

NOTICE



Head Office: Dena Corporate Centre, C-10, G Block, Bandra Kurla Complex, Bandra (East), Mumbai-400 051

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the Shareholders of Dena Bank will be held on Tuesday, 28th June, 2016 at 11.00 A.M. at Auditorium, Sir Sorabji Pochkhanawala Bankers' Training College, J.V.P.D. Scheme, Near Cooper Hospital, Juhu Vile Parle (West), Mumbai - 400 056 to transact the following: -

"To discuss, approve and adopt the Balance Sheet and Profit & Loss Account of the Bank, for the year ended 31st March, 2016, the report of the Board of Directors on the working and activities of the Bank for the period covered by the Accounts and the Auditors' Report on the Balance Sheet and Accounts."

By Order of the Board of Directors
for DENA BANK

(Amit Kumar)
Company Secretary

Place : Mumbai
Date : 30th May, 2016

NOTES:

1. VOTING RIGHTS

In terms of the provisions of sub-section (2E) of Section 3 of the Act, no shareholder of the corresponding new Bank, other than the Central Government, shall be entitled to exercise voting rights in respect of any shares held by him/her in excess of 10 per cent of the total voting rights of all the shareholders of the Bank. In case of any amendments to the Act, Regulation Act, Scheme and Regulations which would result in change of any or part of the existing process as laid in this Notice, the amendment shall prevail.

Subject to the above, as per Regulation 68, each shareholder who has been registered as a shareholder on the Cut-off date, i.e. Tuesday, 21st June, 2016 shall have one vote on show of hands and in case of a poll shall have one vote for each share held by him.

As per Regulation 10 of the Regulations, if any share stands in the names of two or more persons, the person first named in the register shall, as regards voting, be deemed to be the sole holder thereof. Thus, if shares are in the name of joint holders, then first named person is only entitled to attend and vote in the meeting.

2. APPOINTMENT OF PROXY

A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM/ HER. The proxy form, in order to be effective must be received by the Bank at the place specified in the proxy form, not later than FOUR DAYS before the date of the Twentieth Annual General Meeting i.e. on or before the close of office hours on Thursday, 23rd June, 2016.

3. APPOINTMENT OF AN AUTHORISED REPRESENTATIVE

No person shall be entitled to attend or vote at the meeting as a duly authorized representative of a company or any body corporate which is a shareholder of the Bank, unless a copy of the resolution appointing him/her as a duly authorized representative, certified to be true copy by the Chairman of the meeting at which it was passed, shall have been deposited with the Company Secretary, Dena Bank, Investor Relation Centre, Dena Corporate Centre, 3rd Floor, C-10, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 not later than FOUR days before the date of the Twentieth Annual General Meeting i.e. on or before the close of office hours on Thursday, 23rd June, 2016.

4. ATTENDANCE SLIP-CUM-ENTRY PASS

For the convenience of the shareholders, Attendance Slip-cum-Entry-Pass is annexed to this report. Shareholders / Proxy holders/ Authorised Representatives are requested to affix their signatures at the space provided therein and surrender the same at the venue. Proxy / Authorised Representative of the shareholder should state on the Attendance slip-cum-entry pass as 'Proxy' or 'Authorised Representative' as the case may be. Entry to the venue will be permitted only on the basis of valid Attendance Slip-cum-Entry Pass.

5. BOOK CLOSURE

The Register of the Shareholders and the Share Transfer Register of the Bank will remain closed from **Wednesday, June 22, 2016 to Tuesday, June 28, 2016** (both days inclusive), for the purpose of Annual General Meeting.

6. DIVIDEND

Board of Directors of the Bank has not recommended any dividend to shareholders for the FY 2015-16.

7. TRANSFERS

Share Certificates in case of physical holding along with transfer deeds should be forwarded to the Registrar & Share Transfer Agent of the Bank.

8. UNCLAIMED DIVIDEND, IF ANY

The unclaimed / unpaid dividend for the financial years 1996-97 to 1999-2000, 2006-07 and 2007-08 have been transferred to Investor Education and Protection Fund (IEPF) established by the Central Govt. under Section 125 of the Companies Act, 2013.

Further, as per the Section 10B of the Banking Companies (Acquisitions and Transfer of Undertakings) Act, 1970, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account will be transferred to IEPF.

Therefore, those shareholders who have not encashed their Dividend Warrants / received dividend for the financial years 2008-09 to 2014-15 are requested to contact the Registrar and Share Transfer Agent of the Bank for revalidation / issue of the duplicate dividend warrants.

The unclaimed/ unpaid dividend for the financial year 2008-09 will be transferred to IEPF by 17th August, 2016.

9. CHANGE OF ADDRESS

Shareholders whose holding are in Electronic form are requested to intimate changes, if any, in their registered address to their Depository Participant and not to the Registrar & Share Transfer Agents.

