

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Regd. Office: 301 & 302, 3rd Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai-400 058.
Phone: (91-22) 2621 6060/61/62/63/64 • E-mail: bentleycommercial@gmail.com
Website: www.bentleycommercialent.in • CIN: L24110MH1985PLC035396

Date: February 18, 2025

To,
BSE Limited
Corporate Relationship Department
P. J. Towers, Dalal Street,
Mumbai - 400 001

Security Code: 512195

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

In continuation to our letter dated 13th November, 2024 regarding outcome of Board Meeting and pursuant to Regulation 30 of the Listing Regulations, we hereby enclose copy of the Postal Ballot Notice along with explanatory statement dated February 18, 2025, seeking the approval of the members of the Company by way of Ordinary Resolutions through remote electronic voting only ("Remote e-voting"):

1. Approval for Related Party Transactions

The Postal Ballot Notice along with Explanatory Statement has been sent to the members of the Company whose names appeared on the Register of Members/List of Beneficial Owners as on Friday, 14 February, 2025 i.e. Cut-off date.

The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("RTA") to provide Remote e-voting facility to its members. The Remote e-voting rights of the Members shall be in proportion to their respective shareholding in the paid-up equity share capital of the Company as on the Cut-off Date. The remote e-voting period commences from 09.00 A.M. (IST) on Friday, 21st February, 2025 and ends at 05.00 P.M. (IST) on Saturday, 22nd March, 2025.

This Postal Ballot Notice will be available on the Company's website at <https://bentleycommercialent.in/> and on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited at <https://instavote.linkintime.co.in>).

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Kindly take the same on record.

Thanking you.

**Yours sincerely,
For Bentley Commercial Enterprises Limited**

**Meenakshi Bhansali
Director and Company Secretary
DIN: 06936671**

Encl. as above

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POSTAL BALLOT NOTICE

Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014.

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations/ SEBI Listing Regulations**"), the Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**") read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, , 09/2023 dated September 25, 2023 and the latest one being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), as amended from time to time, that the approval of the Members of Bentley Commercial Enterprises ("**Company**") is sought for the resolution appended below which is proposed to be passed through Postal Ballot by way of remote e-voting only.

The Ministry of Corporate Affairs vide its Circular has dispensed with the requirement for issuing the hard copies of documents for passing of Ordinary Resolution by the Members. Accordingly, pursuant to the MCA Circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Listing Regulations and as per the guidelines issued by the MCA vide MCA Circulars, the Notice is being sent in electronic mode only to all those members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, February 14, 2025 ("cut-off date") received from the Depositories and whose e-mail addresses are registered with the Company or Depository Participant / Depository / MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), the Company's Registrar & Transfer Agent (hereinafter referred to as "RTA").

The Remote e-voting shall commence on **Friday, February 21, 2025 at 9:00 a.m. (IST)** and shall end on **Saturday, March 22, 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the cut-off date may cast their vote electronically. Members desiring to exercise their vote through the Remote e-voting facility

arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than **5:00 P.M. (IST) on Saturday, March 22, 2025**. The remote e-voting facility will be disabled by MUFG Intime India Private Limited (MUFG INTIME) (*Formerly known as Link Intime India Private Limited*) immediately thereafter and voting shall not be allowed beyond the said time and date.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Notice.

The Board of Directors has appointed Ms. Neha R Lahoty (Membership No.: FCS 8568, COP No. 10286) Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the remote e-voting in a fair and transparent manner.

After completion of scrutiny of the votes cast, the Scrutinizer will submit his report to the Chairman or any other person authorized by him. The results declared, along with the Scrutinizer's Report, shall be announced by the Chairman or such person as authorized, within the stipulated timelines. The Scrutinizer's decision on the validity of votes cast will be final.

