will simultaneously be communicated to the Stock Exchanges.

ITEM NO. 01**APPOINTMENT OF MR. ARUN GANDOTRA (DIN: 08907929) 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. Arun Gandotra (DIN: 08907929), who was appointed as an Additional Director of the Bank on August 26, 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 August 26, 2025 to August 25, 2028 (Both days inclusive).”

ITEM NO. 02**FIXATION OF REMUNERATION PAYABLE TO NON-EXECUTIVE (PART-TIME) CHAIRMAN OF THE BANK.**

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

“**RESOLVED THAT** pursuant to the relevant provisions of the Companies Act, 2013 read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to approval of Reserve Bank of India under Section 35B of the Banking Regulations Act, 1949 or any other approval(s) as may be necessary, the approval of the shareholders be and is hereby accorded for fixation/payment of following remuneration to the Part-Time Non-Executive Chairman of the Bank:

Sl. No.	Particulars	Amount
1.	Remuneration	Fixed remuneration of ₹15, 00, 000/- (Rupees Fifteen Lakhs only) per annum.
2.	Official Travel Expenses	To be reimbursed at actuals.
3.	Official Boarding and Lodging Expenses	To be reimbursed at actuals.
4.	Sitting fees	As payable to other Non-Executive Independent Directors of the Bank.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee thereof) be and is hereby authorized to decide periodicity of the payment (say monthly / quarterly / half yearly / yearly), to alter, vary, and modify the terms and conditions of the remuneration as it may deem fit and proper within the overall limits approved herein, and to do all such acts, deeds, matters, and things as may be considered necessary, expedient, or desirable in this regard.”

By the Order of the Board

Mohammad Shafi Mir
Company Secretary
FCS: 8516

Date: October 23, 2025
Place: Srinagar

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. 03/2025 dated 22nd September, 2025, 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 resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolutions are 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 Saturday, October 18, 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 Technologies Limited hereunder.

Members may note that the Notice will be available on the Bank's website www.jkb.bank.in 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 NSDL at www.evoting.nsdl.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 Bank or RTA. Requests can be emailed to sharedeptt_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 appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., Saturday, October 18, 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 NSDL. 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, October 25, 2025 at 0900 Hours	Sunday, November 23, 2025 at 1700 Hours

- iii. The remote e-voting module shall be disabled by NSDL 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 Saturday, October 18, 2025, i.e., cut-off date, may cast their vote by remote e-voting.
- v. CA Arshad Hussain Mir, a Practicing Chartered Accountant (Membership No.: FCA: 521477) 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, November 25, 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, November 23, 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108, 110 and other applicable provisions of 'the Act' read with the relevant Rules, the Bank is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Bank has engaged the services of M/s National Securities Depository Limited for the purpose of providing e-voting facility to all its Members.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A. Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. 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, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing User id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) - c)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. How to retrieve your 'initial password'? (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to mirarshad5@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

It is strongly recommended not to share your password with any other person and take utmost

care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

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 www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sharedeptt_gc@jkbmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sharedeptt_gc@jkbmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder /members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 to the accompanying Notice dated October 23, 2025

ITEM NO - 01

The Board of Directors of the Bank in their endeavor to augment the composition of the Board on August 26, 2025, subject to the approval of Shareholders appointed Mr. Arun Gandotra (DIN: 08907929), 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 August 26, 2025.

The Bank has received all requisite statutory disclosures / declarations from Mr. Arun Gandotra and in the opinion of the Board he fulfils the conditions specified in the Act, and Rules made thereunder and SEBI (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. Arun Gandotra 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. Arun Gandotra as an Independent Director of the Bank, for a consecutive term of 3 (three) years effective August 26, 2025 up to August 25, 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 he shall not be liable to retire by rotation.

The profile and specific areas of expertise and other relevant information as required under the SEBI (LODR) Regulations and SS-2 issued by Institute of Company Secretaries of India are provided in Annexure of this Notice.

No director, KMP or their relatives except Mr. Arun Gandotra, 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._

ITEM NO - 02

The Board of Directors of the Bank in their Meeting held on August 25, 2025 have subject to approval of RBI, appointed Mr. Sankarasubramanian Krishnan (DIN: 07261965), Independent Director as the first Non-Executive Part Time Chairman (PTC) of the Bank. The Board of Directors, proposes to fix the remuneration payable to the Non-Executive Part Time Chairman (PTC) of the Bank.

The proposed remuneration aims to compensate the PTC commensurate with the scale and complexity of the Bank's operations, the level of responsibility involved, and prevailing industry standards. It also recognizes the Chairman's strategic guidance, leadership, and contribution to Board deliberations without being involved in the day-to-day management of the Bank.

The remuneration shall consist of the following components:

- 1. Fixed Remuneration:** A fixed remuneration is proposed in recognition of the Chairman's overall role and time devoted to governance and strategic oversight. Keeping in view the size of our Bank, the Board recommends an amount of ₹15.00 lacs per annum as fixed remuneration to Non-Executive Part Time Chairman (PTC). Non-Executive Part Time Chairman (PTC) will not be eligible for the fixed remuneration of ₹10 lakhs p.a. being paid to the Non-Executive Directors as approved by the shareholders in Annual General Meeting held on August 17, 2024.
- 2. Sitting Fees:** Payable for attending meetings of the Board and its Committees as payable to other Non-Executive Independent Directors of the Bank.