Shareholders holding shares in Physical form are requested to intimate changes, if any, in their registered address, to the Registrar and Share Transfer Agents of the Bank at the following address:

Sharepro Services (India) Private Limited
Unit: Dena Bank,
13 A/B Samhita Complex, Gala no.-52 to 56,
Near Saki Naka Telephone Exchange,
Andheri Kurla Road, Saki Naka,
Mumbai 400 072
Tel: 022-67720300/400/385

10. RECEIVE DOCUMENTS THROUGH E-MAIL BY REGISTERING YOUR E-MAIL ADDRESS

Regulation 36 of SEBI (LODR) Regulations, 2015 permits a listed entity to send soft copies of the Annual Report to all those shareholders who have registered their email address for the purpose.

NOTICE

Further, as per Regulation 44 of SEBI (LODR) Regulations, 2015 remote e-voting process will be mailed to shareholders through e-mail.

Shareholders who have not yet registered their e-mail id are requested to register the same with our R&T Agent, if holding the Bank's shares in physical form and with depository participant if holding the Bank's share in electronic form, so that all such documents can be served upon them henceforth in electronic mode at the said Email address. For the sake of convenience a format for intimating e-mail details is attached as a part of the Annual Report.

11. VOTING THROUGH ELECTRONIC MEANS

Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015 read with Rule 20 of Companies (Management and Administration) Rules, 2014; your Bank is pleased to provide Remote e-voting facility to enable shareholders to cast their votes electronically on the items mentioned in the notice for which Bank has appointed M/s National Securities Depository Limited as e-voting agency to provide the e-voting platform. E-voting is optional. The E-voting rights of the shareholders/ beneficiary owners shall be reckoned on the equity shares held by them as on **Tuesday, 21st June 2016** being the Cut-off Date for the purpose. Shareholders of the Bank holding shares either in physical or in dematerialized form, as on the Cut-off Date, may cast their vote electronically.

The facility for voting shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for Remote E-Voting are as under:

Members are requested to follow the instruction below to cast their vote through e-voting:

- a. Open the following URL for e-voting: <https://www.evoting.nsdl.com>.
 - b. Enter the login credentials i.e. user id and Password. Your user ID is EVEN (104026) + Folio No (If shares are held in physical mode) / DP ID + Client ID (If shares are held in demat mode). If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
 - c. In case you do not have a Password you may write to NSDL on evoting@nsdl.co.in and get your Password.
 - d. After entering the details appropriately, click on "LOGIN".
 - e. Put User ID and Password and Click on login.
 - f. If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits / characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other persons and take utmost care to keep your Password confidential.
 - g. Home page of "e-voting" opens. Click on "e-voting" : Active voting cycles.
 - h. Select "EVEN (E-voting Event Number)" of DENA BANK. For an EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
 - i. Now you are ready for "e-voting" as "Cast Vote" Page opens.
 - j. Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted.
 - k. Upon confirmation, the message "Voting cast successfully" will be displayed.
 - l. Kindly note that vote once casted cannot be modified.
- m. Institutional members (i.e. members other than individuals, HUF, NRIs, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant board resolution / authority letter, etc. together with the attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email at : snv@snaco.net with a copy marked to evoting@nsdl.co.in. You can also forward the documents at the Registrar's e-mail id sharepro@shareproservices.com

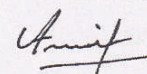
In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting User Manual for Shareholders available at "downloads" section of <https://www.evoting.nsdl.com> or contact by email at evoting@nsdl.co.in or contact Mr. Shyam Panere, Assistant Manager, Unit: Dena Bank of M/s Sharepro services (India) Private Ltd. on 022-67720300/400/385.
 - n. You can also update your mobile number and e-mail id in the user profile detail of the folio which may be used for sending future communication.
 - o. The remote e-voting period commences on **25.06.2016 (9.00 a.m.) and ends on 27.06.2016 (5.00 p.m.)**. During this period, shareholders of the Bank holding shares either in physical form or in dematerialised form, as on 21.06.2016 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once a vote is cast by the shareholder shall not be allowed to change or modify it subsequently.
 - p. The voting rights of the Shareholders shall be in proportion to their shares of the paid up equity share capital of the Bank as on the cut-off date subject to Note No.1.
 - q. Any person, who acquires shares of the Bank and become member of the Bank after dispatch of the notice and holding shares as of the cut-off date i.e. 21st June, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
 - r. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
 - s. The Bank has appointed M/s. S. N. Ananthasubramanian & Co., Company Secretaries as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.

The Results of the e-voting shall be declared on or after the AGM of the Bank. The Results declared along with Scrutinizer's Report shall be placed on the Bank's website i.e. www.denabank.com and on the website of NSDL i.e. <https://www.evoting.nsdl.com> within two days of the AGM of the Bank and also communicated to NSE/BSE.

12. OTHERS:

- a. Please note that, as an Economy measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Hence, shareholders are requested to bring their copies of the Annual Report to the venue of the meeting.
- b. Shareholders may kindly note that no gifts/ coupons will be distributed at the venue of the meeting.
- c. Shareholders are advised to avoid bringing bags/ brief cases/ tape recorders, cameras etc. as these items are subject to a security check and may not be allowed at the venue.

By Order of the Board of Directors
for DENA BANK



(Amit Kumar)
Company Secretary

Place : Mumbai
Date : 30th May, 2016