BENTLEY COMMERCIAL ENTERPRISES LTD
Regd. Off.: 301 & 302, 3rd Floor, Peninsula Heights, C.D. Barfiwala Road,
Andheri (West), Mumbai: 400058
Tel No.: 022 – 2621 6060/61/62/63/64 | **E-mail**: bentleycommercial@gmail.com
Website: www.bentleycommercialent.in | **CIN**: L24110MH1985PLC035396

NOTICE

NOTICE is hereby given that the 40th (Fortieth) Annual General Meeting **("AGM**") of the Members of Bentley Commercial Enterprises Ltd ("the Company") will be held on Thursday, 25th September, 2025 at 11.00 a.m. (IST) at the Registered Office of the Company situated at 301 and 302, 3rd Floor, Peninsula Heights, C.D. Barfiwala Road, Andheri (West), Mumbai: 400058, to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Accounts:**

   To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.

2. **Re-appointment of Mr. Jayesh Babulal Bhansali (DIN: 01062853), the Director retiring by rotation:**

   To appoint a Director in place of Mr. Jayesh Babulal Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. **To appoint M/s. Rathi & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company:**

   *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 204 of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactments thereof for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Rathi & Associates, Practicing Company Secretaries (Firm Registration No. P1988MH011900) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (five) consecutive years commencing from April 1, 2025 to March 31, 2030, at such a remuneration as may be approved by the Audit Committee and the Board of Directors in consultation with the Secretarial Auditors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof or any other person authorized by the Board) be and are hereby severally authorized to settle any question, difficulty or doubt that may arise giving effect to this resolution and to do all such acts, deeds and matters as may be necessary expedient and desirable for the purpose of giving effect to this resolution."

4. **Appointment of Mr. Nilesh Sheth (DIN: 09356319) as an Independent Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Nilesh Sheth (DIN: 09356319) who was appointed as an Additional Director (Independent and Non-executive) of the Company, with effect from August 29, 2025 under Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and who is qualified for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold once for a first term of 5 (five) consecutive years commencing from August 29, 2025 to August 28, 2030 (both days inclusive)."

"RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. **Appointment of Mrs. Mansi Srivastava (DIN: 09045444) as an Independent Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mrs. Mansi Srivastava (DIN: 09045444) who was appointed as an Additional Director (Independent and Non-executive) of the Company, with effect from August 31, 2025 under Section 161 of the Act and the Articles of

Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who is qualified for being appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold once for a first term of 5 (five) consecutive years commencing from August 31, 2025 to August 30, 2030 (both days inclusive)."

"RESOLVED FURTHER THAT approval of the members of the Company be accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. To approve Material Related Party Transactions:

To consider, and if thought fit, to pass 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 2025-26 and upto the date of the Annual General Meeting of the Company for the Calendar Year 2026 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	Mr. Babulal Mishrimal Bhansali (DIN: 00102930)	

Company)		
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:

*	*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;*
@	*At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;*
#	*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 finalized 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;*
$	*As per requirement of Banks/financial institutions/ Employers as a tender conditions/ supplier*
	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.
	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.

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are 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/ renegotiation/ 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

Place: Mumbai
Date: August 31, 2025

Jayesh B. Bhansali
Director
DIN: 01062853

Registered Office:
301 & 302, 3rd Floor, Peninsula Heights,
C.D. Barfiwala Road, Andheri (West),
Mumbai: 400058.
CIN: L24110MH1985PLC035396
Phone: 022 – 2621 6060/61/62/63/64
Email: bentleycommercial@gmail.com

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY/PROXIES SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten per cent (10%) of the total paid up share capital of the Company carrying voting rights. A member holding more than ten per cent (10%) of the total paid up share capital may appoint a single person as proxy for his/her entire shareholding and such person cannot act as a proxy for any other shareholder.

2. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed at any time during business hours but not less than 48 hours before the commencement of the Meeting. A Proxy Form (viz. Form MGT-11) is attached with this Annual Report. Proxies submitted on behalf of the Companies, Societies, Body Corporates, Institutions etc., must be supported by an appropriate resolution/ authority, as applicable, along with signature(s) of such authorized Proxy(ies) duly attested.

3. Corporate Members intending to send their authorized representatives (ARs) to attend and/or vote at the AGM pursuant to Section 113 of the Act, are requested to send to the Company a certified true copy of the relevant Board Resolution together with specimen signature(s) of such AR duly attested.

4. In case of Joint holders attending the Meeting, the member whose name appears as the first holder in the order of names shall be entitled to vote.

5. Attendance slip forms part of the Annual Report. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver the duly signed attendance slip at the entrance of the meeting hall.

6. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts and Arrangements, in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection by the Members at the venue of AGM.

7. Members are requested to note that the Company's Equity shares are under compulsory demat trading for all class of investors, as per the provisions of SEBI circular dated May 29, 2000. In view of above, members are advised in their own interest to dematerialize the shares held by them in physical form to avoid inconvenience and avail various benefits of dematerialization.

8. Members are requested to notify any change in their address immediately, to their respective depository participants (DPs) in respect of their shares in electronic form quoting Client ID No. and to MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), Company's Registrar and Share Transfer Agent in respect of their physical shares, quoting the Folio No. Also the members are requested to submit the proof of changed address for verification purpose.

9. In line with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020, General Circular No. 02/2021 dated 13th January, 2021, General Circular No. 21/2021 dated 14th December, 2021 and General Circular No. 10/2022 dated 28th December, 2022 (collectively MCA Circulars), relaxation has been granted to the Companies, with respect to printing and dispatching physical copies of the Annual Reports and Notices to members. Accordingly, the Company will only be sending soft copies of Notice of the 40th AGM along with the Annual Report 2024-25 via e-mail, to the members whose e-mail ids are registered with the Company or

the Registrar and Share Transfer Agent or Depository Participant/Depository unless any member has requested for a physical copy of the same.

10. With a view of supporting the 'Go Green initiative', we request shareholders to register/ update their email address with their depository participant(s) to enable the Company to send future communications electronically.

11. Members may also note that the Notice of the AGM and the Company's Annual Report for Financial Year 2024-25 will be available on the Company's website viz. www.bentleycommercialent.in. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc. shall remain open for inspection purpose at the Registered Office of the Company.

12. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 19, 2025 to Thursday, September 25, 2025 (both days inclusive) for determining the names of members/ shareholders eligible for AGM.

13. Shareholders of the Company, may at any time nominate in the prescribed manner, a person to whom his/her shares in the Company shall vest, if such shareholder is not alive. Members are advised to avail this facility by obtaining the Nomination form from the RTA and fill the prescribed Form and forward the same to the RTA of the Company viz. MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), Mumbai. In case of shares held in dematerialized form, the nomination has to be lodged with the Depository Participants with whom the member is maintaining demat account.

14. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank details by every participant of securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.

15. Members desirous of obtaining any information about the accounts and operations of the Company, are requested to write to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready at the meeting.

16. Members, who hold share under multiple folios in same name(s) or in joint holding, but in same order of names, are requested to consolidate their holdings into single folio.

17. A route map showing directions to reach the venue of the AGM is given at the end of this Annual Report.

18. **Voting through electronic means (e-voting):**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014, as

amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided to its members, facility to cast their vote electronically through the electronic voting system from a place other than venue of AGM (remote e-voting) arranged by MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*).

E-voting period will start from Monday, September 22, 2025 at 9.00 A.M. and will end on Wednesday, September 24, 2025 at 5.00 P.M. Members holding shares as at the close of business hours on Thursday, September 18, 2025 (being 'cut-off date') shall be entitled to vote on the matters provided in this notice.

The facility for voting, through ballot paper, shall also be made available at the venue of AGM and the Members who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are as under:

Remote E-Voting Instructions:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and Email-id correctly in their demat accounts to access remote e-Voting facility.

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

Type of shareholders	**Login Method**
Individual Shareholders holding securities in demat mode with NSDL	**METHOD 1 - NSDL IDeAS facility** Shareholders registered for IDeAS facility: a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section". b) Click on "Beneficial Owner" icon under "IDeAS Login Section". c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services. d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. Shareholders not registered for IDeAS facility:

	a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit". c) Enter the last 4 digits of your bank account / generate 'OTP' d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d). **METHOD 2 - NSDL e-voting website** a) Visit URL: https://www.evoting.nsdl.com b) Click on the "Login" tab available under 'Shareholder/Member' section. c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. **METHOD 3 - NSDL OTP based login** a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP. c) Enter the OTP received on your registered email ID/ mobile number and click on login. d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services. e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders registered with CDSL Easi/ Easiest facility	**METHOD 1 - CDSL Easi/ Easiest facility:** Shareholders registered for Easi/ Easiest facility: a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com & click on New System Myeasi Tab. b) Enter existing username, Password & click on "Login". c) Post successful authentication, user will be able to see e-voting option. The

	evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period. Shareholders not registered for Easi/ Easiest facility: a)To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration b) Proceed with updating the required fields for registration. c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c). **METHOD 2 - CDSL e-voting page** a) Visit URL: https://www.cdslindia.com b) Go to e-voting tab. c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit". d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) with depository participants	Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility. a) Login to DP website b) After Successful login, user shall navigate through "e-voting" option. c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature. d) Post successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode	Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under: **STEP 1: LOGIN / SIGNUP to InstaVote** Shareholders registered for INSTAVOTE facility: a) Visit URL: https://instavote.linkintime.co.in & click on "**Login**" under 'SHARE HOLDER' tab. b) Enter details as under: 1. User ID: Enter User ID 2. Password: Enter existing Password 3. Enter Image Verification (CAPTCHA) Code 4. Click "Submit" (Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions"). Shareholders not registered for INSTAVOTE facility: a) Visit URL: https://instavote.linkintime.co.in & click on "Sign Up" under 'SHARE HOLDER' tab & register with details as under: 1. User ID: Enter User ID 2. 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. 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company – in DD/MM/YYYY format) 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders holding shares in NSDL form, shall provide 'D' above • Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above 5. 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). 6. Enter Image Verification (CAPTCHA) Code. 7. Click "Submit" (You have now registered on InstaVote). Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b). **STEP 2: Steps to cast vote for Resolutions through InstaVote** A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

	B. Select 'View' icon. E-voting page will appear. C. 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). D. After selecting the desired option i.e. Favour / Against, click on 'Submit'. E. 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. NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission. Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in
B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
C. Fill up your entity details and submit the form.
D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
B. Click on "Investor Mapping" tab under the Menu Section
C. Map the Investor with the following details:

- 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
- 'Investor's Name - Enter Investor's Name as updated with DP.
- 'Investor PAN' - Enter your 10-digit PAN.
- 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) Click on "Votes Entry" tab under the Menu section.
c) Enter the "Event No." for which you want to cast vote. Event No. can be viewed on the home page of InstaVote under "On-going Events".
d) Enter "16-digit Demat Account No.".
e) 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
f) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.
b) After successful login, you will see "Notification for e-voting".
c) Select "View" icon for "Company's Name / Event number".
d) E-voting page will appear.
e) Download sample vote file from "Download Sample Vote File" tab.
f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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 request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

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

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions – Shareholders

❖ 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. A Member can opt for only one mode of voting, i.e. either through Remote e-voting or by Ballot paper at the AGM venue. If a Member casts his/her vote using both the modes, then voting done through Remote e-voting shall prevail.

2. The Ballot paper should be completed and signed by the Member. In case of joint holding, this paper should be completed and signed (asper the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.

3. There shall be one Ballot paper for every folio irrespective of the number of joint holders. A member cannot exercise its vote by proxy through Ballot.

4. Members, whose names appear in the Register of Members/ Record of Depositories as on September 18, 2025, will be eligible for voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the AGM Notice who is not a member as on the said date should treat this notice for information purpose only.

5. The consent must be accorded by recording the assent in the Column `FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.

6. Mrs. Neha R Lahoty, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai (COP No. 10286) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the scrutinizer, order voting through ballot paper for all those Members who are present but have not cast their votes electronically using the remote e-voting facility.

8. The scrutinizer will, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter will unblock the votes cast through

remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and will make, not later than 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.

9. The results declared along with the scrutinizer's report will be communicated to the BSE Ltd. and also will be placed on the Company's website www.bentleycommercialent.net and on the website of e-voting service provider (https://instavote.linkintime.co.in.) immediately after the result is declared by the Chairman of the Company or any other person authorised by him.

10. The results of the votes cast through E-voting and physical Ballot will be declared in the manner as specified in the Notice.

