

# Bentley Commercial Enterprises Limited

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

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Phone No: 022-2673 1779 CIN: L24110MH1985PLC035396

## POSTAL BALLOT FORM

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

(To be returned to the Scrutinizer appointed by the Company on or before 26.03.2016)

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 Postal Ballot Notice dated **Tuesday, 23<sup>rd</sup> February, 2016** by conveying my/our assent (FOR) or dissent (AGAINST) 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.	<b>Special Resolution</b> under Section 186 of the Companies Act, 2013 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)			
2.	<b>Special Resolution</b> under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 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 Rule 3(4) aforesaid Deposit Rules.			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder(s)

**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 S. 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/speed 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, the Form should be completed and signed by the first named Shareholder (as per the specimen signature registered with the Company/Depository Participants) and in his/her absence, by the next named Shareholder.
4. There shall be one postal ballot for every folio/Client ID irrespective of the number of joint holders. The voting rights of members' shall be reckoned in proportion to their shares in the total paid up equity share capital of the company as on Friday, 19<sup>th</sup> February, 2016.
5. In case of shares held by companies, societies, trusts, institutional members, etc., duly completed Postal Ballot Form should be sent to the scrutinizer alongwith a certified true copy of the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote. Postal Ballot Form signed by the holder of Power of Attorney for and on behalf of a member must be accompanied by a certified copy true copy of the Power of Attorney duly notarized.
6. Members are requested not to send any other paper along with the Postal Ballot Form. Any invalid extraneous paper attached with this Postal Ballot Form would be destroyed by the Scrutinizer.
7. Invalid Postal Ballot(s) forms as per note 12 stated hereinafter, will be rejected. The votes shall 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.
8. **The duly completed and signed Postal Ballot Form should reach the Scrutinizer, Mr. Himanshu Kamdar c/o-M/s Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup (West), Mumbai-40007 not later than the close of business hours i.e. up to 5.00 P.M on Saturday, 26<sup>th</sup> March, 2016** and Postal Ballot Forms received after this date will be treated strictly as if reply from Shareholder has not been received.
9. Kindly note that the members can opt only for one mode of voting i.e. either by Physical Postal Ballot Form or by e-voting. If you are opting for e-voting, then do not vote by physical Postal Ballot Form and vice versa. If a member casts vote(s) by both modes, then voting done through e-voting shall prevail and the voting done by Postal Ballot Form shall be treated as invalid.
10. The voting through Postal Ballot shall not be exercised by a proxy.
11. The members can download the Postal Ballot Form from NSDL website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the website of the Company i.e. [www.bentleycommercialent.net](http://www.bentleycommercialent.net) and take a print thereof. The members can also seek duplicate Postal Ballot Form by writing to Mr. Amit Pandey at the Registered Office of company. However the duly filled duplicate form should reach the Scrutinizer not later than the date specified hereinabove vide Point No. 8.
12. The Postal Ballot Form shall be considered invalid on any of the following grounds:
  - a. It has not been signed by or on behalf of the member;
  - b. Signature of shareholder on form doesn't tally with the specimen signature registered with the Company /Depository Participant(s).
  - c. It is not possible to determine without any doubt the assent or dissent of the member;
  - d. Neither assent nor dissent is mentioned;
  - e. Any competent authority has given directions in writing to the Company to freeze the voting rights of the member;
  - f. The envelope containing the Postal Ballot Form is received after the last date prescribed i.e. Saturday, 26<sup>th</sup> March, 2016 (beyond 05:00 pm).
  - g. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - h. The Postal Ballot Form received is 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 cast or as to whether the votes are cast in favour or against or if the signature could not be checked, or one or more of the above grounds.
  - i. The member has made any amendment to the Resolution or imposed any condition while exercising his / her vote.
13. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.