

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**  
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [sna@snaco.net](mailto:sna@snaco.net); website [www.snaco.net](http://www.snaco.net)

**27<sup>th</sup> March 2017**

To,  
The Chairman & Managing Director,  
Dena Bank  
Dena Corporate Centre, C-10,  
“G” Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai- 400051.

Dear Sir,

At the outset, we would like to express our gratitude to the Board of Directors of the Bank for appointing us as the Scrutinizer for the remote e-Voting process and voting by Shareholders of the Bank at the Extraordinary General Meeting held on Monday, 27<sup>th</sup> March, 2017.

We are pleased to submit the Scrutinizer's Report, which is comprehensive and self-explanatory in all respects.



**S. N. Viswanathan**

**SCRUTINIZER'S REPORT**

NAME OF THE BANK	Dena Bank
MEETING	Extra Ordinary General Meeting
DAY, DATE & TIME	Monday, 27 <sup>th</sup> March, 2017 at 11 a.m.
VENUE	Auditorium, Sir Sorabji Pochkhanawala Bankers' Training College, J.V.P.D Scheme, Near Cooper Hospital, Vile Parle (West), Mumbai-400056

**1. Appointment as Scrutinizer:**

We were appointed as Scrutinizer for the remote e-Voting process as well as the voting conducted at the Extraordinary General Meeting (EGM) of Dena Bank (hereinafter referred to as the Bank) held on Monday, 27<sup>th</sup> March, 2017 at 11 a.m at Auditorium, Sir Sorabji Pochkhanawala Bankers' Training College, J.V.P.D Scheme, Near Cooper Hospital, Vile Parle (West), Mumbai-400056.

**2. Dispatch of Notice convening the EGM**

The Bank has informed that, on the basis of the Register of Shareholders and the List of Beneficiary Owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the purpose of e-voting, the Bank completed dispatch of the Notice of the EGM as under :

- On 3<sup>rd</sup> March, 2017 by e-mail to 1,28,493 Shareholders who had registered their email-ids with Depositories/the Bank;



- On 4<sup>th</sup> March, 2017 by Courier/Registered post to 94,070 Shareholders in physical form.
- A corrigendum amending the first & second para of the Item No. 1 and first & second para of Item No. 2 of the Special Resolution as contained in the said Notice was :
  - hosted in the websites of NSE, BSE, Dena Bank and NSDL e-voting portal on 22<sup>nd</sup> March, 2017;
  - published in Hindi and English Editions of Business Standard and Navshakti (Marathi Newspaper) on 23<sup>rd</sup> March, 2017.
  - distributed to the shareholders at the meeting.

**3. Cut-off date**

The Voting rights were reckoned as on **Monday, 20<sup>th</sup> March, 2017**, being the Cut-off date for the purpose of deciding the entitlements of Shareholders at the remote e-Voting process and voting at the EGM.

**4. Remote e-Voting**

**4.1 Agency**

The Bank has appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting platform.

**4.2 Remote e-Voting period**

Remote e-Voting platform was open from **9.00 a.m 24<sup>th</sup> March 2017** to **5.00 p.m. on Sunday, 26<sup>th</sup> March, 2017** and shareholders were required to cast their votes electronically conveying their assent or dissent in respect of the Special Resolution, on the e-Voting platform provided by National Securities Depository Limited (NSDL).



**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**

FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [sna@snaco.net](mailto:sna@snaco.net): website [www.snaco.net](http://www.snaco.net)

**5. Voting at the EGM:**

- 5.1 In keeping with Regulation 44(1) and 44(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as prescribed under Rule 20 (4)(xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that Shareholders who have cast their votes through remote e-Voting do not vote again at the general meeting, the Scrutinizer shall have access after closure of period of remote e-Voting and before the start of general meeting, to only such details relating to shareholders who have cast their votes through remote e-Voting, such as their names, DP ID & Client ID/folios, number of shares held but not the manner in which they have voted.
- 5.2 Accordingly, National Securities Depository Limited (NSDL), the remote e-Voting agency provided us with the names, DP Id & Client ID / folio numbers and shareholding of the Shareholders who had cast their votes through remote e-Voting.
- 5.3 The Bank provided voting papers to the Shareholders who attended the meeting.
- 5.4 Shri. Narendra P Ojha, Shareholder of the Bank (DP Id / Cl Id No. IN 300386 / 10126995) was also appointed as a Scrutinizer for scrutinizing the voting at the EGM.
- 5.5 After the Chairman announced the commencement of voting, one ballot box kept for polling was locked in our presence.