11. In case of any query/grievance relating to e-voting, Members may contact MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), by e-mail at enotices@linkintime.co.in or the Secretarial Department of the Company at bentleycommercial@gmail.com.

12. Securities and Exchange Board of India (SEBI) has, vide its circular number SEBI / HO / MIRSD / MIRSD _ PoD-1 / P / CIR / 2023 / 37 dated 16th March, 2023, mandated to all the physical security holders for furnishing their PAN, KYC and Nomination details with Company or RTA on or before 30th September, 2023.

    In the event where any one of the aforesaid details is not updated on or before 30th September, 2023, the Company / RTA will freeze the physical folios, effective from 1st October, 2023.

13. SEBI has mandated the updation of PAN, contact, Bank account, specimen signature and nomination details, against folio / demat account. PAN is also required to be updated for participating in the securities market, deletion of name of deceased holder and transmission / transposition of shares. As per applicable SEBI Circular, PAN details are to be compulsorily linked to Aadhar details by the date specified by Central Board of Direct Taxes. Members are requested to submit PAN, or intimate all changes pertaining to their bank details, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, specimen signature (as applicable) etc., to their Depository Participant ("DP") in case of holding in dematerialised form or to Company's Registrar and Share Transfer Agents through Form ISR-1, Form ISR-2 and Form ISR-3 (as applicable) in case of holdings in physical form.

14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of

securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be.

15. Members, who hold share under multiple folios in same name(s) or in joint holding, but in same order of names, are requested to consolidate their holdings into single folio.

16. With a view of supporting the 'Go Green initiative', we request Members to register/update their email address with their Depository Participant(s) to enable the Company to send future communications electronically.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3:

The Board of Directors of the Company at its meeting held on August 29, 2025, considering the recommendation of the Audit Committee have approved the appointment of M/s. Rathi & Associates, Practicing Company Secretaries (Unique Identification No. P1988MH011900 and Peer Review Certificate No. 6391/2025) as the Secretarial Auditors of the Company, subject to the approval of the Shareholders of the Company.

M/s. Rathi & Associates ("R&A") is a peer reviewed firm of Practicing Company Secretaries registered with the Institute of Company Secretaries of India ("ICSI"). The firm was established in 1988 and has a track record of over three decades in providing corporate secretarial services to listed companies and expertise in conducting secretarial audits and has conducted the secretarial audit of the Company for the financial year ended March 31, 2025.

The broad terms and conditions of the appointment are as under:

a) **Term of appointment:** The proposed appointment is for a term of 5 (five) consecutive years commencing from April 1, 2025 to March 31, 2030, to conduct secretarial audit for the financial years ending March 31, 2026, to March 31, 2030.

b) **Proposed fees:** Rs. 1,00,000/- plus applicable taxes and reimbursement of out-of-pocket expenses, if any, incurred in connection with the secretarial audit for the financial year ending March 31, 2026, and for subsequent year(s) of the term, such fee as determined by the Board, on the recommendation of Audit Committee and in consultation with the Secretarial Auditors.

The Audit Committee and the Board, while recommending the appointment of R&A as the Secretarial Auditors of the Company, have taken into consideration, among other things, the fulfilment of the eligibility criteria and experience of conducting secretarial audit of listed

companies, knowledge of the legal and regulatory framework in ensuring continued adherence to compliance requirements under the applicable laws and also based on the evaluation of the quality of audit work done by them in the past.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. The Board recommends the resolution set forth in item No. 3 of the Notice for approval of the Shareholders as an Ordinary Resolution.

Item Nos. 4 & 5:

The Nomination and Remuneration Committee with a view to further strengthen the competencies of the Board and after considering criteria such as qualifications, skillsets, experience, independence, knowledge, ability to devote sufficient time, shortlisted profiles of select candidates and recommended to the Board the appointment of Mr. Nilesh Sheth and Mrs. Mansi Srivastava as Non-Executive Independent Directors of the Company.

The Board of Directors of the Company, pursuant to the recommendation of the Nomination and Remuneration Committee of the Board and subject to the approval of the Members at the ensuing Annual General Meeting of the Company, appointed Mr. Nilesh Sheth and Mrs. Mansi Srivastava as Additional Directors designated as Non-Executive Independent Directors of the Company for a first term of 5 years, not liable to retire by rotation. Mr. Nilesh Sheth and Mrs. Mansi Srivastava hold their respective office upto the date of this Annual General Meeting, pursuant to Section 161 of the Companies Act, 2013 ("the Act").

The Company has received declarations under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') from Mr. Nilesh Sheth and Mrs. Mansi Srivastava confirming that they meet the criteria of Independence under the Companies Act, 2013 and Listing Regulations. Further, the Company has also received consents to act as Directors in terms of Section 152 of the Companies Act, 2013 and declarations from Mr. Nilesh Sheth and Mrs. Mansi Srivastava respectively that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Mr. Nilesh Sheth and Mrs. Mansi Srivastava are entitled to sitting fees for attending the Meetings of the Board of Directors and Committees thereof.

Save and except Mr. Nilesh Sheth and Mrs. Mansi Srivastava being the appointees, or their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at Item Nos. 4 and 5 respectively.

Item No. 6:

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. immoveable properties@	-	-
Providing Securities on behalf of $	-	-

Notes:

*	*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;*
@	*At market value for each such transaction in compliance with applicable laws including Domestic Transfer Pricing Guidelines;*
#	*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 finalized 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;*
$	*As per requirement of Banks/financial institutions/ Employers as a tender conditions/ supplier*
	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.
	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.

By Order of the Board of Directors

Place: Mumbai
Date: August 31, 2025

Jayesh B. Bhansali
Director
(DIN: 01062853)

Registered Office:
301 & 302, 3rd Floor, Peninsula Heights,
C.D. Barfiwala Road, Andheri (West),
Mumbai: 400058.
CIN: L24110MH1985PLC035396
Phone: 022 – 2621 6060/61/62/63/64
Email: bentleycommercial@gmail.com

Annexure-I

Details of Directors seeking appointment/re-appointment at the 40th Annual General Meeting pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India.

Brief Profile and Expertise:

Name of the Director	**Jayesh Babulal Bhansali**	**Nilesh Sheth**	**Mansi Srivastava**
DIN	01062853	09356319	09045444
Age(Completed years)	42 years	22 years	41 years
Nationality	Indian	Indian	Indian
Date of first appointment on the Board	July 30, 2004	August 29, 2025	August 31, 2025
Qualification	Master of Commerce (M.Com.)	Graduation	M.A. in Psychology
Capacity	Non-Executive Non-Independent Director	Non-executive Independent Director	Non-executive Independent Director
Profile, Experience and Expertise in specific functional areas	Mr. Jayesh B. Bhansali has been associated with the Company since 2004 and has acquired abundant experience in the field of General operations of the Company, with which the Company is likely to be benefitted immensely in its operations.	Mr. Nilesh Sheth is a professional with extensive experience in the metal raw material trading and supply sector. With a strong background in business operations, procurement, and strategic sourcing, he has contributed significantly to the growth and optimization of supply chains within the	Mrs. Mansi Srivastava is a dedicated and knowledgeable professional with a Master's degree in Psychology. She brings a strong academic foundation and a keen understanding of human behavior, emotional well-
No. of shares held in the Company either by self or as a beneficial owner	1300 shares	NIL	NIL

Terms and conditions of Appointment / Reappointment	Mr. Jayesh B. Bhansali shall be re-appointed as a Non-Executive Non-Independent Director	Appointment of a Non-Executive Independent Director	Appointment of a Non-Executive Independent Director
Details of remuneration sought to be paid	NIL	NIL	NIL
Number of Board Meetings attended during the year	6 (Six)	NIL	NIL
Relationship between other Directors / KMPs / Manager	The appointee is the son of Mr. Babulal M. Bhansali, Director of the Company and spouse of Ms. Meenakshi J. Bhansali, Director and Company Secretary of the	NIL	NIL
Name of listed entities from which the person has resigned in the past three years	NIL	NIL	NIL

By Order of the Board of Directors

Place: Mumbai
Date: August 31, 2025

Jayesh B. Bhansali
Director
(DIN: 01062853)

Registered Office:
301 & 302, 3rd Floor, Peninsula Heights,
C.D. Barfiwala Road, Andheri (West),
Mumbai: 400058.
CIN: L24110MH1985PLC035396
Phone: 022 – 2621 6060/61/62/63/64
Email: bentleycommercial@gmail.com

BENTLEY COMMERCIAL ENTERPRISES LTD

Regd. Off.: 301 & 302, 3rd Floor, Peninsula Heights, C.D. Barfiwala Road, Andheri (West), Mumbai: 400058
Tel No.: 022 – 2621 6060/61/62/63/64 | **E-mail**: bentleycommercial@gmail.com
Website: www.bentleycommercialent.in | **CIN**: L24110MH1985PLC035396

[Form No. MGT-11] PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s)	
Registered Address	
Email ID	
DP ID & Client ID / Folio No.	

I/ We, being the member(s) holding _____shares of the above named Company, hereby appoint:

1. Mr./ Ms. _____
   Address_____
   having email ID _____ or failing him/ her

2. Mr./ Ms. _____
   Address_____
   having email ID _____ or failing him/ her

3. Mr./ Ms. _____
   Address_____
   having email ID _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **40th Annual General Meeting** of the Company to be held on Thursday, September 25, 2025 at 11:00 A.M. at the Registered Office of the Company at 301 and 302, 3rd Floor, Peninsula Heights C. D. Barfiwala Road, Andheri (West), Mumbai: 400058, Maharashtra, India and at any adjournment thereof in respect of following resolutions:

Resolution No.	Particulars of Resolution(s)	Optional *	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025, and the reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Jayesh Babulal		

	Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To appoint M/s. Rathi & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company.		
4.	Appointment of Mr. Nilesh Sheth (DIN: 09356319) as an Independent Director of the Company.		
5.	Appointment of Mrs. Mansi Srivastava (DIN: 09045444) as an Independent Director of the Company.		
6.	To approve Material Related Party Transactions.		

Affix Revenue Stamp of Re. 1/-

Signed this ____ day of _____, 2025

Signature of Shareholder

---------- ---------- ----------

Signature of 1st Proxy Signature of 2nd Proxy Signature of 3rd Proxy

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the ensuing Annual General Meeting.
2. * This is only optional. Please put a **(✓)** in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

BENTLEY COMMERCIAL ENTERPRISES LTD

Regd. Off.: 301 & 302, 3rd Floor, Peninsula Heights, C.D. Barfiwala Road, Andheri (West), Mumbai: 400058

Tel No.: 022 – 2621 6060/61/62/63/64 | **E-mail**: bentleycommercial@gmail.com

Website: www.bentleycommercialent.in | **CIN**: L24110MH1985PLC035396

ATTENDANCE SLIP

40th Annual General Meeting – Thursday, September 25, 2025 at 11:00 A.M.

Name of the Member(s)	
Registered Address	
DP ID & Client ID / Folio No.	
Nos. of Shares held	

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company.

I hereby record my presence at the 40th Annual General Meeting of the Company on Thursday, September 25, 2025 at 11:00 A.M. at Registered office of the Company at 301 and 302, 3rd Floor, Peninsula Heights C. D. Barfiwala Road, Andheri-(West), Mumbai- 400058.

_____

Signature of Member / Proxy / Authorised Representative

Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM.

Route Map

40th Annual General Meeting to be held on Thursday, September 25, 2025 at 11:00 A.M. at the Registered Office of the Company at 301 and 302, 3rd Floor, Peninsula Heights C. D. Barfiwala Road, Andheri-(West), Mumbai 400058, Maharashtra, India.

Annexure I

Secretarial Audit Report

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

To,
The Members,
BENTLEY COMMERCIAL ENTERPRISES LIMITED
301 & 302, 3rd Floor, Peninsula Heights,
CD Barfiwala Road, Andheri (West),
Mumbai, Maharashtra, 400058.

Dear Sirs,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Bentley Commercial Enterprises Limited** (hereinafter called "**the Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025**,** according to the provisions of:

   (i) The Companies Act, 2013 ('the Act') and the rules made thereunder to the extent applicable;

   (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

   (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and

c. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

3. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were **not applicable** to the Company during the financial year under report: -

a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

b. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

d. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

e. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

f. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

4. The provisions of the Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings were not applicable to the Company during the Financial Year under report.