The said results will be displayed on the website of the Company at www.bentleycommercialent.in, the website of MUFG INTIME at <https://instavote.linkintime.co.in> and shall also be communicated to the Stock Exchange where the Company's Shares are listed viz. BSE Limited ('BSE') and be made available on its website viz. at www.bseindia.com. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS:

APPROVAL OF RELATED PARTY TRANSACTIONS:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, of the Companies Act, 2013 ("**the Act**"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder, Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended from time to time, governing the Related Party Transactions and the Company's Policy on Related Party Transaction(s), and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for entering into the arrangements/transactions (including transfer of resources, services or obligations) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with related parties falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, for the Financial Year

2024-25 and upto the date of the Annual General Meeting of the Company for the Calendar Year 2025 with further liberty to the Board of Directors of the Company to make material modifications by altering and/or varying the said terms and conditions for such arrangements/ transactions; without further reference to the Members of the Company, in such manner as may be decided by the Audit Committee from time to time, viz.:

Related Party Transactions u/s 188 (1) of Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	MET-LOK HYDRO PNEUMATICS PRIVATE LIMITED	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Nature of Relationship	A Company in which relative of director is a director;	
Name of Interested Person (In Capacity as Director(s) of Company)	Mr. Babulal Mishrimal Bhansali (DIN: 00102930)	
Sale, purchase of goods or materials or supply of services@	-	-
Selling or buying of fixed assets@	-	-
Capital contribution and giving of Loans (Repayable on demand) #	50 Crores per annum	Exceeding the threshold for obtaining the approval of shareholders to related party transactions.
Construction Contracts/ PMC Agreements@	-	-
Bank Guarantees/ Corporate Guarantees to be issued on behalf of \$	-	-
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immoveable properties@	-	-
Providing Securities on behalf of \$	-	-

Notes:

*	<i>The approval sought for entering into related party transactions will be at arm's length basis and will be valid for the period as specified in the resolution;</i>
@	<i>At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;</i>
#	<i>In addition to existing outstanding Loans; if any. Secured or unsecured loans, as the case may be,</i>

	<i>will be given from the internal accruals as well as from excess funds available with the Company from time to time, repayable on demand at such interest rate as may be finalised by the Company in consultation with Audit Committee from time to time in the best interest of the Company. Such loans will be advanced to related parties only for the purpose of main business activities of such related parties;</i>
\$	<i>As per requirement of Banks/financial institutions/ Employers as a tender conditions/ supplier</i>
	<i>The Company endeavors to undertake aforesaid related party transactions in ordinary course of its business at arm's length basis. Further aforesaid related party transactions between the Company and its related party are in furtherance to the main business activities thereof and are in the best interest of the Company.</i>
	<i>The valuation or other external report, if any, relied upon by the Company in relation to the proposed related party transactions will be made available through the registered email address of the shareholders wherever applicable.</i>

“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof be and is hereby authorized to severally do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related parties including any negotiation/re-negotiation/modification/amendments to or termination thereof, of the subsisting arrangements/ transactions and to make or receive/ pay monies in terms of such arrangements/transactions and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving full effect to this resolution, in the best interest of the Company.”

“RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-

Meenakshi Bhansali

Company Secretary

Membership No: A25634

Place: Mumbai

Date: February 18, 2025

Regd office:

301 & 302, 3rd Floor, Peninsula Heights, CD Barfiwala
Road, Andheri (West), Mumbai, Maharashtra, 400058

Tel No.: 022-26731779

CIN: L24110MH1985PLC035396

Website: www.bentleycommercialent.in

e-mail Id: bentleycomplaints@gmail.com

NOTES

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. In terms of the MCA Circulars, the Postal Ballot Notice is being sent to all the Members **ONLY** in electronic form, whose names appear in the Register of Members/List of Beneficial Owners as received from MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), the Company's Registrar and Transfer Agent ('RTA') / Depositories as on the close of business hours on **Friday, February 14, 2025** being the **cut-off date**. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, February 14, 2025**.
3. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to upload their Board Resolution / Power of Attorney / Authority Letter by clicking on 'Upload Board Resolution/Authority Letter' displayed under 'e-Voting' tab on the screen or send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to neharlahoty@rathiandassociates.com with a copy marked to bentleycomplaints@gmail.com or <https://instavote.linkintime.co.in>.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 16 of this Notice.
5. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off date shall be eligible to cast their votes through Remote e-voting. A person who is not a Member on the Cut-Off date should treat this Notice for information purposes only.
6. The Remote e-voting shall commence on **Friday, February 21, 2025 at 9:00 a.m. (IST)** and shall end on **Saturday, March 22, 2025 at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically. The e-voting module shall be disabled by MUFG INTIME for voting thereafter.

