

Bentley Commercial Enterprises Limited

Regd. Office: Bhansali House, A-5, Off Veera Desai Road
Andheri (W), Mumbai- 400 053

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Sr. No.:

1. Name and address of the sole/first shareholder :
2. Joint Shareholder, if any :
3. Registered Folio No. / *DP ID & Client ID :
(*Applicable to investors holding shares
in dematerialized form)
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice dated 10.12.2013 of the Company by conveying my/our assent or dissent to the said Resolution(s) by placing a tick (v) mark in the appropriate column below:

Item No.	Description	Number of Shares held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1.	Special Resolution under Section 372 A of the Companies Act, 1956 to authorize the Board of Directors of the Company to make Investments in securities or give loans/guarantees to the Bodies Corporate including associate company(ies) not exceeding a limit of Rs. 350 Crores (Rupees Three Hundred and Fifty Crores only)			
2.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to authorize the Board of Directors of the Company to Pledge, Mortgage and Hypothecate movable and immovable assets of the Company for credit facilities to be availed by the Company from time to time subject to maximum limit of Rs. 200 crores (Rupees Two Hundred Crores only).			
3.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 to authorize the Board of Directors of the Company to borrow upto a limit of Rs. 200 Crores (Rupees Two Hundred Crores only).			

Place: Mumbai

Date: 10.12.2013
Shareholder(s)

Signature of the

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF CAREFULLY BEFORE EXERCISING YOUR VOTE.

INSTRUCTIONS

1. Shareholders desiring to exercise their vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer Mr. Himanshu Kamdar, in the enclosed self-addressed (postage prepaid) business reply envelope on which the postage charges will be borne and paid by the Company. Envelopes containing postal ballot form, if delivered in person or by registered post or by courier at the expense of member will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form only. The assent/dissent received in any other form shall not be considered valid.
3. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/depository participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder (as per the specimen signature registered with the Company) and in his absence, by the next named Shareholder.
4. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the Company/Depository. In such cases the duly completed Form should also be accompanied by a certified true copy of the Board Resolution/ Authority Letter together with the specimen signature(s) of the authorized signatory(ies).
5. Incomplete, unsigned or incorrect postal ballot forms will be rejected. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark in the column provided for assent or dissent. A Shareholder need not use all the votes. The Shareholder need not cast all the votes in the same manner.
6. A member may sign the Postal Ballot Form through an Attorney; in such case certified true copy of the Power of Attorney duly notarized should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
7. **The duly completed Postal Ballot Form should reach the aforesaid Scrutinizer Mr. Himanshu Kamdar, C/o M/s Link Intime India Pvt. Ltd, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai- 400 078 not later than the close of business hours i.e. up to 5.00 P.M on Monday, 13.01.2014.** All Postal Ballot Forms received after this date will be treated strictly as if no reply from such Shareholder has been received.
8. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Shareholders on Friday, 06.12.2013, being the cut-off date.
9. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper(s) found in such envelope shall be destroyed by the scrutinizer.
11. The voting through Postal Ballot shall not be exercised by a proxy.
12. A Shareholder may request from company at its Registered Office, for a duplicate Postal Ballot Form, if so required. However, the duly filled duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified hereinabove vide Point No.7.
13. Votes shall be considered invalid on any of the following grounds:
 - a. If the Shareholder's signature does not tally with the specimen signature registered with the Company /Depository Participant(s).
 - b. If the Shareholder has marked all his shares both in favour and also against the resolutions.
 - c. If the Postal Ballot Form is unsigned.
 - d. If the Ballot paper is received torn or defaced or mutilated to such an extent that it is difficult for the Scrutinizer to identify either the Shareholder or the number of votes or as to whether the votes are cast in favour or against or if the signature could not be checked on one or more of the above grounds.

14. The result of Postal Ballot will be declared / announced on **Thursday, 16.01.2014 at 5.00 P.M** at the Registered Office of the Company viz. Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai-400053. The results of the Postal Ballot will be communicated to Bombay Stock Exchange on which the shares of the Company are listed and shall also be hosted on the Company's website www.bentleycommercialent.net and will be published in the newspapers for information of shareholders.
15. A member neither needs to use all his / her votes nor needs to cast all his / her votes in the same way.