We have also examined compliance with the applicable clauses of:

(i) The Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013 and
(ii) the Listing Agreements entered into by the Company with BSE Limited

During the financial year under report, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of directors as per the applicable laws. There were no changes in the composition of the Board of Directors during the audit period under report.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members had any dissenting views in the matters/agenda proposed from time to time for consideration of the Board and its Committees thereof, during the year under the report and hence were not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under review, there were no actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to hereinabove.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

NEHA R LAHOTY
PARTNER
FCS: 8568
COP: 10286
UDIN: F008568G001134242
Peer Review Cert. No.: 6391/2025

Date: August 31, 2025
Place: Mumbai

Note: Our report should be read with our letter of even date which is annexed as Annexure-I and forms an integral part of this report.

Annexure-I

To,
The Members,
BENTLEY COMMERCIAL ENTERPRISES LIMITED
301 & 302, 3rd Floor, Peninsula Heights,
CD Barfiwala Road, Andheri (West),
Mumbai, Maharashtra, 400058.

Our report of even date is to be read along with this letter.

1. We have conducted the audit as per the applicable Auditing standards issued by the Institute of Company Secretaries of India.

2. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices that we followed provide a reasonable basis for our opinion.

4. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

5. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

NEHA R LAHOTY
PARTNER
FCS: 8568
COP: 10286
UDIN: F008568G001134242
Peer Review Cert. No.: 6391/2025

Date: August 31, 2025
Place: Mumbai

Annexure II

Annual Report on CSR Activities for the financial year ended 31st March, 2025:

(Pursuant to Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (Including any statutory modification(s) or re-enactment(s) for the time being in force))

1. ***Brief Outline on the CSR Policy of the Company:***

   As a responsible organisation, Bentley Commercial Enterprises Ltd has always strived to make positive change in the society. In order to further this objectives, the Company has adopted a Policy on Corporate Social Responsibility (CSR Policy).

   The Policy inter alia covers numbers of social driven areas in which the company wishes to direct its resources as part its ongoing CSR program. The scope of the Policy inter alia includes, promoting gender equality, empowerment of women, promoting health care including preventive health care, education, environmental sustainability, rural developments, eradicating hunger, poverty & malnutrition, promoting rural sports, making contribution to various government sponsored funds, as notified from time to time including the registered organization, established for above purpose
   etc.

   The Policy, among other things, provides for identification of CSR projects/programs and the process for its implementation and monitoring. For detailed policy, please refer to https://bentleycommercialent.in/.

2. ***Composition of CSR Committee:***

   The Company's CSR expenditure does not exceed fifty lakh rupees, hence the requirement for constitution of the Corporate Social Responsibility Committee is not applicable and the functions of CSR are discharged by the Board of Directors of the Company.

3. ***Provide the web-link(s) where composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company:***

   The CSR Policy and CSR projects is available on the Company's website at the following link: https://bentleycommercialent.in/

4. ***Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:***

   Not Applicable

5. (a) Average net profit of the Company as per Section 135(5): **788.58 Lakhs**

(b) Two percent of average net profit of the company as per section 135(5): **15.76 lakhs**

(c) Surplus arising out of the CSR projects or Programmes or activities of the previous financial years: **Nil**

(d) Amount required to be set off for the financial year, if any: **Nil**

(e) Total CSR obligation for the financial year (5a+5b- 5c): **15.76 lakhs**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):

Sr. No.	Name of Project	Item from the list of activities in Schedule VII to the Act	Local area (Yes/ No)	Location of the project	Amount spent for the project (J In Lakhs)	Mode of Implementation - Direct (Yes/ No)	Mode of Implementa-tion Through Implementing Agency
1.	Promotion of Art & Culture	Clause v	Yes	Mumbai – Maharashtra	15.76	Yes	NA
				Total			

(b) Amount spent in Administrative Overheads: **Not Applicable**

(c) Amount spent on Impact Assessment, if applicable: **Not Applicable**

(d) Total amount spent for the Financial Year (6a+6b+6c): **Rs. 15.76 Lakhs**

(e) CSR amount spent or unspent for the financial year:

Total Amount spent for the financial year (in Rs.)	Amount Unspent				
	Total amount transferred to Unspent CSR account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount (in Rs.)	Date of Transfer	Name of the Fund	Amount	Date of transfer
15.76 Lakhs	NA	NA	NA	NA	NA

(f) Excess amount for set-off, if any:

Sr. No.	Particulars	Amount (in Rs.)
1	Two percent of average net profit of the company as per Section 135(5)	**Rs. 15.76 Lakhs**
2	Total amount spent for the Financial Year	**Rs. 15.76 Lakhs**
3	Excess amount spent for the Financial Year	**Nil**
4	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	**Nil**
5	Amount available for set off in succeeding Financial Years	**Nil**

7. **a) Details of Unspent CSR amount for the preceding three financial years:**

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.).	Amount transferred to any fund as specified under Schedule VII as per second proviso to sub - section (5) of section 135, if any			Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Name of the Fund	Amount (in Rs).	Date of transfer.		
		Not Applicable							

b. Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

Sr. No.	Project ID	Name of the Project	Financial Year in which the project was	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial	Status of the project - Completed / Ongoing

			commenced			**Year (in Rs.)**	
		Not Applicable					

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Enter the number of capital assets acquired: **Nil**

Furnish the details relating to the assets created or acquired through CSR spent in the financial year: **Nil**

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). – **Nil**

For and on behalf of the Board of Directors

Babulal M. Bhansali
Director
DIN: 00102930
Place: Mumbai
Date: 31.08.2025

Jayesh Bhansali
Director
DIN: 01062853
Place: Mumbai
Date:31.08.2025

Annexure-III

CORPORATE GOVERNANCE REPORT:

The report on Corporate Governance is prepared pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ("SEBI Listing Regulations") is furnished below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws coupled with adherence to the high standards of Transparency, Business Ethics, Integrity, Fairness and Accountability.

The Company's philosophy on Corporate Governance is backed by principles of Concern, Commitment, Ethics, Excellence and Learning in all acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet the
expectations of its shareholders and other stakeholders.

2. BOARD OF DIRECTORS:

A. <u>Composition of the Board:</u>

The Company believes that an active, well informed and independent board is necessary to ensure the highest standards of Corporate Governance. As per the provisions of Regulation 17 of SEBI (LODR), the present composition of the Board has an optimum combination of personnel having the necessary knowledge and experience.

At on March 31, 2025 the Board comprised of 5 (Five) Non-Executive Directors of which 2 (Two) are Non- Executive Independent Directors. The Chairman of the Company is an Independent Director.

The Directors are professionals, have expertise in their respective functional areas and bring a wide range of skills and experience to the Board.

B. <u>Number and Dates of Board meetings:</u>

6 (Six) Board Meetings were held during the financial year on May 8, 2024, May 21, 2024, August 13, 2024, August 26, 2024, November 13, 2024, and February 7, 2025.

Also, a separate meeting comprising of the Independent Directors of the Company was held on February 7, 2025, which was attended by the following Independent Directors:

- Mr. Aditya Santosh Srivastava
- Mr. Dipesh Pawanraj Sanghvi

C. <u>Details of composition of the Board of Directors, attendance at the Board meetings, Annual General Meeting shareholding, other Directorship and Committee positions held in other Companies of each Director as on March 31, 2025:</u>

Name of Director	Category of Directorship	Attendance at		Number of equity shares held in the Company$	Number of Directorships in other Companies^	Number of Committee positions held in other Companies%
		Board meetings	Last AGM			
Mr. Aditya Santosh Srivastava (Chairman)	Non-Executive, Independent Director	6	Yes	12,500	3	7
Mr. Dipesh Pawanraj Sanghvi	Non-Executive, Independent Director	6	Yes	Nil	3	5
Mr. Babulal M. Bhansali*	Non-Executive Director	6	Yes	1,95,000	4	1
Mr. Jayesh B. Bhansali*	Non-Executive Director	6	Yes	1,300	4	7
Mrs. Meenakshi J. Bhansali	Non-Executive Director	6	Yes	Nil	3	Nil

* Promoters
$ The Company has not issued any convertible securities/debentures
% Includes position of Member as well as Chairman held in other Companies
^ Includes only listed companies

Listed entities, other than Bentley Commercial Enterprises Limited, where the Directors of the Company are directors as on March 31, 2025, and their category therein is as under:

Name of Director	Name of listed entity	Category
Mr. Aditya Santosh Srivastava	Sheraton Properties & Finance Limited Speedage Commercials Limited	Non-Executive Independent Director
Mr. Dipesh Pawanraj Sanghvi	Sheraton Properties & Finance Limited Speedage Commercials Limited	Non-Executive Independent Director
Mr. Babulal Mishrimal Bhansali	Bhansali Engineering Polymers Limited	Executive Director (MD)
	Sheraton Properties & Finance Limited	Non-Executive Non-Independent Director
	Speedage Commercials Limited	Non-Executive Non-Independent Director
Mr. Jayesh Babulal Bhansali	Bhansali Engineering Polymers Limited	Executive Director
	Sheraton Properties & Finance Limited	Non-Executive Non-Independent Director
	Speedage Commercials Limited	Non-Executive Non-Independent Director
Mrs. Meenakshi J. Bhansali	Sheraton Properties & Finance Limited Speedage Commercials Limited	Non-Executive Non-Independent Director

Pursuant to the provisions of Section 165(1) the Companies Act, 2013 and Regulations 26(1) & 17A of the SEBI Listing Regulations, none of the Directors:

- hold Directorships in more than 20 companies (Public or Private);
- hold Directorships in more than 10 public companies;
- hold Membership of Board Committees (Audit & Stakeholders Relationship Committees) in excess of 10 and Chairmanship of Board Committee in excess of 5;
- serve as Director in more than 7 listed companies;
- serve as Independent Director in more than 7 listed companies, and
- who serve as Managing Director/Whole Time Director in any listed company serves as Independent Director in more than 3 listed companies.

D. Disclosure of relationships between Director inter-se:

Mr. Babulal M. Bhansali, Director is the father of Mr. Jayesh B. Bhansali, Director of the Company. Mrs. Meenakshi Bhansali, Director is the spouse of Mr. Jayesh B. Bhansali. Other than this, none of the other Directors are related to each other.

E. Resignation of Independent Director from the Board of the Company:

During the year under review, there was no resignation of any Independent Director.

F. Matrix setting out the core skills/expertise/competence of the Board of Directors:

The Company recognizes and embraces the importance of a diverse Board and is endowed with appropriate balance of skills, experience and diversity of perspectives, thereby ensuring effective Board governance.

The Company is committed towards ensuring that the Directors being appointed on the Board have certain key skills, expertise and competencies, which shall help in effective functioning of the Company. The Board, in addition to having the basic skills and competencies, such as Leadership qualities and adequate financial knowledge, possesses the following key skills/ expertise/ competencies:

Name of Director	Area of Expertise
Mr. Babulal M. Bhansali	Business Administration and Management
Mr. Jayesh B. Bhansali	Marketing, Finance and General Administration
Mrs. Meenakshi J. Bhansali	Compliance and Corporate Secretarial Management
Mr. Aditya Santosh Srivastava	Accounting & Taxation
Mr. Dipesh Pawanraj Sanghvi	Accounting & Taxation

The Board possesses the necessary skills, expertise and competencies as are required for the Company's business to function smoothly and to achieve significant growth in the industry that the Company is part of.

COMMITTEES:

The Committees of the Board ('Committees') play an important role in the governance by focusing on specific areas and making informed decisions within the delegated authority. Majority of the members constituting the Committees are Independent Directors and each Committee is guided by its Charter or Terms of Reference or Policy, which provides for the composition, scope, powers & duties and responsibilities. The recommendations, observations and decisions of the Committees are placed before the Board for information / consideration, if necessary.

The Board has constituted the following Committees:

3. AUDIT COMMITTEE:

The Audit Committee is constituted in accordance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations.

The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

The Company Secretary acts as Secretary to the Audit Committee. The Audit Committee met 4 (Four) times during the financial year 2024-25 i.e. on May 21, 2024, August 13, 2024, November 13, 2024 and February 7, 2025. Further, the Chairman of the Committee attends the Annual General Meeting of the Company to answer shareholder's queries, if any.

Composition of the Audit Committee:

As on March 31, 2025, the Audit Committee consists of 3 (Three) Non-Executive Directors of whom 2 (Two) are Non-Executive Independent Directors and 1 (One) is Non-Executive Non Independent Directors.