7. The Board of Directors has appointed Ms. Neha R Lahoty (Membership No.: FCS 8568, COP No. 10286) Partner of M/s. Rathi & Associates, Practicing Company Secretaries, as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.
8. The Scrutinizer will submit his report to the Chairman, or any other person authorized by him, after scrutiny of the votes cast, on the result of the Postal Ballot within two working days from the conclusion of the postal ballot e-voting. The Scrutinizer's decision on the validity of votes cast will be final.
9. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.bentleycommercialent.in and on the website of MUFG INTIME at <https://instavote.linkintime.co.in> immediately after the results are declared by the Chairman or any other person so authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed.
10. A copy of this Postal Ballot Notice is also available on the website of the Company at www.bentleycommercialent.in, the relevant section of the website of BSE at www.bseindia.com, on which the Shares of the Company are listed and on the website of MUFG INTIME at <https://instavote.linkintime.co.in>.
11. The Resolution, if passed by the requisite majority, will be deemed to have been passed on the last date specified for voting i.e. **Saturday, March 22, 2025**. Further, resolution passed by the Members through postal ballot shall be deemed to have been passed as if it is passed at a General Meeting of the Members.
12. The vote in this Postal Ballot cannot be exercised through proxy.
13. Members who wish to inspect the documents referred to in the Notice or Explanatory Statement may send their requests at bentleycomplaints@gmail.com from their registered email address mentioning their Name, Folio Number / DP ID & Client ID until the last date of voting period of this Postal Ballot i.e. **Saturday, March 22, 2025** till 5.00 pm.
14. **Process for registration of email addresses:**

To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the Company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.

- The Members holding shares in DEMAT form are requested to register their e-mail address / electronic bank mandate with their respective Depository Participant.
- The Members holding shares in Physical mode are requested to furnish their e-mail address / electronic bank mandate details in Form ISR-1 and other relevant forms pursuant to SEBI Circular bearing reference no. SEBI/HO/MIRSD/MIRSD-PoD-

1/P/CIR/2023/37 dated March 16, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.bentleycommercialent.in under [Investor Section](#).

15. Once the vote on a Resolution is cast by the Member, the Member, shall not be allowed to change it subsequently.
16. **The instructions for Remote e-voting by Members are as under:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. **Individual Shareholders holding securities in demat mode with NSDL**

- a. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. MUFG INTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- b. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWebIdeasDirectReg.jsp>
- c. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. MUFG INTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

- a. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com and click on New System Myeasi.
- b. After successful login of Easi / Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. MUFG INTIME. Click on MUFG INTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
- c. If the user is not registered for Easi / Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- d. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. MUFG INTIME. Click on MUFG INTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. MUFG INTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of MUFG Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:
 - A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above.

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register

themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact MUFG Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of MUFG Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain

minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password, are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Other Instructions:

1. The Scrutinizer shall, immediately after the conclusion of voting through Remote e-voting unblock the votes cast through Remote e-voting and issue, not later than 48 hours of conclusion of the Remote e-voting, a scrutinizer's report of the total votes cast in favour and against, if any, to the Chairman of the Company or any person authorised by him.
2. The said results along with the Scrutinizer's Report would be intimated to BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.bentleycommercialent.in and on the website of MUFG INTIME at <https://instavote.linkintime.co.in/>. Further, the results shall be displayed on the Notice Board of the Company at its Registered Office as well as Corporate Office for at least 3 days from the date of declaration of voting results.
3. For any query connected with the Resolution proposed to be passed by means of Postal Ballot through Remote e-voting, members may contact Company's Registrar & Share Transfer Agent (RTA), MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), C - 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400083; Telephone: +91-022-49186270; Fax: +91-022-49186060; Email: rnt.helpdesk@linkintime.co.in or Mrs. Meenakshi Bhansali, Company Secretary and Compliance Officer of the Company by sending email at bentleycomplaints@gmail.com or call at 022-26731779, Address: 301 & 302, 3rd Floor, Peninsula Heights, CD Barfiwala Road, Andheri (West), Mumbai, Maharashtra, 400058.

