

# Bentley Commercial Enterprises Limited

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

## NOTICE TO THE MEMBERS

*Pursuant to Section 192A of the Companies Act, 1956 read with  
Companies (Passing of the Resolution by Postal Ballot) Rules, 2011*

Dear Shareholder(s),

Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, Notice is hereby given for seeking the approval of the members for the proposals contained in the draft resolutions mentioned hereinbelow by way of passing of Special Resolutions through Postal Ballot. The Explanatory Statement pertaining to the said Resolutions setting out material facts is annexed hereto alongwith a Postal Ballot Form for your consideration and voting.

### Item No. 1

**To consider, and, if thought fit, to pass, the following resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act 1956, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, consent of the members be and is hereby accorded to authorize the Board of Directors (Board) to grant loans or make investments in the securities of any Body Corporate or give guarantee(s) or securities of such amount in connection with a loan made by any other person to any Body Corporate or to any other person by any Body Corporate including associate company(ies) and on such terms and conditions as may be decided by the Board from time to time notwithstanding, that the loans and/or investments made, security or guarantee(s) given exceed the limits of 60% of the Paid Up Capital and Free Reserves or 100% of the Free Reserves of company, whichever is more.

**RESOLVED FURTHER THAT** the aggregate of such loans and/or investments and guarantee(s) or security given in one or more tranches in excess of the limit prescribed under Section 372A of the Companies Act, 1956 as stated hereinabove shall not exceed the amount of Rs. 350,00,00,000/- (Rupees Three Hundred and Fifty Crores only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities in aforesaid matter and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable. "

### Item No. 2

**To consider, and, if thought fit, to pass, the following resolution as a Special Resolution:**

**"RESOLVED THAT** the consent of the members be and is hereby granted in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors of company to mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecation(s) and charges created/to be created by the Company, in such form and manner and with such ranking and at such time



and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, for securing the borrowings of the Company and/or its subsidiaries, availed/to be availed by way of loan (Term loans/Working Capital facilities/External Commercial Borrowings and securities/Debentures), the aggregate value of which shall not exceed Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) from Financial Institutions/Banks and other agencies/Parties, issued/to be issued by the Company from time to time together with interest, additional interest, liquidated damages, commitment charges, premium on prepayment or on redemption and all other costs, charges and expenses including any increase as a result of devaluation/ revaluation/fluctuation in the rates of exchange and all other moneys payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed (s) or any other document, entered into/to be entered into between the Company and the lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowing/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lenders/Agents/Trustees."

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to finalize, settle and execute such documents/ deeds/ writings/ papers and Agreements as may be required and to take all necessary steps and do all necessary things in this regard in order to comply with all the legal and procedural formalities and further to authorize any of its Committee(s)/ Director(s) or any Officer(s) of the Company to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

#### Item No. 3

**To consider, and, if thought fit, to pass, the following resolution as a Special Resolution:**

"**RESOLVED THAT** the consent of the members be and is hereby granted in terms of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) to the Board of Directors to borrow from time to time all such sum(s) of money (including External Commercial Borrowings in foreign denominated currencies from any foreign sources/foreign countries as prescribed by statutory guidelines, if any, in this regard) in such manner as may be deemed necessary and prudent for the purposes of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company i.e. reserves not set apart for any specific purposes, provided that the total amount borrowed by the Board of Directors shall not, at any time, exceed the limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all necessary steps and do all necessary things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable."

Mumbai, 10.12.2013.