The details of the composition of the Audit Committee and attendance at meetings during 2024-25 are as follows:

Name of Committee members	Category	No. of meeting attended during the year
Mr. Aditya Santosh Srivastava	Non-Executive - Independent Director, Chairman	4
Mr. Dipesh Pawanraj Sanghvi	Non-Executive - Independent Director, Member	4
Mr. Jayesh Babulal Bhansali	Non-Executive – Non Independent Director, Member	4

The terms of reference of the Audit Committee are:

The matters falling within the ambit of the Audit Committee, are specified under Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Act, read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), which inter alia include:

(a) **Powers of Audit Committee:**

The Audit Committee shall have the following powers:

- to investigate any activity within its terms of reference,

- to seek information from any employee,
- to obtain outside legal or other professional advice, and
- to secure attendance of outsiders with relevant expertise, if it considers necessary.

(b) **Role of the Audit Committee:**

The role of Audit Committee shall include following:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
    i. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
    ii. Changes, if any, in accounting policies and practices and reasons for the same;
    iii. Major accounting entries involving estimates based on the exercise of judgment by management;
    iv. Significant adjustments made in the financial statements arising out of audit findings;
    v. Compliance with listing and other legal requirements relating to financial statements;
    vi. Disclosure of any related party transactions;
    vii. Modified opinion(s) in the draft audit report;

5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approval or any subsequent modification of transactions of the listed entity with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the listed entity, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up thereon;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. To review the functioning of the whistle blower mechanism;

19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

20. Carrying out any other function as is mentioned in the terms of reference of the audit committee.

21. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

22. Consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

(c) **Review of information by Audit Committee:**

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:

    a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
    b. Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

4. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee (NRC) is constituted in accordance with the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. All members except one are Independent Directors.

The Company Secretary acts as Secretary to the NRC. The NRC met once during the financial year 2024-25 i.e. on May 8, 2024. Further, the Chairman of the Committee attends the Annual General Meeting of the Company to answer shareholder's queries, if any.

Composition of the NRC:

As on March 31, 2025, the NRC consists of 3 (Three) Non-Executive Directors of whom 2 (Two) are Non-Executive Independent Directors and 1 (One) is Non-Executive Non-Independent Directors.

The details of the composition of the NRC and attendance at meetings during 2024-25 are as follows:

Name of Committee members	Category	Attendance

Mr. Dipesh Pawanraj Sanghvi	Non-Executive - Independent Director, Chairman	1
Mr. Aditya Santosh Srivastava	Non-Executive - Independent Director, Member	1
Mr. Jayesh B. Bhansali	Non-Executive – Non- Independent Director, Member	1

The terms of reference of the NRC are:

The Nomination and Remuneration Policy has been amended over the years to align it with the requirements of applicable laws, rules and regulations. The roles, powers and broad terms of reference of NRC covers the areas as provided under Regulation 19 read with Part D of Schedule II of Listing Regulations and Section 178 of the Act, which includes the following:

1. Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, suitable experience, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to remuneration of directors, Key Managerial Personnel and other employees. The Committee will review the composition of the Board periodically with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience, etc;

2. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to the remuneration of the directors, key managerial personnel and other employees.

3. Recommend to the Board the appointment or reappointment of Directors.

4. Devise a policy on diversity of Board of Directors;

5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of directors their appointment and removal;

6. Carry out/oversee evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board its Committees and Individual Directors. This shall include "formulation of criteria for evaluation of Independent Directors and the Board";

7. Recommend to Board the remuneration payable to the Directors and oversee the remuneration of Senior Management/Key Managerial Personnel of the Company being reasonable and competitive, considering the prevalent compensation packages so as to enable the Company to recruit and retain suitable talent/staff in such

capacity motivating them for rendering their quality services to carry the business affairs of the Company at its optimum level;

8. Determine whether to extend or continue the term of appointment of the independent director(s), on the basis of performance evaluation report related to them;

9. Take due consideration of Financial position of Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration at the time of appointment or re-appointment;

10. Carry out any other functions referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable; and

11. Perform such other functions as may be necessary or appropriate for the performance of its duties.

Nomination and Remuneration Policy:

The Nomination and Remuneration policy has been formulated by the NRC considering various relevant parameters which can be accessible on the website of the Company at www.bentleycommercialent.in/

Performance evaluation of the Board:

In accordance with the provisions of the Act and Listing Regulations, your Company has formulated the criteria for performance evaluation of all the Directors including Independent Directors, the Board and its Committees and the Chairman.

The Independent Directors evaluates the performance of the Non-Independent Directors, Chairman of the Company (taking into account the views of the Executive Directors and the Non-Executive Directors) and assess the quality, quantity and timeliness of the flow of information between Company Management and the Board of Directors, which facilitates the Board in performing their duties in a reasonable & effective manner. Similarly, the Board evaluates the performance of its Committees and the Independent Directors, excluding the Director being evaluated.

The criteria for performance evaluation include the following:

1. **Individual Director's Performance Evaluation**

   Attendance at meetings and the extent of preparedness for meetings, participation and contribution, independence of judgment, knowledge updating, initiatives taken, working relationships and guidance to senior management and board members, expressing views, understanding of the Company, industry,sector, geography, etc.

2. Evaluation of the Board as a Whole

Proper mix of competencies, experience and qualification, adoption of proper, clear and transparent procedure to appoint directors, conducting meeting(s) on a regular basis, confirming agenda with all relevant information, providing entrepreneurial leadership to the Company, understanding of business, strategy and growth, responsibilities towards stakeholders, risk management and financial controls, discussions through healthy debate, quality of decision making, monitoring performance of management, reviewing the CSR initiatives, grievance redressal mechanism, analysis and examines governance and compliances related issues, maintaining high standards of integrity and probity, etc.

3. Chairman's Performance Evaluation

Providing effective leadership, setting effective strategic agenda of the Board, encouraging active engagement by the Board members, providing guidance and motivation to the Managing Director, practicality in taking discussions, establishing effective communication with all the stakeholders etc.

4. Performance Evaluation of Board Committees

Sufficiency in the scope for addressing the objectives, effectiveness in performing the key responsibilities, adequacy in composition and frequency of meetings, quality of relationship of the committee with the Board and the management, clarity of agenda being discussed, discussion on critical issues, clarity of role and responsibilities, etc.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee ('SRC') is constituted in accordance with the provisions of Regulation 20 of Listing Regulations and Section 178 of the Act to specifically look into various aspects of interests of the shareholders.

The Company Secretary acts as Secretary to the Audit Committee. The SRC met once during the financial year 2024-25 i.e. on August 26, 2024. Further, the Chairman of the Committee attends the Annual General Meeting of the Company to answer shareholder's queries, if any.

Composition of the SRC:

The details of the composition of the SRC and attendance at meetings during 2024-25 are as follows:

Name of Committee members	Category	No. of Meetings attended during the financial year
Mr. Dipesh Pawanraj Sanghvi	Non-Executive - Independent Director, Chairman	1
Mr. Aditya Santosh Srivastava	Non-Executive - Independent Director, Member	1
Mr. Jayesh B. Bhansali	Non-Executive - Non Independent -Director, Member	1

Terms of Reference:

The role of the committee, shall inter-alia include the following:

(1) Oversee the performance of the Company's Registrar and Share Transfer Agent;

(2) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(3) Review of measures taken for effective exercise of voting rights by shareholders.

(4) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.

(5) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

(6) Carry out any other function as is referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable.

OTHER DETAILS:

Statement of Investor Grievances

No. of complaints pending as on 1st April, 2024	No. of complaints received during the financial year	No. of complaints attended during the financial year	No. of complaints pending as on 31st March, 2025
0	**0**	**0**	**0**

5A. RISK MANAGEMENT COMMITTEE:

Not Applicable, since the Company does not fall within the Top 1000 listed companies by market capitalization.

5B.APPOINTMENT/RESIGNATION/ CHANGE IN DESIGNATION OF KEY MANAGERIAL PERSONNEL / SENIOR MANAGEMENT DURING THE YEAR:

Ms. Kavya Gawde tendered her resignation as the Chief Executive Officer of the Company with effect from 9th February, 2024 due to personal reasons and Mr. Sudipta Kumar Singha was appointed as the Chief Executive Officer with effect from 8th May, 2024.

6. DETAILS OF REMUNERATION PAID TO DIRECTORS DURING FINANCIAL YEAR 2024-2025:

During the financial year under review, the Company has not paid any sitting fees or any type of remuneration to any of its Directors.

The criteria for making payment to Non-Executive Directors is available on the website of the Company at: www.bentleycommercialent.in/

The Independent Directors have no pecuniary relationship or transaction with the Company. The Company did not grant any stock options to the Non-Executive Directors.

7. GENERAL BODY MEETINGS:

(1) Details of last three Annual General Meetings held and the summary of Special Resolutions passed therein are as under:

AGM	Financial Year ended	Date & Time	Venue	Special Resolution Passed
39th AGM	31st March 2024	Monday, September 30th 2024. 11.00 a.m.	301 and 302, 3rd Floor, Peninsula Heights C. D. Barfiwala Road, Andheri (West), Mumbai - 400058	No Special Resolution was passed
38th AGM	31st March 2023	Tuesday, September 26th 2023. 11.00 a.m.	301 and 302, 3rd Floor, Peninsula Heights C. D. Barfiwala Road, Andheri (West), Mumbai - 400058	No Special Resolution was passed
37th AGM	31st March 2022	Thursday, September 29th 2022.	301 and 302, 3rd Floor,	No Special Resolution was passed

		11.00 a.m.	Peninsula Heights C. D. Barfiwala Road, Andheri (West), Mumbai - 400058	

(2) **Details of Postal ballot and Special Resolution passed through Postal Ballot**:

The Company sought the approval of shareholders through postal ballot process during the financial year 2024-25 in accordance with the provisions contained in Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The shareholders were provided the facility to vote through e-voting. The postal ballot notice was sent to shareholders as per the permitted mode wherever applicable. The Company also published a notice in the newspapers in accordance with the requirements under the Companies Act, 2013.

Shareholders holding equity shares as on the cut-off date had cast their votes through e-voting or through postal ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submitted his report to the Chairman and the results of voting by postal ballot were announced within 48 hours of conclusion of the voting period. The results are displayed on the website of the Company (https://bentleycommercialent.in/) and communicated to the Stock Exchange, Depository, and Registrar and Share Transfer Agent.

Vide notice of postal ballot dated February 18, 2025, the Company sought approval for related party transaction by way of Ordinary Resolution. The aforesaid resolution was duly passed, and the results of postal ballot/e-voting were announced on March 25, 2025.

The person conducting the postal ballot exercise were Ms. Meenakshi Bhansali, Director and Company Secretary of the Company and Ms. Neha R Lahoty (M. No. FCS 8568), Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai was appointed as the Scrutinizer to scrutinize the postal ballot and remote e-voting process in a fair and transparent manner.

The Company had availed the electronic voting platform of MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*), the Company's Registrar and Share Transfer Agent, for providing remote e-voting facility to the shareholders of the Company to vote on the resolution proposed vide Postal Ballot Notice dated February 18, 2025.

Further details are as follows:

Financial Year	Voting Day, Date & Time	Mode	Particulars of Ordinary Resolution passed
2024-25	Friday, February 21, 2025 at 09:00 A.M. to Saturday, March 22, 2025 at 05:00 P.M.	Postal Ballot - held through remote e -voting	Approval for Related Party Transactions

8. MEANS OF COMMUNICATION:

The Company from time to time and as may be required, communicates with its Shareholders and Investors through multiple channels of communications including the following:

- Dissemination of information on the website of the Stock Exchange;
- Annual reports; and
- Uploading relevant information on the Company's website.

Quarterly Results:

The Company's quarterly / half-yearly / annual financial results are sent to the Stock Exchange and published in 'The Free Press Journal' (English) and 'Navshakti' (Marathi). Simultaneously, they are also displayed on the Company's website: www.bentleycommercialent.in/

News releases, presentations:

Official news releases and official media releases are generally sent to the Stock Exchange and are also available on the website of the Company: www.bentleycommercialent.in/

Website:

The Company's website www.bentleycommercialent.in/ contains every intimation submitted by the Company to the Stock Exchange and official news releases, if any by the Company where shareholders' information is available.

