

BENTLEY COMMERCIAL ENTERPRISES LTD.

Regd. Office : Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai - 400 053.
Phone : (91-22) 2673 1779 • Fax : (91-22) 2673 1796 • E-mail : bentleycommercial@gmail.com
Website : www.bentleycommercialent.net • CIN : L24110MH1985PLC035396

28th March, 2016

To,
The Members,
Bentley Commercial Enterprises Ltd
Bhansali House, A-5,
Off Veera Desai Road,
Andheri (West),
Mumbai – 400 053

Sub: Declaration of result of Postal Ballot

Dear All,

I am pleased to declare/ announce that the following Resolutions have been passed with requisite majority as stated in front of each of them, on the basis of Scrutinizer Report of Mr. Himanshu Kamdar of M/s Rathi & Associates, Practicing Company Secretaries, dated 28th March, 2016 (viz. the Scrutinizer appointed by the Board of Directors of Company to deal with the entire Postal Ballot process).

In view of above, I hereby announce and declare the resolutions, as mentioned hereunder, duly passed with the requisite majority votes.

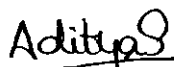
Sr No	Particulars	Resolution	Votes Cast in Favor/ Against (No. of Shares)	Votes Cast in Favor/ Against (%)
1.	To authorize the Board of Directors of the Company to grant loans/ make Investments in securities of any Body Corporate or give guarantee(s) or provide securities in connection with a loan made by any other person to any Body Corporate or to any other person by any Body Corporate including associate company(ies) and related parties etc. not exceeding a limit of Rs. 350 Crores (Rupees Three Hundred and Fifty Crores only) under Section 186 of the Companies Act, 2013.	Special Resolution	Favor : 8,54,100 Against : NIL	Favor : 100% Against : NIL

2.	To invite/ accept/ renew/ receive money by way of unsecured/secured deposits, or in any other form, from the members of the Company upto the permissible limits as prescribed under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.	Special Resolution	Favor : 8,54,100 Against : NIL	Favor : 100% Against : NIL
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Kindly take note of above.

Thanking You,

Yours' faithfully,
For Bentley Commercial Enterprises Ltd



Aditya Srivastava
(Chairman)
DIN: 07250865
C/o: Bhansali House, A-5, Off Veera Desai Road,
Andheri (West), Mumbai – 400 053

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 011.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

March 28, 2016

To,
The Chairman
BENTLEY COMMERCIAL ENTERPRISES LIMITED
Bhansali House, A-5, Off Veera Desai Road,
Andheri (West), Mumbai - 400 053.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted as per Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

Bentley Commercial Enterprises Limited ("the Company") vide resolution passed by its Board of Directors at their meeting held on February 23, 2016, appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 ("the Rules of Chapter VII") and the said provisions are duly complied with and to scrutinize Postal Ballot Forms received from shareholders and to scrutinize votes cast electronically using e-voting system.

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, a Postal Ballot Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, along with postal ballot form and pre-paid postal envelope returnable to the Scrutinizer were sent to the shareholders by courier, for seeking the approval of shareholders on the following resolutions:

1. **Resolution No. 1** as a Special Resolution to authorize Board of Director to make loan(s), give guarantee(s) or securities and make investment(s) etc in other Body Corporate(s) under Section 186 of the Companies Act, 2013, the aggregate of which may exceed the limits specified under the said section 186 of the Act but shall not exceed the limit of Rs. 350,00,00,000/- (Rupees Three Hundred & Fifty Crores only) and;
2. **Resolution No. 2** as a Special Resolution for acceptance of Deposits from Members under Section 73 of the Companies Act, 2013.

The Company also availed the remote e-Voting facility offered by National Securities Depository Limited (NSDL) for providing remote e-Voting facility to the shareholders of the Company as required under Rule 20 of the Rules of Chapter VII.

The Shareholders were required to complete the postal ballot form and return the same in pre-paid envelope addressed to Scrutinizer so as to reach not later than 5.00 p.m. on Saturday, 26th March, 2016 or cast their votes through remote e-voting on the basis of password provided to them by NSDL by 5.00 p.m. on Saturday, 26th March, 2016. Accordingly, the Postal Ballot Forms received and e-votes cast upto 5.00 p.m. on Saturday, 26th March, 2016 have been considered for



my scrutiny. As required under Rule 22(10) and Rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014, a register was maintained and particulars of all postal ballot forms received from the shareholders and votes cast electronically have been recorded therein.

After the voting process completed through physical ballots and remote e-voting had been unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Nehil Dugar and Ms. Evelin Subalatha. A summary of the Postal Ballot Forms received and remote e-Voting confirmations with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by shareholders through Postal Ballots and remote e-Voting in respect of the above mentioned Resolutions may accordingly be declared by the Chairman who has also countersigned this report.

Thanking you,

Yours sincerely,

For RATHI & ASSOCIATES
COMPANY SECRETARIES



HIMANSHU S. KAMDAR
PARTNER
FCS No. 5171
COP No. 3030



COUNTERSIGNED BY
For BENTLEY COMMERCIAL ENTERPRISES LIMITED



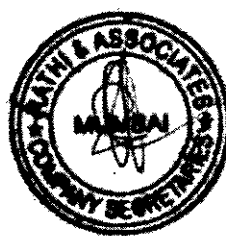
ADITYA SRIVASTAVA
CHAIRMAN

Annexure

The summary of the Postal Ballot Forms and remote e-Voting confirmations received is given below:

For Resolution No. 1:

Sr. No.	Particulars	Resolution no. 1	
		No. of Postal Ballot Forms / remote e-Voting	No. of Shares voted
a.	Votes cast through Postal Ballot Forms	4	2,75,350
b.	Remote e-Voting Confirmations received	10	5,78,750
	Total	14	8,54,100
c.	Less: Invalid Postal Ballot Forms / remote e-Voting confirmations	0	0
d.	Net Valid Postal Ballot Forms / remote e-Voting for the Resolution	0	0
(i)	Postal Ballot Forms / remote e-Voting with assent for the Resolution	14	8,54,100
	% of Assent		100%
(ii)	Postal Ballot Forms / remote e-Voting with dissent for the Resolution	0	0
	% of Dissent		0%



For Resolution No. 2:

Sr. No.	Particulars	Resolution no. 2	
		No. of Postal Ballot Forms / remote e-Voting	No. of Shares voted
a.	Votes cast through Postal Ballot Forms	4	2,75,350
b.	Remote e-Voting Confirmations received	10	5,78,750
	Total	14	8,54,100
c.	Less: Invalid Postal Ballot Forms / remote e-Voting confirmations	0	0
d.	Net Valid Postal Ballot Forms / remote e-Voting for the Resolution	14	8,54,100
(i)	Postal Ballot Forms / remote e-Voting with assent for the Resolution	14	8,54,100
	% of Assent		100%
(ii)	Postal Ballot Forms / remote e-Voting with dissent for the Resolution	0	0
	% of Dissent		0%

