



निवेशक संपर्क केंद्र : देना कार्पोरेट सेंटर, सी-10, 'जी' ब्लॉक, बांद्रा - कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
INVESTOR RELATIONS CENTRE : Dena Corporate Centre, C-10, 'G' Block, Bandra - Kurla Complex, Bandra (E), Mumbai - 400 051.
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Ref: HO/IRC/327/2015

Date: June 27, 2015

The Vice President - Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Fax: 22722037/ 22723121	The Vice President - Listing National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051 Fax: 26598237/ 26598238
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Dear Sir,

Sub: Proceedings of the 19th Annual General Meeting of the Shareholders of the Bank held on 27.06.2015

1. In accordance with the Notice dated 30th May, 2015; the 19th Annual General Meeting of the shareholders of the Bank was held on Saturday, 27th June, 2015 at 11:00 a.m. in Auditorium at Sir Sorabji Pochkhanawala Bankers' Training College, J.V P D Scheme, Near Cooper Hospital, Vile Parle (West), Mumbai - 400 056.
2. The Annual General Meeting commenced at 11:00 a.m. and Shri Ashwani Kumar, Chairman and Managing Director of the Bank chaired the meeting. He welcomed the shareholders present and announced that in accordance with Regulation 58 of Dena Bank (Shares and Meetings) Regulations, 2003 the requisite quorum was present and called the Meeting to order.
3. The Chairman and Managing Director introduced the Directors present on the dais to the shareholders.
4. Government of India, holding 59.75% shares in the Bank, was represented by Shri Ravinder Kumar, Section Officer, Department of Financial Services, Ministry of Finance.
5. Chairman and Managing Director further announced the details of valid proxies and valid authorised representatives received by the Bank.

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6. As the Notice convening the meeting had already been mailed to the shareholders as well as published in the newspapers and also hosted on the website the Bank, with the permission of the shareholders present, the Notice was taken as read.
7. Chairman and Managing Director then addressed the shareholders briefly touching upon the highlights of the Bank's performance during 2014-15 and the road map for the year ahead.
8. Chairman and Managing Director then proceeded to take up business to be transacted at the said meeting. The Annual Accounts for the FY 2014-15 have already been circulated to the shareholders and the highlights were mentioned in his speech, a printed copy of his speech has already been circulated as part of Annual Report.

With the consent of shareholders, Directors' Report, Auditors' Report and the Audited Accounts of the Bank for the year ended 31st March, 2015 were taken as read.

9. Chairman and Managing Director then requested the shareholders present to participate in the discussion on the Balance Sheet as at 31st March, 2015 and the Profit and Loss Account of the Bank for the year ended on that date, 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.

Some of the shareholders presented their views/ queries.

Chairman and Managing Director then responded to the observations made/ queries raised by the Shareholders.

10. Chairman and Managing Director moved the first agenda, Approval and adoption of accounts for the year ended 31st March, 2015 together with the report of the Board of Directors on the working and activities of the Bank and Auditors' Report on the Balance Sheet and accounts.
11. Chairman and Managing Director then moved the following resolution, which was proposed and seconded by the shareholders.

"RESOLVED THAT Audited Balance Sheet of the Bank as at 31st March, 2015, the Profit & Loss Account for the year ended 31st March, 2015, 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, be and is hereby discussed, approved and adopted."



12. Chairman and Managing Director informed that pursuant to Clause 35B of the Listing Agreement read with Rule 20 of the Companies (Management and Administration) Rules, 2014, it is now mandatory to extend the facility to vote on the items on the agenda to be considered at the AGM by E-Voting. Therefore, it is necessary to conduct poll at the meeting in respect of the items on the agenda to be transacted at the AGM.
13. He requested the shareholders who have not exercised e-voting and present in the meeting to cast their vote on the resolutions, during the voting process provided in the meeting hall.
14. The Chairman and Managing Director informed the shareholders that:
- (i) The Bank had appointed NSDL as e-voting agency and Shri S N Ananthasubramanian & Co. Practicing Company Secretaries and Shri N P Ojha, a shareholder of the Bank, as Scrutinizers to oversee the e-voting process.
 - (ii) The e-Voting was held from 24th June 2015 to 26th June 2015.
 - (iii) With a view to facilitate smooth conduct of the meeting, the poll would be conducted after all the items have been transacted.
15. The Chairman and Managing Director then moved the resolution for declaration of dividend. He informed that the Board of Directors at the meeting held on 15th May, 2015 has recommended Dividend of ₹ 0.90/- per equity share which works out to 9% on the Face Value of Equity Shares of ₹ 10/-.
16. The Chairman and Managing Director then moved the following resolution, which was proposed and seconded by the shareholders.
- "RESOLVED THAT as recommended by the Board, the dividend at the rate of ₹ 0.90/- per equity share of ₹ 10/- each on the paid-up equity capital of the Bank be and is hereby approved and declared for the year ended 31st March 2015."
17. On request of the Chairman & Managing Director, Shri S. N. Viswanathan from M/s S. N. Ananthasubramanian & Co. explained the procedure of the voting by poll to the benefit of the shareholders. The Ballot Boxes used in the poll process were demonstrated and sealed in the presence of shareholders of the Bank.



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18. Chairman and Managing Director then ordered poll in respect of both items on the agenda of the meeting and requested the shareholders to participate in the voting on the resolutions. He thanked all the shareholders and participants for their active participation in conduct of the meeting and informed that after all the shareholders present have cast their votes, the meeting will stand closed and results of the polling including that of e-voting shall be uploaded on the website of the Bank and also on the website of BSE, NSE and NSDL, within two working days.

For Dena Bank

**Place: Mumbai
Date : 27th June, 2015**



R. Jothi Kalingaraayan
**R. Jothi Kalingaraayan
Asst. General Manager
(IRC & BPR) &
Compliance Officer**