Presentations to institutional investors / analysts:

Presentations made, if any to institutional investors and analysts shall be intimated to the Stock Exchange and are also uploaded on the website of the Company: www.bentleycommercialent.in/

9. GENERAL INFORMATION TO SHAREHOLDERS:

a. Annual General Meeting	Day :	25th September, 2025
	Date :	Thursday
	Time :	11 a.m.
	Venue :	301 & 302, 3rd Floor, Peninsula Heights, CD Barfiwala Road, Andheri (West), Mumbai, Maharashtra, 400058.
b. Financial Year: The financial year of the Company covers the financial period from April 1, 2024 to March 31, 2025.		
c. Dividend Payment Date: During the year under review, the Board of Directors did not declare any dividend for shareholders.		
d. Listing on Stock Exchange:	**Name of Stock Exchange**	**Address**
	BSE Limited	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001
	The requisite Annual listing fees for financial year 2024-25 have been paid in full to BSE.	
	None of the securities of the Company have been suspended for trading at any point of time during the year.	
e. Registrar and Share Transfer Agent:	**Name**	**Address**
	MUFG Intime India Private Limited (*Formerly known as Link Intime India Private Limited*)	C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083
	Phone: 91 22 4918 6000	Website: www.in.mpms.mufg.com
	Email: rnt.helpdesk@in.mpms.mufg.com	

Share Transfer System:

Share Transfer and related operations for the company are processed by the Company's RTA viz. MUFG Intime India Private Limited (*formerly known as Link Intime India Private Limited*.)

Distribution of Shareholding:

The Distribution of Shareholding as on 31st March, 2025 is as under:

No. of Equity Shares Held	**Shareholders**		**Shares**	
	Number	**%**	**Amount**	**% of Total**

				Capital
1-500	375	94.21	2,30,000	2.31
501-1000	-	-	-	-
1001-2000	1	0.25	13,000	0.13
2001-3000	2	0.50	56,000	0.56
3001-4000	-	-	-	-
4001-5000	-	-	-	-
5001-10000	4	1.01	3,00,000	3.01
10001 & above	16	4.03	93,61,000	93.99
Total	398	100.00	99,60,000	100.00

Dematerialization of shares and liquidity:

Break-up of shared held in physical and dematerialised form as on 31st March, 2025 is as follows:

Shareholding	**2024-25**	
	No. of Shares	% of Total
Physical	2,56,750	25.78
Demat Segment:		
NSDL	0	0.00
CDSL	7,39,250	74.22
Total	9,96,000	100.00

Under the Depository (CDSL) System, the shares are dematerialized and are available in the electronic segment under International Securities Identification Number (ISIN) – INE496M01017 which is allotted to the Company's shares.

Outstanding global depository receipts or American Depository Receipts or warrants or any
convertible instruments, conversion date and likely impact on equity:

The Company has not issued any ADRs/GDRs/ Warrants or any Convertible instruments.

Foreign Exchange Risk and Hedging activities: Nil

Plant Location:

The Company is in the business of financial services, therefore, it does not have any manufacturing plants.

Address for members' correspondence:

Members are requested to correspond with the Registrars and Share Transfer Agents at the below given address on all matters relating to transfer/dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of the Company.

Compliance Officer & Investor Relations:
Ms. Meenakshi Bhansali, Company Secretary and Compliance Officer
301 & 302, 3rd Floor, Peninsula Heights, CD Barfiwala Road, Andheri (West), Mumbai, Maharashtra, 400058
Email: bentleycomplaints@gmail.com
Phone: 022 – 2621 6060/61/62/63/64

List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad: Not Applicable

10. DISCLOSURES:

(A) Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large:

During the financial year under review:

a) All contracts/arrangements/transactions entered into by the Company during the year under review with related parties were in the ordinary course of business and on arm's length basis in terms of provisions of the Act; and
b) There was no materially significant related party transaction that may have potential conflict with the interest of the Company at large;

The Board has approved a policy for related party transactions which has been uploaded on the Company's website. The web-link as required under the SEBI Listing Regulations is as under: www.bentleycommercialent.in/

(B) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange or the board or any statutory authority, on any matter related to capital markets, during the last three years:

The Company has made due compliances and no penalties and strictures were imposed on the Company by the Stock Exchange or SEBI or any other Statutory Authority on any matter related to the capital market during the last three years.

(C) Establishment of Whistle Blower/Vigil Mechanism Policy and access to the Chairman of the Audit Committee:

Pursuant to Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (LODR) Regulations, 2015, the Company has formulated the Vigil Mechanism & Whistle Blower Policy for Directors and employees to report to management about the unethical behaviour, fraud or violation of the Company's Code of Conduct.

The mechanism provides ethical code of conduct of the highest degree of transparency, integrity, accountability and responsibility. Any actual or potential violation of the Code would be a matter of serious concern for the Company. The Directors, Employees or any person dealing with the Company can play an important role in pointing out such violations of the code.

The Policy has been posted on the website of the Company viz., www.bentleycommercialent.in/

None of the personnel of the Company has been denied access to the Audit Committee.

(D) Compliance with the Mandatory requirements and Implementation of the Non mandatory requirements:

All the mandatory requirements of Regulations 17 to 27 and Regulation 34 of the SEBI (LODR) Regulations, 2015, have been complied with by the Company.

The Company has also adopted the following Non Mandatory Discretionary requirement as prescribed in Part E of the Schedule II to the Regulation 27 of the Listing Regulations, as amended from time to time:

- The Internal Auditor directly reports to the Audit Committee
- For the Financial Year 2024-25, the Auditors have expressed an unmodified opinion on the Financial Statements of the Company.

(E) Policy on Subsidiary Companies:

The Company does not have any subsidiary company as on 31st March, 2025. The Policy for determining the material subsidiaries is available at www.bentleycommercialent.in/

(F) Policy on Related Party Transactions:

In terms of Section 188 of the Companies Act, 2013 read with the Regulation 23 of the SEBI (LODR) Regulations, 2015, the Company had formulated a policy on related party transactions. The Policy is intended to ensure that there is proper approval and reporting of transactions between the Company and its related parties. The Policy, after carrying out the necessary modifications in line with the amendments made from time to time, is placed on the website of the Company at www.bentleycommercialent.in/

(G) Commodity Price risks and Hedging Activities:

Company is not dealing in Commodity Trading, so price risks and hedging activities are not applicable to Company.

(H) Details of Utilization of funds:

Not Applicable, since the Company has not raised any funds through preferential allotment or Qualified Institutional Placement as specified under Regulation 32 (7A).

(I) Certificate from a Practicing Company Secretary on Non-Disqualification of Directors:

The Company has received a Certificate from M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai to the effect that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such statutory authority.

(J) Recommendations of the Committees:

All recommendations of the committees have been considered by the Board of Directors, from time to time, while arriving at any decision, and there has been no instance during the year under review, where any such recommendation which is mandatory in nature has not been able with.

(K) Total Fees to Statutory Auditors for FY 2024-2025

The total fees for FY 2024-2025, payable by the Company to the Statutory Auditors i.e. B.L. Dasharda & Associates is Rs. 35,000/- + GST.

(L) Disclosures as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has constituted Internal Complaints Committee (ICC) to consider and resolve all sexual harassment complaints. The Constitution of ICC is as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details of number of complaints filed and resolved during the Financial Year is as follows:

i. Number of complaints filed during the financial year – Nil
ii. Number of complaints disposed of during the financial year – Nil
iii. Number of complaints pending as on end of financial year – Nil

(M) Loans and advances by the Company and its Subsidiaries:

Loans and advances forms part of the related party disclosures in the notes to the financial statements for the financial year ended March 31, 2025.

(N) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Not Applicable, during the year there was no material subsidiary of the Company.

11. THE DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT.

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015 and paras (2) to (10) mentioned in part 'C' of Schedule V of the SEBI (LODR) Regulations, 2015 during the year under review.

Disclosure with respect to Demat Suspense Account / Unclaimed Suspense Account:

Particulars	**Number of Shareholders**	**Number of Equity shares**
Aggregate number of Shareholders and outstanding shares in suspense account lying as on 1st April, 2024 (Demat and Physical)	Nil	Nil
Any changes during the year	Nil	Nil
Aggregate number of Shareholders and outstanding shares in suspense account lying as on 31st March, 2025 (Demat and Physical)	Nil	Nil

The voting rights on the shares outstanding in the suspense account as on 31st March, 2024 shall remain frozen till the rightful owner of such shares claims the shares.

Agreements pursuant to regulation 30A of SEBI (Listing Obligations and Disclosure requirement) Regulations, 2015:

The Company has not entered into agreements during the year under review which is binding on the Company and not in normal course of business pursuant to regulation 30A.

Code of Conduct:

The Company has in place a comprehensive Code of Conduct for Board Members, Independent Directors and Senior Management. The Code gives guidance and support needed for ethical conduct of business and compliance of law.

A copy of the Code of Conduct has been put up on the Company's website. The Company has obtained the confirmation of the compliance with the Code from all Board Members and Senior Management Personnel.

Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

The Company has adopted a Code of Conduct for Prevention of Insider Trading, in accordance with requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Act, with a view to regulate trading in securities of the Company by the Designated Persons, which can be accessed at www.bentleycommercialent.in/

Further, the Company has also adopted the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information under the aforesaid SEBI Regulations for preserving the confidentiality of unpublished price sensitive information and preventing misuse of such information and also ensuring timely, fair and adequate disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. The same is available on the website of the Company at www.bentleycommercialent.in/

CEO/ CFO CERTIFICATION:

In compliance with Regulation 17(8) of the SEBI (LODR) Regulations, 2015, a certificate from Chief Executive Officer and Chief Financial Officer of the Company to the Board of Directors as specified in Part B of Schedule II of the said Regulations forms part of the report (Refer Annexure – 2).

For and on behalf of the Board of Directors

Jayesh B. Bhansali
Director
(DIN: 01062853)

Date: 31.08.2025
Place: Mumbai

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members,
Bentley Commercial Enterprises Limited
Unit No. 301 & 302, 3rd Floor,
Peninsula Heights, C.D. Barfiwala Road,
Andheri (West), Mumbai - 400058.

We have examined the compliance of the conditions of Corporate Governance by **Bentley Commercial Enterprises Limited** ("the Company") for the purpose of issuing this certificate for the Financial Year ended March 31, 2025, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the Listing Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management of the Company, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of the SEBI Listing Regulations for the year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

NEHA R LAHOTY
PARTNER
FCS: 8568
COP: 10286
UDIN: F008568G001134297
Peer Review Cer. No: 6391/2025

Date: August 31, 2025
Place: Mumbai

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C Clause 10(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Members
Bentley Commercial Enterprises Limited
301 & 302, 3rd Floor, Peninsula Heights,
CD Barfiwala Road, Andheri (West),
Mumbai, Maharashtra, 400058.

Dear Sirs,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Bentley Commercial Enterprises Limited,** having CIN: L24110MH1985PLC035396) and its Registered Office at 301 & 302, 3rd Floor, Peninsula Heights, CD Barfiwala Road, Andheri (West), Mumbai: 400058 (hereinafter referred to as "the Company"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V, Para C, sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our knowledge, information and based on the individual confirmations received from the Board of Directors of the Company and the verification (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Sr. No.	Name of the Director	DIN	Date of Appointment
1.	Mr. Babulal M. Bhansali	00102930	09/08/1996
2.	Mr. Jayesh B. Bhansali	01062853	30/07/2004
3.	Mrs. Meenakshi J. Bhansali	06936671	04/08/2014
4.	Mr. Aditya Santosh Srivastava	07250865	31/08/2015
5.	Mr. Dipesh Pawanraj Sanghvi	07274074	31/08/2015

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on this based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **RATHI & ASSOCIATES**
COMPANY SECRETARIES

NEHA R LAHOTY
PARTNER
FCS: 8568
COP: 10286
UDIN: F008568G001134321

Date: August 31, 2025
Place: Mumbai

CEO – CFO COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF THE SEBI LISTING REGULATIONS:

We, Sudipta Kumar Singha, Chief Executive Officer and Arun Kinjawadekar, Chief Financial Officer certify that:

A. We have reviewed Audited Standalone Financial Statements and the Cash Flow Statement for the finance year ended 31st March, 2025 and that to the best of our knowledge and belief:

   i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the audit committee the following, if any:

   i. significant changes in internal control over financial reporting during the year;
   ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Bentley Commercial Enterprises Limited

Sudipta Kumar Singha
Chief Executive Officer

Arun Kinjawadekar
Chief Financial Officer

Place: Mumbai
Date: August 31, 2025

DECLARATION BY CEO OF THE COMPANY RELATING TO COMPLIANCE OF CODE OF CONDUCT BY ALL BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL OF THE COMPANY

This is to confirm that the members of Board of Directors and Senior Management Personnel (including Chief Financial Officer and Company Secretary) of the Company have affirmed compliance with the Code of Conduct of Bentley Commercial Enterprises Limited, as applicable to them, for the financial year ended 31st March, 2025.