**By Order of the Board of Directors  
For Bentley Commercial Enterprises Limited**

**Jayesh B. Bhansali  
Director**



**NOTES:**

1. An Explanatory Statement pursuant to the requirements of Section 102 of the Companies Act, 2013 and 192A (2) of the Companies Act 1956 and setting out material facts is annexed hereto and forms part and parcel of the Notice.
2. The Board of Directors has appointed Mr. Himanshu Kamdar, Partner, Rathi & Associates, Practicing Company Secretaries, Mumbai as Scrutinizer for conducting the postal ballot process in a fair and transparent manner and to receive and scrutinize the completed Ballot Papers from the Members. The Postal Ballot Form and the self addressed (postage prepaid) business reply envelope are enclosed for use of the Members.
3. Only a Member entitled to vote is entitled to fill in the Postal Ballot form and send it to the 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.
4. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against), in the attached prepaid envelope, so as to reach the aforesaid Scrutinizer, Mr. Himanshu Kamdar, on or before 5.00 P.M on **Monday, 13.01.2014** to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny on **Thursday, 16.01.2014**, and the results of Postal Ballot will be declared/ announced on same day at 5.00 PM 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](http://www.bentleycommercialent.net) and will subsequently be published in the newspapers for information of shareholders.
5. The date of declaration / announcement of the Postal Ballot results viz. **Thursday, 16.01.2014**, will be taken to be the date of passing of the resolutions contained in this notice, if approved by requisite majority of Shareholder(s).
6. The Postal Ballot related notice and documents will be dispatched to all the members by post whose name appear in the Register of Member / record of depositories on Friday, 06.12.2013.
7. Postal Ballot Voting period commences on and from Saturday, 14.12.2013 and ends on Monday, 13.01.2014.
8. Members are requested to carefully read the information printed behind the Postal Ballot form before exercising their vote.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECTION 192A (2) OF THE COMPANIES ACT, 1956**

---

**Item No. 1**

Pursuant to Section 372A of the Companies Act, 1956, the Company can make loans, give guarantees, provide securities to and make investments in the securities of other bodies corporate to the extent of 60% of its paid-up share capital and free reserves or 100 % of its free reserves whichever is higher with the approval of the Board of Directors. Where the aggregate of loans and investments made, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a Special resolution.

As a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of future projects, it is proposed to authorize the Board of Directors to make investment(s), grant loan(s), give guarantee(s) and/or provide security(ies) up to overall limit of Rs. 350 Crores (Rupees Three Hundred and Fifty Crores only) from time to time.

The sources of funds would be met from surplus funds generated by the Company through operations or from such other sources as the Board may deem fit and appropriate.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice by way of Postal Ballot pursuant to the provisions of section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions except to the extent of their shareholding in Company, if any.

**Item No. 2 & 3**

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, Board of Directors of the Company, in order to Pledge, Mortgage and Hypothecate movable and immovable assets of the Company requires the approval from its Shareholders by way of passing of a Special Resolution.

Further pursuant to the provisions of Section 180(1)(c) also of the Companies Act 2013, the borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of its paid up capital and free reserve requires approval from its Shareholders by way of passing of a Special Resolution.

Thus, in order to facilitate the Board with the power to borrow funds from time to time to the tune of Rs. 200 Crore (Rupees Two Hundred Crores only) by way of availing loans / ECBs etc. and also to facilitate the Board to mortgage, pledge, hypothecate or charge, in addition to the existing mortgages, hypothecations and charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and/or immovable properties/assets of the Company, both present and future, and/or the whole or any part of the undertaking or undertakings of the Company, for securing the borrowings of the Company and/or its subsidiaries, availed/to be availed by way of loan (Term loans/Working Capital facilities/External Commercial Borrowings and securities/Debentures), the aggregate value of which shall not exceed Rs. 200 Crore (Rupees Two Hundred Crores only) from Financial Institutions/Banks and other agencies/Parties, issued/to be issued by the Company from time to time, prior approval of the shareholders is required by way of Special resolution(s).



The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the accompanying Notice by way of Postal Ballot pursuant to the provisions of section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested in the above resolutions except to the extent of their shareholding in Company, if any.

By Order of the Board of Directors  
**For Bentley Commercial Enterprises Limited**

Mumbai, 10.12.2013

**Jayesh B. Bhansali**  
Director