**6. Counting Process**

- 6.1 On completion of voting at the EGM, Link Intime India Private Limited, the Registrar & share transfer agent of the Bank (RTA) provided us with the list of Shareholders who had cast their votes their holding details and details of vote cast on the Special Resolutions.
- 6.2 The votes were reconciled with the records maintained by the Bank and RTA with respect to the authorizations / proxies lodged with the Bank.
- 6.3 We unblocked the remote e-Voting results on the NSDL E-voting platform in presence of Mr. Anil Joshi and Mr. Vinit Nagool and downloaded the remote e-Voting results.
- 6.4 Pursuant to provision of Section 3(2E) of the Banking Companies (Acquisition and Transfer of Undertakings) Act, 1970/80, voting rights of shareholders other than the Central Government have been restricted to 10% of the total voting rights of all Shareholders of the Bank.

**7. Results**

- 7.1 We observed that
  - a) 40 Shareholders had cast their votes at the EGM and all the votes were found to be valid.
  - b) 186 Shareholders had cast their votes through remote e-Voting.
- 7.2 The Consolidated Results with respect to the items on the agenda enclosed.



**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**  
FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE – 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 – email [sna@snaco.net](mailto:sna@snaco.net): website [www.snaco.net](http://www.snaco.net)

7.3 Based on the aforesaid results, we report that, the **Special Resolutions** as contained in the Notice of the EGM dated 1<sup>st</sup> March, 2017 read with corrigendum dated 21<sup>st</sup> March, 2017 has been passed with requisite majority.



**S. N. Viswanathan**

Date : 27<sup>th</sup> March, 2017

Place : Mumbai



**Narendra P Ojha**

IN 300386 / 10126995



**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**  
 FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email [snac@snaco.net](mailto:snac@snaco.net) website [www.snaco.net](http://www.snaco.net)

**Consolidated Results**

**Item No.1- Offer, Issue and allot upto 15,62,09,320 equity shares of Rs. 10/- each for cash at an issue price of Rs. 38.41 per share, including premium of Rs. 28.41 aggregating to Rs. 600 Crore to Government of India on Preferential basis.**

Particulars	Remote e-Votes		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	171	8,37,47,046	37	53,96,39,172	208	62,33,86,218	98.96
Dissent	13	65,42,510	3	3	16	65,42,513	1.04
Total	184	9,02,89,556	40	53,96,39,175	224	62,99,28,731	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No. 1 of the Notice of the EGM dated 1<sup>st</sup> March 2017, has been passed with requisite majority.



S. N. Viswanathan

Date : 27<sup>th</sup> March, 2017

Place : Mumbai



Narendra P Ojha

IN 300386 / 10126995

**S. N. ANANTHASUBRAMANIAN & CO.**  
**COMPANY SECRETARIES**  
 FIRM REGISTRATION NO. P1991MH040400

10/26, BRINDABAN, THANE - 400 601 Tel 25345648 / 2543 2704 : Fax 2539 0292 - email [snac@snaco.net](mailto:snac@snaco.net) website [www.snaco.net](http://www.snaco.net)

**Item No.2-**

**Consolidated Results**

- (i) Offer, Issue and allot upto 4,49,15,702 equity shares of Rs. 10/- each for cash at an issue price of Rs. 38.41 per share, including premium of Rs. 28.41 aggregating upto Rs. 173 Crore to LIC of India on Preferential basis.
- (ii) Offer, Issue and allot upto 52,06,977 equity shares of Rs. 10/- each for cash at an issue price of Rs. 38.41 per share, including premium of Rs. 28.41 aggregating upto Rs. 20 Crore to GIC of India on Preferential basis.

Particulars	Remote e-Votes		Voting at the EGM		Total		Percentage (%)
	Number	Votes	Number	Votes	Number	Votes	
Assent	173	8,37,49,256	37	53,96,39,172	210	62,33,88,428	98.96
Dissent	13	65,42,455	3	3	16	65,42,458	1.04
Total	186	9,02,91,711	40	53,96,39,175	226	62,99,30,886	100.00

Based on the aforesaid results, we report that the Special Resolution as contained in Item No.2 of the Notice of the EGM dated 1<sup>st</sup> March, 2017, has been passed with requisite majority.

 S. N. Viswanathan

Date : 27<sup>th</sup> March, 2017

Place : Mumbai

 Narendra P Ojha  
 IN 300386 / 10126995