For **Bentley Commercial Enterprises Limited**

Place: Mumbai
Date: August 31, 2025

Sudipta Kumar Singha
Chief Executive Officer

INDEPENDENT AUDITORS' REPORT

To,
The Members of
Bentley Commercial Enterprises Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying Ind AS standalone financial statements of **Bentley Commercial Enterprises Limited** ("the Company") which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement, the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Opinion

2. In our opinion and to the best of our information and according to the explanations given to us, the accompanying standalone financial statements give the information required by the Companies Act 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2025, the Profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

3. We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	**Nil**	

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

5. The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

   In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

   The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

   As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

   • Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

   • Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal & regulatory Requirements

8. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.

9. (A) As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   e) On the basis of written representations received from the Directors as on 31st March 2025, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2025 from being appointed as a Director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial control over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure II".

(B) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us :

i. The Company does not have any pending litigation.

ii. The Company does not have any long-term contracts, including derivatives contracts for which there were any material foreseeable losses.

iii. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

iv. As per the management representation we report,

(a) no funds have been advanced or loaned or invested by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"),with the understanding that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate beneficiaries.

(b) no funds have been received by the company from any person(s) or entities, including foreign entities ("Funding Parties"),with the understanding that the such company shall whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (Ultimate Beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

(c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) of Rule 11(e) by the management contain any material mis-statement.

v. Since the company has not declared or paid any dividend during the year, the question of commenting on whether dividend declared or paid is in accordance with Section 123 of the Act does not arise.

vi. Based on the audit procedures performed in terms of Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility, we report that the company has maintained the books of accounts in the software which has a feature of recording audit trail of transactions entered in the software.

(C) With respect to the matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act as amended:

In our opinion and to the best of our information and according to the explanation given to us, the company has not paid any remuneration to its directors during the year.

For and on behalf of
B.L.Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W

Sushant Mehta
Partner
M.No. : 112489

Place : Mumbai
Dated : 17th May, 2025
UDIN NO: 25112489BMIUYD4257

ANNEXURE I TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 8 under the heading of "Report on Other Legal and Regulatory Requirements" Section of our report of even date)

1 (a) The provisions of clause 3 (i) (a), (b), (c), (d) of the Order is not applicable to the Company since the Company does not have any Fixed Assets.

(b) There has been no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder, hence the provisions of Clause 3 (i) (e) of the Order is not applicable to the Company

2 The provisions of clause 3(ii) of the Order is not applicable to the Company since the Company does not have any inventory of goods.

3. a) In our opinion and according to the information and explanations given to us, the Company does not have any subsidiaries, joint ventures and associates and hence reporting under clause 3(iii)(a) (A) of the Order is not applicable. According to the information and explanations given to us, the company has done investments in various companies but has not provided any guarantee or security to Companies, Firms, Limited Liability Partnerships and other parties. According to the information and explanations given to us and based on the audit procedures performed by us, the company has also granted Unsecured loans ("Loans") to Companies, Firms, Limited Liability Partnerships and other entities. The aggregate amount of Loans given during the year is Rs 1,645 lakhs, the loans received back is Rs 1,285 lakhs and the balance outstanding at the Balance sheet date is Rs 1,735 lakhs.

b) According to the information and explanations given to us and based on the audit procedures conducted by us, the terms and conditions of the Loans granted and the Investments done by the company are prima-facie not prejudicial to the company's interest;

c) According to the information and explanations given and the records of the company examined by us, as the loans are repayable on demand, no schedule of repayment of principal has been stipulated, hence the provisions of clause (iii) (c) of the Order is not applicable.

d) According to the information and explanations given to us and the records of the company examined by us, as the loans are repayable on demand, and hence the provisions of clause (iii) (d) of the Order are not applicable.

e) According to the information and explanations given to us and the records of the company examined by us, as the loans are repayable on demand, the provisions of clause (iii) (e) of the Order are not applicable.

f) According to the information and explanations given to us and the records of the company examined by us, the company has granted loans either repayable on demand or without specifying any terms or period or repayment of Rs 1,735 lakhs constituting 100% of the total Loans outstanding.

4. In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loans to any party covered under Section 185 of the Act. In respect of Investments made in body corporate by the Company, the provisions of Section 186 of the Act, has been complied with.

5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73, 74, 75 and 76 of the Act and the ruled framed thereunder to the extent notified.

6. The provisions of clause 3(vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records & Audit) Rules, 2014.

7. a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Cess, GST and any other statutory dues have been generally regularly deposited in time with the appropriate authorities and there are no undisputed statutory dues payable at the year end for a period of more than six months from the date they became payable.

   b) In our opinion and according to the information and explanations given to us, there are no dues outstanding in respect of Income Tax, Custom Duty, GST and any other statutory dues on account of any dispute.

8. According to the information and explanations given by the management and based on the procedures carried out during the course of our audit, we have not come across any transactions not recorded in the books of account, and which have been surrendered or disclosed as Income in the tax assessments under the Income Tax Act, 1961.

9. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence paragraphs (a), (b) ,(c), (d) , (e) & (f) of Clause 3 (ix) of the Order are not applicable.

10. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and has not availed and term loans during the year under audit. Hence the provision of clause 3 (x) of the Order is not applicable to the Company.

11. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to information and explanations given to us, no material fraud by the company or on the company has been noticed or reported during the course of our audit. Hence the provisions of Clause 3 (xi) of the Order is not applicable to the Company.

    (b) There has been no report filed under sub-Section (12) of Section 143 of the Act by the auditors as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

    (c) As represented to us by the management there were no whistle blower complaints received during the year under audit.

12. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company, hence the provisions of Clause 3 (xii) of the Order is not applicable to the Company.

13. In our opinion and according to information and explanations given to us, transactions with related parties are in compliance with Section 177 and 188 of Act, wherever applicable, and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.

14. a) The company has an Internal audit system commensurate with the size and nature of its business;

b) We have considered the Internal Audit reports for the year under audit, issued to the company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of Clause 3 (xv) of the Order is not applicable to the Company.

16. According to information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3 (xvi) of the Order are not applicable to the Company.

17. The Company has not incurred any cash losses during the current financial year and in the immediately preceding financial year and hence the provision of Clause 3 (xvii) is not applicable to the company.

18. There has not been any resignation of the Statutory auditors during the year. Hence the provision of Clause 3 (xviii) is not applicable to the company.

19. According to the information and explanations given to us and on the basis of our examination of the records of the Company, no material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date based on the financial ratios, ageing , expected dates of realisation of financial assets, payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans. We further state that our reporting is based on the facts up to the date of audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

20. According to the information and explanations given to us and on the basis of our examination of the records the Company was not required to spend any amount under Corporate Social Responsibility (CSR) as prescribed under Section 135 of the Act;

For and on behalf of
B.L.Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W

Sushant Mehta
Partner
M.No. : 112489

Place : Mumbai
Dated: 17th May, 2025
UDIN NO: 25112489BMIUYD4257

Annexure-II

Annexure to the Independent Auditor's Report of even date on the standalone financial statements of Bentley Commercial Enterprises Limited on the Internal Financial Controls under clause (i) of Sub- Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Bentley Commercial Enterprises Limited** as of 31st March,2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed u/s 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depends upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of
B.L.Dasharda & Associates
Chartered Accountants
F.R. No.: 112615W

Sushant Mehta
Partner
M.No. : 112489

Place : Mumbai
Dated : 17th May, 2025
UDIN NO: 25112489BMIUYD4257

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Standalone Balance Sheet as at 31st March, 2025

(₹ in lakhs)

Particulars	Note No	As at 31st March, 2025	As at 31st March, 2024
A - Assets			
1) Non-Current Assets			
(a) Property, Plant and Equipment		-	-
(b) Capital work in progress		-	-
(c) Intangible assets		-	-
(d) Financial assets			
(i) Non-current investments	4	15,328.82	12,574.56
(ii) Loans	5 (i)	-	-
(iii) Other financial assets	6 (i)	-	-
(e) Other non-current assets	7 (i)	6.93	0.92
Total Non-Current Assets (A)		**15,335.75**	**12,575.48**
2) Current Assets			
(a) Inventories		-	-
(b) Financial assets			
(i) Trade Receivables		-	-
(ii) Cash and cash equivalents	8	67.77	8.70
(iii) Bank balances other than (ii) above	9	-	-
(iv) Loans	5(ii)	1,735.00	1,375.00
(v) Other Financial assets	6 (ii)	-	-
(c) Other current assets	7 (ii)	-	-
Total Current Assets (B)		**1,802.77**	**1,383.70**
Total Assets (A)+ (B)		**17,138.52**	**13,959.18**
B- Equity & Liabilities			
1) Equity			
(a) Equity share capital	10	99.60	99.60
(b) Other Equity	11	17,032.44	13,857.57
Total Equity (A)		**17,132.04**	**13,957.17**
2) Liabilities			
Non-Current Liabilities			
(a) Financial Liabilities			
(i) Long term borrowings		-	-
(ii) Other Non Current Liabilities		-	-
(b) Long term provisions		-	-
(c) Deferred tax liabilities (Net)	12	6.10	-
Total Non-Current Liabilities (B)		**6.10**	**-**
Current Liabilities			
(a) Financial Liabilities			
(i) Short term borrowings		-	-
(ii) Trade payables			
a) total outstanding dues of micro and small enterprises	13	0.35	0.35
b) total outstanding dues of creditors other than micro and small enterprises		-	-
(iii) Other Financial Current liabilities		-	-
(b) Other current liabilities	14	0.03	0.01
(c)Short term provisions		-	-
(d) Current tax liabilities (Net)		-	1.64
Total Current Liabilities (C)		**0.38**	**2.00**
Total Equity and Liabilities (A)+ (B) +(C)		**17,138.52**	**13,959.17**

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of

B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W

Sushant Mehta
Partner
M. No. 112489

Place: Mumbai
Dated :17th May ,2025
UDIN NO:

For and on behalf of the Board of Directors

B. M. Bhansali — **Director**
Jayesh B. Bhansali — **Director**

Arun Kinjawadekar — **Chief Financial Officer**
Meenakshi Bhansali — **Company Secretary**

Sudipta Kumar Singha
Chief Executive Officer

Place: Mumbai
Dated :17th May ,2025

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Standalone Statement of Profit and Loss for the Year ended 31st March, 2025

(₹ in lakhs)

Particulars	Note No	Year ended 31st March, 2025	Year ended 31st March, 2024
CONTINUING OPERATIONS			
I.Income:			
Revenue from operations	15	0.48	0.46
Other Income	16	678.57	1,873.71
Total Income		**679.04**	**1,874.17**
II. Expenses:			
Employee benefit expense	17	9.72	9.93
Operating Expenses		-	-
Finance costs	18	-	-
Other Expenses	19	23.43	6.83
Total Expenses		**33.15**	**16.76**
III. Profit /(Loss) before tax (I -II)		**645.89**	**1,857.41**
IV. Tax expense:			
Current tax		166.80	468.09
Deferred Tax		0.07	-
V. Profit / (Loss) from continuing operations (III -IV)		**479.03**	**1,389.32**
VI:Other Comprehensive Income			
a) Items that will not be reclassified to profit or loss			
MTM gain on equity Investments		2,701.88	3,364.13
Income tax on items that will not be reclassified		-	-
MTM gain on equity Investments		(6.04)	-
b) Items that will be reclassified to profit or loss			
Changes in fair value of investments other than equity share carried at Fair value through OCI		-	-
Income tax on items that will be reclassified Subsequently to the statements of profit and loss		-	-
Other Comprehensive Income /(Loss), net of tax		**2,695.85**	**3,364.13**
VII. Total Comprehensive Income / (Loss) for the Year (V-VI)		**3,174.87**	**4,753.45**
VIII:Earnings per equity share of ₹ 10 each (Refer Note No 27)			
Basic (₹)		**48.10**	**139.49**
Diluted (₹)		**48.10**	**139.49**

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached
For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W

Sushant Mehta
Partner
M. No. 112489

Place: Mumbai
Dated :17th May ,2025
UDIN NO:

For and on behalf of the Board of Directors

B. M. Bhansali — **Director**
Jayesh B. Bhansali — **Director**

Arun Kinjawadekar — **Chief Financial Officer**
Meenakshi Bhansali — **Company Secretary**

Sudipta Kumar Singha
Chief Executive Officer

Place: Mumbai
Dated :17th May ,2025

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Standalone Statement of Cash Flow for the year ended 31st March, 2025