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

Place: Mumbai
Date: February 18, 2025

Sd/-
Meenakshi Bhansali
Company Secretary
Membership No: A25634

Registered Office:

301 & 302, 3rd Floor, Peninsula Heights, CD Barfiwala
Road, Andheri (West),

Mumbai - 400 058

Tel No.: 022-26731779

CIN: L24110MH1985PLC035396

Website: www.bentleycommercialent.in

e-mail Id: bentleycomplaints@gmail.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said Section requires a Company to obtain prior approval of the Board of Directors and subsequently approval of Shareholders of the Company by way of an Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules.

Further, as required under Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under the said Regulations) including material modifications thereto shall require prior approval of the Audit Committee and thereafter of shareholders through an Ordinary Resolution.

The Company proposes to enter into the transactions with the related party mentioned in the Notice. Hence, the Company hereby proposes to seek shareholders' approval for the said transactions by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the Company to enter into Related Party Transactions and make material modifications thereto as may be required from time to time. The particulars of the Related Party Transactions, which are required to be stated in the Explanatory Statement, as per Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 are as follows:

Related Party Transactions u/s 188 (1) of Companies Act, 2013/ Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*	MET-LOK HYDRO PNEUMATICS PRIVATE LIMITED	
	Amount (In Rs. Crs.)	% to Annual Consolidated Turnover
Nature of Relationship	A Company in which relative of director is a director;	
Name of Interested Person (In Capacity as Director(s) of Company)	Mr. Babulal Mishrimal Bhansali (DIN: 00102930),	
Sale, purchase of goods or materials or supply of services@	-	-
Selling or buying of fixed assets@	-	-
Capital contribution and giving of Loans (Repayable on demand)#	50 Crores per annum	Exceeding the threshold for obtaining the approval of shareholders to related party transactions.
Construction Contracts/ PMC	-	-

Agreements@		
Bank Guarantees/ Corporate Guarantees to be issued on behalf of \$	-	-
Sale/Purchase of Immovable Properties or Entering into Permanent Alternate Accommodation Agreements or other Agreements w.r.t. immovable properties@	-	-
Providing Securities on behalf of \$	-	-

Notes:

*	<i>The approval sought for entering into related party transactions will be at arm's length basis and will be valid for the period as specified in the resolution;</i>
@	<i>At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;</i>
#	<i>In addition to existing outstanding Loans; if any. Secured or unsecured loans, as the case may be, will be given from the internal accruals as well as from excess funds available with the Company from time to time, repayable on demand at such interest rate as may be finalised by the Company in consultation with Audit Committee from time to time in the best interest of the Company. Such loans will be advanced to related parties only for the purpose of main business activities of such related parties;</i>
\$	<i>As per requirement of Banks/financial institutions/ Employers as a tender conditions/ suppliers</i>
	<i>The Company endeavors to undertake aforesaid related party transactions in ordinary course of its business at arm's length basis. Further aforesaid related party transactions between the Company and its related party are in furtherance to the main business activities thereof and are in the best interest of the Company.</i>
	<i>The valuation or other external report, if any, relied upon by the Company in relation to the proposed related party transactions will be made available through the registered email address of the shareholders wherever applicable.</i>

All entities falling under definition of related party shall abstain from voting irrespective of whether the entity is party to the particular transaction or not. The Board of Directors recommends the resolution set forth in item No. 1 for approval of the Shareholders as an Ordinary Resolution.

Except for the Director(s) and Key Managerial Personnel whose names are mentioned hereinabove and their relatives (to the extent of their shareholding interest in the Company and its subsidiaries), none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in this resolution.

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

Sd/-

**Meenakshi Bhansali
Company Secretary
Membership No: A25634**

Place: Mumbai

Date: February 18, 2025

Registered Office:

301 & 302, 3rd Floor, Peninsula Heights, CD Barfiwala
Road, Andheri (West),
Mumbai - 400 058

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