- 
3. **Reimbursement of Expenses:** Actual expenses incurred in connection with attending meetings and performing duties in relation to the affairs of the Bank.
 4. No Stock Options or Performance-linked Bonus shall be granted to the Non-Executive Chairman.

The remuneration payable shall be subject to approval of Reserve Bank of India under section 35B of the Banking Regulations Act, 1949. All necessary regulatory and shareholder approvals shall be obtained prior to implementation.

The Board considers that the proposed remuneration is fair, reasonable, and in line with the Bank's policy on remuneration for Non-Executive Directors, and recommends passing the resolution accordingly.

The Board of Directors recommends the passing of the proposed Ordinary Resolution at Item No.02.

Mr. Sankarasubramanian Krishnan (DIN: 07261965), Independent Director may be deemed concerned or interested in the Resolution as it is intended for his benefit. Other Directors and Key Managerial Persons (KMPs) and their relatives are not concerned or interested in the Resolution.

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	Arun Gandotra
Category	Non-Executive Independent Director
DIN	08907929
Date of Birth	31.08.1961
Qualification	M.Phil. (Zoology), CAIIB
Nature of Expertise / Experience	Banking, Payment & Settlement System, SSI, Risk Management and Business Management
Terms and conditions of appointment	Appointment as an Independent Director for a period of three years with effect from 26 th August, 2025 to 25 th August 2028 (both days inclusive), 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	₹3,60,000.00 (Sitting Fee)
Remuneration proposed to be paid	The above Non-Executive Director will be paid sitting fees of ₹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 ₹10 Lakhs per annum.
Date of First Appointment on the Board	26th August, 2025
Shareholding in the listed entity, including shareholding as a beneficial owner	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 07 out of 07 meetings held during the period.
Directorships, Membership / Chairmanship of Committees of other Boards as on the date of this notice	Nil
Name of listed entities from which the person has resigned in the past three years	Nil
Brief Profile, skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Profile annexed to this notice

Brief Profile of Director seeking Appointment

Mr. Arun Gandotra - (DIN 08907929)

Mr. Arun Gandotra joined Jammu and Kashmir Bank on 01/10/1986 as Probationary Officer & retired from same Bank on 31/08/2021 as Executive President (O) after attaining age of superannuation. He has total Banking experience of around 35 years in this Bank of which more than nine year experience is at top management level (Vice President & above). He has uninterruptedly progressed across hierarchies throughout his career, right from scale -1 officer to the topmost executive designation in the Bank.

The experience gained over the years in various fields include Treasury Operations (Investments/Forex), Depository Services, Credit & Credit Risk Management, Credit Policy & Planning, RCC (Settlement) Operations, Domestic/Forex Branch Operations etc. With the following assignments deserving special mention.

- Vibrant experience of 12 years in Treasury Operations (Investments & Forex) Mumbai, leading to progression across all hierarchies in Bank's Treasury, from dealer to Chief Dealer and finally to Treasury Head wherein he was managing Investments/Fund Management and Forex Operations of Bank. He has gained experience of working/supervising Bank's trading /Investment operations in Indian Debt, Forex & Equity Market. He has played an active role in designing Bank's Investment/Forex policies from time to time which resulted in generating handsome profits for the Bank.
- Handled , Advances & Asset planning Department where initially he was responsible for overall Policy Planning of the credit portfolio of the bank, which included devising/reviewing various products, framing policy guidelines, etc. Subsequently he was designated as a member of credit committee, tasked with the job role of sanctioning credit proposals at the Apex level of the Bank. Further, as a credit vertical Head his main focus was to appraise & sanction Loan proposals, design credit products which were mainly to suit the requirements of J&K customers which resulted in increasing our credit portfolio in J&K substantially in all sectors thereby increasing profitability of the Bank and giving a boost to the J&K economy.
- Headed Investment/Trading/Funds Management, Capital Mobilization, Identification of Non-cooperative/Fraudulent Borrowers, SLAC, Liability Management, Credit Portfolio/Business Management, Asset/Liability Products designing committees and was part of Purchase, Apex Credit/Credit Risk Management, ALCO, One time Settlement, Credit Policy Review Committees at Corporate office during his tenure as President Credit & Executive President (O).
- Led one of the largest & most reputed Zones of the J&K Bank i.e. Mumbai Zone from May 2017 to June 2018. During this period Mumbai Zone recorded an impressive growth in its total business.
- Headed credit vertical and Central Banking Operation Vertical of the bank from July 2018 till August 2021 which included the entire credit portfolio management & monitoring across all segments, geographies wherein the net advances of the bank increased phenomenally within all distinguished financials parameters.

Mr. Gandotra has served as Govt. Nominee Director on the Board of Jammu & Kashmir and Ladakh Finance Corporation for a period of three Years from 22/09/2020 to 21/09/2023 and has also headed their HR and Audit Committees of Board.

Summing up his immense experience in major banking fields where prolific achievements reflected by the organizational growth have been attained are, significant 12 years in Treasury Operations Mumbai, considerable 7 years in Forex Branch Operations, Valuable 6 years in Apex Credit Management & Monitoring, Prolific 2 years as Depository Head where he was part of introducing Depository Services to the clients of the Bank & taking depository services of the Bank to the top level from inception, phenomenal tenure of 1 year as Zonal Head and wide experience of 7 years in Branch Banking/ RCC (Settlement) Operations.