(₹ in lakhs)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Cash flows from operating activities		
Profit before tax as per statement of profit and loss	645.89	1,857.41
Adjustments to reconcile profit before tax to net cash flows		
Depreciation of property, plant and equipment	-	-
Amortisation of Intangible Assets	-	-
Profit on Sales of financial assets (net)	(0.50)	(1.90)
Net (gain) arising from fair value of financial assets designated as at FVTPL	(0.02)	(0.47)
Interest income	(118.92)	(60.26)
Dividend from equity investments	(559.13)	(1,811.08)
Finance Costs	-	-
Unrealised (Gain)/Loss	-	-
Operating profit before working capital changes	**(32.68)**	**(16.30)**
Movement in Working Capital:		
Decrease / (increase) in Trade and other receivables	-	-
Decrease / (increase) in bank balance other than cash and cash equivalents	-	-
Decrease / (increase) in other non-current financial assets	-	-
Decrease / (increase) in other current financial assets	-	-
Decrease / (increase) in Other non current assets	-	-
Decrease / (increase) in Other current assets	-	-
Increase / (Decrease) in Trade payable	0.35	(0.52)
Increase / (Decrease) in financial liabilities	-	-
Increase / (Decrease) in Other current liabilities	0.02	(0.02)
Cash generated from/(used in) operations	**(32.30)**	**(16.84)**
Direct taxes paid, net of refunds	(174.45)	(466.45)
Net cash flow from/(used in) operating activities (A)	**(206.76)**	**(483.29)**
Cash flows from investing activities		
Purchase of Property, plant and equipment including CWIP	-	-
Proceeds from sale of Property, plant and equipment	-	-
Purchase of Investment	(52.22)	(46.97)
Loans Given	(1,645.00)	(1,848.00)
Loans Received back	1,285.00	473.00
Interest income	118.92	60.26
Dividend from equity investments	559.13	1,811.08
Net cash from/(used in) investing activities (B)	**265.83**	**449.37**
Cash flows from financing activities		
Finance Costs	-	-
Dividend paid on equity shares	-	-
Net cash from/(used in) financing activities (C)	**-**	**-**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	**59.07**	**(33.92)**
Cash and Cash equivalents at the beginning of year	8.70	42.62
Cash and Cash equivalents at the end of the year (Refer Note no 8)	**67.77**	**8.70**

Notes:

1. The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
2. Previous year's figures have been regrouped and rearranged wherever necessary.

As per our report of even date attached
For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W

Sushant Mehta
Partner
M. No. 112489

Place: Mumbai
Dated :17th May ,2025
UDIN NO:

For and on behalf of the Board of Directors

B. M. Bhansali — **Director**
Jayesh B. Bhansali — **Director**

Arun Kinjawadekar — **Chief Financial Officer**
Meenakshi Bhansali — **Company Secretary**

Sudipta Kumar Singha
Chief Executive Officer

Place: Mumbai
Dated :17th May ,2025

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Statement of Changes in Equity

(A) Equity Share Capital

(₹ in lakhs)

Particulars	Number of Shares	Amount
At 1st April, 2024	9,96,000	99.60
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	9,96,000	99.60
Changes in Equity Share Capital during the Year	-	-
At 31st March, 2025	**9,96,000**	**99.60**
Particulars	**Number of Shares**	**Amount**
At 1st April, 2023	9,96,000	99.60
Changes in Equity Share Capital due to prior period errors	-	-
Restated balance at the beginning of the current reporting period	9,96,000	99.60
Changes in Equity Share Capital during the Year	-	-
At 31st March, 2024	**9,96,000**	**99.60**

(B) Other Equity **(₹ in lakhs)**

Particulars	Reserves and Surplus		Other Comprehensive Income	Total
	Retained Earnings (Note 11)	General reserve (Note 11)	Equity Instrument through OCI (Note 11)	Total Equity
Balance as at 1st April, 2023	548.37	-	8,555.75	**9,104.12**
Profit for the Year	1,389.32	-		**1,389.32**
Non Current Financial Assets	-	-	3,364.13	**3,364.13**
Balance as at 31 st March, 2024	**1,937.69**	**-**	**11,919.88**	**13,857.57**
Profit for the Year	479.03	-	-	**479.03**
MTM Gain on fair value measurement of equity shares	-	-	**2,701.88**	**2,701.88**
Deferred Tax (Charges)/ Credit on fair value measurement of equity shares	-	-	**(6.04)**	**(6.04)**
Balance as at 31 st March, 2025	**2,416.71**	**-**	**14,615.73**	**17,032.44**

As per our report of even date attached
For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W

Sushant Mehta
Partner
M. No. 112489

Place: Mumbai
Dated :17th May ,2025
UDIN NO:

For and on behalf of the Board of Directors

B. M. Bhansali	**Jayesh B. Bhansali**
Director	**Director**
Arun Kinjawadekar	**Meenakshi Bhansali**
Chief Financial Officer	**Company Secretary**

Sudipta Kumar Singha
Chief Executive Officer

Place: Mumbai
Dated :17th May ,2025

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

1 Corporate Information

Bentley Commercial Enterprises Limited ('The Company') is a Public Limited Company domiciled in India.

2 Summary of Significant Accounting Policies

(a) Basis of Preparation & Presentation

The financial statements are prepared on the accrual basis of accounting and in accordance with the Indian Accounting Standards (hereinafter referred to as the Ind AS) as prescribed under Section 133 of the Companies Act, 2013 (the Act) (as amended) and other relevant provisions of the Act.

The Financial statements have been prepared as a going concern under the historical cost convention.

The Financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest Rupee, except otherwise stated as per the requirement of Schedule III.

(b) Classification of Current and Non-Current

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-Current classification.
An asset is treated as current when it is:

i) Expected to be realized or intended to be sold or consumed in normal operating cycle,
ii) Held primarily for the purpose of trading,
iii) Expected to be realized within twelve months after the reporting period, or
iv) Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
i) It is expected to be settled in normal operating cycle,
ii) It is held primarily for the purpose of trading,
iii) It is due to be settled within twelve months after the reporting period, or
iv) There is no unconditional right to determine the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non – current.

(c) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits.

(d) Taxes on Income

Current Tax

Income tax expense represents the sum of current tax and deferred tax and includes any adjustments related to past periods in current and /or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant year. Current income tax is based on the taxable income and calculated using the applicable tax rates.

Deferred Tax

Deferred tax is provided using the Balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at the end of reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.
Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

(e) Revenue Recognition.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

Revenue with respect to commission Income is recognized when it is earned & no significant uncertainty exists as to its realization or collection.
Dividend income is accounted for on receipt basis.

(f) Provisions

A provision is recognized when the Company has a present obligation Legal or Constructive that is reasonably estimate and it is probable that an outflow of economic benefits will be required to settle the obligation. These estimates are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.
If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(g) Earnings per Share

Basic earnings per share are calculated by dividing the net profit/ loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.
For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average

number of shares outstanding during the year are adjusted for the effects of diluted potential equity shares, if any.

(h) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(i) Employee Benefits:

Employee benefits are provided in the books in the following manner:
The liability for encashment of Gratuity and earned leave has been provided as per actual entitlements.

(j) Financial Instruments

A Financial Instruments (assets and liabilities) is defined as any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.
Financial Instruments are recognised when the Company becomes a party to the contractual provisions of the instruments. For tradable securities, the company recognizes the financial instruments on settlement date.
Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Financial Assets:

Financial assets include cash, or an equity instrument of another entity, or a contractual right to receive cash or another financial asset from another entity. Few examples of financial assets are loan receivables, investment in equity and debt instruments, trade receivable and cash and cash equivalents.
Financial assets are classified into various measurement categories as per Ind AS 109 "Financial Instruments" and Ind AS 32" Financial Instruments: Presentation" as follows.

i) Financial Assets measured at Amortized Cost:

A financial asset is subsequently measured at Amortized Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dated to cash flows thar are solely payments of principal and interest on the principal amount outstanding.

ii) Debt instruments at Fair Value Through Other Comprehensive Income (FVTOCI):

A debt instrument is subsequently measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
Debt instruments included within the FVTOCI category are measured at each reporting date at fair value with such changes being recognized in Other Comprehensive Income (OCI).
The interest income on these assets is recognized in the Statement of Profit and Loss.

iii) Equity instruments at Fair Value Through Other Comprehensive Income (FVTOCI):

An unquoted equity asset, not held for trading, is subsequently measured at FVTOCI at each reporting date at fair value with such changes being recognized in the Statement of Profit and Loss.

iv) Equity instruments through Fair Value Through Profit and Loss Account (FVTPL):

Equity investments that are not classified to be measured through FVTOCI are measured through FVTPL. Subsequent changes in fair value are recognized in the Statement of Profit and Loss.
The Company derecognizes a financial asset when the contractual cash flows from the asset expires or it transfers its rights to receive contractual cash flows from the financial asset in a transaction in which substantially all the risks and rewards of ownership are transferred. Any interest in transferred financial assets that is created or retained by the Company is recognized as a separate asset or liability.
On derecognition of the asset, cumulative gains or loss previously recognized in OCI is reclassified from OCI to the Statement of Profit and Loss.

v) Investments in associate companies:

Investment in equity of associate companies are valued at cost less impairment, if any.

vi) Financial Liabilities and Equity Instruments:

An equity instruments is any contract that evidences a residual interest in the assets of an entity after deducting all if its liabilities. Equity instruments issued by the company is recognized at the proceeds received, net of directly attributable transaction cost.
Financial liabilities are liabilities that represent a contractual obligation to deliver cash or another financial assets to another entity, or a contract that may or will be settled in the entity's own quity instruments. Trade payables, debt securities and other borrowings and subordinated debts are various types of financial liabilities.
After initial recognition, all financial liabilities are subsequently measured at amortized cost. Any gains or losses arising on derecognized of liabilities are recognized in the Statement of Profit and Loss.
A Financial liability is derecognized when the obligation under the liability is discharged, cancelled or expired.

(k) Fair Value Measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

• In the principal market for the asset or liability, or

• In the absence of a principal market, in the most advantageous market for the asset or liability The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

3 Critical Accounting Judgements and Key Sources of Estimation Uncertainty

The Preparation of Company's financial Statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenue, expenses, assets and liabilities and the accompanying disclosures. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustments to the carrying amount of assets or liabilities affected in next financial years.

a. Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability requires the application of judgements to existing facts and circumstances, which can be subject to change. The carrying amount of provisions and liabilities are reviewed regularly and revised to take account of changing facts and circumstances.

b. Current versus non-current classification:

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

c. Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

d. Impairment of non-financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The impairment provision for of non-financial assets company estimates asset's recoverable amount, which is higher of an asset's or Cash Generating Units (CGU's) fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account, if no such transactions can be identified, an appropriate evaluation model is used.

e. Recognition of Deferred Tax Assets and Liabilities:Impairment of non-financial assets:

Deferred tax assets and liabilities are recognised for deductible temporary differences and unused tax losses for which there is probability of utilisation against the future taxable profit. The Company uses judgement to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits and business developments.

f. Recent pronouncements:

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31st March, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Notes to the Standalone financial statement

	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024
	No of Shares	No of Shares	(₹ in lakhs)	(₹ in lakhs)
NOTE 4 : NON CURRENT INVESTMENTS				
Investments consist of the following:				
Investments- Non-current				
(i)Equity Shares Fully Paid Up (At FVOCI)				
Fully paid quoted investments				
Aarti Industries Ltd	10	10	0.04	0.07
ACC Ltd	5	-	0.10	-
Adani Energy Solution Ltd	5	-	0.04	-
Adani Enterprises Ltd	5	-	0.12	-
Adani Green Energy Ltd	5	-	0.05	-
Adani Port & Sez Limited	64	-	0.76	-
Adani Power Ltd	5	-	0.03	-
Adani Wilmar Ltd	4	-	0.01	-
Allcargo Logistics Ltd.	1200	500	0.34	0.36
Alok Industries Ltd	400	-	0.06	-
Ambuja Cements Ltd	5	-	0.03	-
Angel One Limited	22	-	0.51	-
Asian Paints Limited	6	-	0.14	-
B R Goyal Infrastructure Limited	1000	-	1.08	-
Bajaj Auto Limited	3	-	0.24	-
Bajaj Finserv Ltd.	10	10	0.20	0.16
Balmer Lawrie & Co Ltd.	100	100	0.18	0.24
Banco Products (I) Ltd.	260	150	0.90	0.89
Bandhan Bank Limited	100	-	0.15	-
Bank of Baroda.	50	50	0.11	0.13
Bank Maharashtra.	1000	1000	0.46	0.62
Baroda Extrusion Ltd.	2500	5000	0.16	0.18
Bhansali Engineering Polymers Limited.	13917064	13917064	15,141.77	12,427.94
Bharat Electronics Ltd.	150	150	0.45	0.30
Bharat Heavy Electrical Ltd.	500	500	1.08	1.24
Bharat Petroleum Corp Ltd.	200	50	0.56	0.30
Bikaji Food International Ltd.	46	46	0.30	0.23
Bombay Dyeing & Mfg Co Limited	400	-	0.76	-
Bosch Limited	2	-	0.57	-
Canara Bank Ltd.	100	10	0.09	0.06
Castrol India Limited.	50	50	0.10	0.09
Central Bank of India	500	500	0.21	0.30
CESC Ltd.	100	100	0.15	0.12
Coal India Ltd.	510	510	2.03	2.21
Cochin Shipyard Limited	200	200	2.82	1.74
Colgate Palmolive Ltd.	10	10	0.24	0.27
Computer Age Manangment Services Ltd	30	-	1.12	-
Cyient DLM Ltd.	48	48	0.22	0.35

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Notes to the Standalone financial statement

Davangere Sugar Company Ltd	10000	-	0.38	-
Dhanlaxmi Bank Limited	200	-	0.06	-
Divis Laboratories Ltd.	-	10	-	0.34
Dredging Corp India Ltd	1	-	0.01	-
Easy Trip Planners Ltd.	4000	500	0.47	0.21
Edelweiss Fin Serv Ltd.	300	300	0.27	0.19
Edelweiss Mutual Fund Bharat Bond Etf - April 2030	4	4	0.06	0.05
Engineers India Limited	300	-	0.48	-
Fusion Finance Limited	100	-	0.14	-
Gail India Ltd	267	167	0.49	0.30
Gensol Engineering Limited	25	-	0.05	-
Global Offshore Serv Limited	1000	-	0.94	-
GMR Airports Infra Ltd.	500	500	0.38	0.41
GRM Overseas Ltd	100	-	0.27	-
Guj Ind Pow Co Limited	200	-	0.36	-
Guj Nar Var Fer & Chem Ltd.	100	100	0.50	0.62
Guj State Fert & Chem Ltd	1100	1000	1.95	1.96
Gujarat Mineral Development Corporation Ltd	50	-	0.13	-
GVP Infotech Limited	8766	-	0.83	-
HCL Technologies Ltd.	12	12	0.19	0.19
HDFC Bank Ltd	58	58	1.06	0.84
Hercules Hol Ltd.	250	50	0.36	0.27
Hindaloc Industries Ltd	100	100	0.68	0.56
Hinduja Global Sols Ltd.	240	100	1.12	0.74
Hindustan Aeronautics Ltd.	45	35	1.88	1.16
Hindustan Petroleum Ltd.	137	25	0.49	0.12
Hindustan Unilever Limited.	100	100	2.26	2.27
Hindustan Zinc Ltd.	125	125	0.58	0.37
HSG & Urban Development Corporation Ltd.	100	100	0.20	0.19
Hyundai Motor India Ltd	1	-	0.02	-
IDBI Bank Ltd.	1000	1000	0.78	0.81
Ideaforge Techno Ltd.	150	50	0.52	0.34
IDFC First Bank Ltd.	77	50	0.04	0.06
IFCI Ltd.	4500	4500	1.94	1.79
IFL Enterprises Limited	10066	-	0.06	-
IL & FS Investment Manager.	33000	3000	2.94	2.81
Indef Manufacture	50	-	0.13	-
Indian Energy Exchange Limited	200	-	0.35	-
Indian Hotels Co Ltd.	6	6	0.05	0.04
Indian Oil Corporation Ltd.	2000	2000	2.55	3.36
Indian Railway Finance Corporation Ltd.	2500	2500	3.11	3.56
Indian Renewable Energy Ltd.	1000	1000	1.61	1.36
Infosys Limited.	40	40	0.63	0.60
Interarch Building Prod Limited	25	-	0.37	-
ITC Hotels Ltd	1100	-	2.17	-

ITC Limited	1000	500	4.10	2.14
ITD Cementation India Ltd	5	-	0.03	-
Jindal Saw Limited	200	-	0.54	-
JIO Financial Services Ltd.	500	215	1.14	0.76
JM Financial Ltd.	100	100	0.10	0.07
Kfin Technologies Ltd	100	-	1.03	-
Kiri Industries Ltd	250	-	1.56	-
Kirloskar Brothers Ltd.	10	10	0.17	0.11
LT Foods Ltd.	-	500	-	0.94
Mangalam Cement Ltd	100	-	0.77	-
Marsons Limited	100	-	0.19	-
Mazagon Dock Shipbuild Limited	14	-	0.37	-
Medplus Helath Serv Ltd	2	-	0.02	-
Mishtann Foods Ltd.	4064	2000	0.18	0.35
Monarch Networth Cap Ltd	350	-	1.16	-
Motilal Oswal Finance Limited	200	-	1.23	-
National Aluminium Co Ltd.	1655	1655	2.91	2.52
Netweb Tech India Ltd.	20	20	0.30	0.32
Network 18 Media & Inv Ltd	1200	-	0.52	-
NHPC Ltd	1500	1500	1.23	1.34
Nippon India Mutual Fund Etf Gold Bees	30	30	0.02	0.02
Nippon India Mutual Fund Etf Liquid Bees	11.005	1.005	0.11	0.11
NIPPON INDIA MUTUAL FUND ETF NIFTY 50 BeES	115	113	0.30	0.28
Nippon India Mutual Fund Etf Nifty Bank Bees	30	28	0.16	0.13
Nippon India Mutual Fund Etf Nifty Next 50 Junior Bees	5	3	0.03	0.02
NLC India Limited	100	-	0.24	-
NMDC Ltd.	2450	150	1.69	0.30
NMDC Steel Ltd.	12000	11600	4.00	6.35
Ntpc Green Energy Limited	500	-	0.50	-
NTPC Ltd	400	400	1.43	1.34
Nuvama Wealth Management Ltd	1	1	0.06	0.05
OIL India Ltd	75	50	0.29	0.30
Ola Electric Mobility Limited	700	-	0.37	-
ONGC Ltd	60	60	0.15	0.16
Optiemus Infracom Limited	1000	-	4.28	-
Orient Paper and Inds Ltd	1000	-	0.23	-
Pashupati Cotspin Ltd	200	-	1.25	-
Petro Net Lng Limited.	350	350	1.03	0.92
Power Finance Corporation ltd	375	375	1.55	1.46
Power Grid Corporation Ltd	5066	5066	14.71	14.04
PTC India Ltd	800	800	1.31	1.49
PTL Enterprises Ltd.	500	500	0.19	0.20
Punjab & Sind Bank	500	-	0.22	-
Punjab National Bank.	100	100	0.10	0.12
R R Kabel Ltd.	10	10	0.09	0.15

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Notes to the Standalone financial statement

Rail Vikas Nigam Ltd.	100	100	0.35	0.25
Rashtriya Chemical Fertilizers Ltd.	2400	2400	3.01	3.08
Ratnamani Metals & Tub Ltd.	12	7	0.31	0.20
RBL Bank Ltd.	110	110	0.19	0.26
REC Limited.	200	200	0.86	0.90
Redington Ltd.	200	200	0.49	0.42
Refex Industries Limited	500	-	1.89	-
Refex Renewables & Infrastructure Limited	50	-	0.30	-
Reliance Communication Limited	10000	-	0.14	-
Reliance Industries Limited.	-	31	-	0.92
Reliance Naval and Engineering Limited.	-	2000	-	0.02
Reliance Power Ltd	1000	1000	0.43	0.28
Religare Enterprises Limited	200	-	0.47	-
Ritco Logistics Ltd	200	-	0.52	-
Rites Ltd.	480	70	1.07	0.47
RSWM Ltd.	2500	2050	3.24	3.52
Salasar Techno Engg Limited	3500	-	0.29	-
Samman Capital Ltd.	200	200	0.21	0.34
Sat Industries Ltd	1500	-	1.21	-
Sbi Mutual Fund Sbi-Etf Gold	50	50	0.04	0.03
Seacoast Shipping Services Ltd	9000	3000	0.21	0.11
Sheraton Properties & Finance Limited.	234800	234800	25.78	25.78
SJVN Limited	5000	5000	4.58	6.07
Speedage Commercials Limited.	191000	191000	18.15	18.15
State Bank of India.	63	63	0.49	0.47
Steel Authority India.	1100	1000	1.27	1.34
Steel Exchange India Limited	2000	-	0.15	-
Sunflag Iron and Steel Co	100	-	0.23	-
Suzlon Energy Ltd.	100	100	0.06	0.04
Swan Defence	7	-	0.01	-
Syncom Formulation (I) Limited	3000	-	0.49	-
Tata Chemicals Ltd.	77	2	0.67	0.02
Tata Consultancy Services.	7	7	0.25	0.27
Tata Consumer Product Ltd.	4	4	0.04	0.04
Tata Motors Ltd	50	-	0.34	-
Tata Power Co Ltd.	33	33	0.12	0.13
Tata Steel Ltd.	218	118	0.34	0.18
Tech Mahindra Ltd.	15	15	0.21	0.19
The New India Assurance Co Ltd	200	100	0.31	0.23
The Shipping Corporation India Ltd	300	100	0.50	0.21
The South Indian Bank Ltd.	2125	625	0.49	0.17
Titan Company Ltd.	2	2	0.06	0.08
TV 18 Broadcast Limited	-	1000	-	0.46
TV Today Network Ltd.	200	200	0.31	0.42

Ujjivan Small Finance Bank	4000	-	1.38	-
Unitech Ltd.	22000	22000	1.30	2.47
UPL Limited	-	100	-	0.46
Urja Global Ltd.	2000	2000	0.23	0.38
Vardhman Acrylics Ltd.	100	100	0.04	0.05
Visesh Infotecnics Ltd	70000	-	-	-
Vodafone Idea Ltd.	20000	1500	1.36	0.20
Voltas Ltd.	6	6	0.09	0.07
Waaree Energies Ltd	4	-	0.10	-
Wim Plast Ltd.	50	50	0.23	0.25
Wipro Ltd.	240	70	0.63	0.34
Yatharth Hosp & Tra C S Ltd.	45	45	0.19	0.19
Yes Bank Ltd.	16000	15000	2.70	3.48
Zee Learn Limited	5000	-	0.28	-
Zee Media Corporation Ltd	2000	-	0.26	-
			15,323.06	**12,572.27**
(ii) In Mutual Fund (At FVTPL)	**No of Units**	**No of Units**		
Axis Consumption Fund-Regular (G)	999.95	-	0.09	-
Axis Mutual Fund Bluechip Fd- Regular Plan Growth	2297.52	1936.45	1.32	1.06
Axis Mutual Fund Midcap Fund Regular Pl Growth Open Ended	632.62	347.621	0.64	0.32
Axis Mutual Fund India MFG FD RG Growth	1499.93	1499.93	0.19	0.17
Bajaj Finserv Flexi Cap Fund-Regular (G)	913.73	-	0.12	-
Bandhan Core Equity Fund (G)	98.52	-	0.12	-
Bandhan Small Cap Fund (G)	286.38	-	0.12	-
HDFC Defence Fund- Regular (G)	2896.91	-	0.57	-
HDFC Elss Tax Saver Fund (G)	13.61	-	0.18	-
ICICI Pru Manufacturing Fund (G)	727.42	-	0.23	-
ICICI Prudential Mutual Fund	138.4	98.58	1.02	0.66
Kotak Multicap Fund (G)	688.41	-	0.12	-
Kotak Special Opportunities Fund-Regular (G)	499.975	-	0.04	-
Mirae Asset Small Cap Fund-Regular (G)	625.27	-	0.06	
Motila Oswal Midcap Fund (G)	65.65	-	0.06	
Parag Parikh Flexi Cap Fund (G)	188.85	-	0.15	-
SBI Energy Opportunities Fund-Regular (G)	4791.25	-	0.47	-
Tata Business Cycle Fund-Regular Plan Growth	430.24	430.24	0.08	0.07
Tata Focused Equity Fund (G)	546.03	-	0.12	-
Tata India Innovation Fund-Regular (G)	999.95	-	0.09	-
			5.76	**2.28**
Total Value of Investment (quoted)			**15,328.82**	**12,574.56**

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Notes to the Standalone financial statement

	(₹ in lakhs)	
	As at 31st March, 2025	**As at 31st March, 2024**
NOTE 5: LOANS		
(i) Long-term loan		
(a) Loans & advances to employees	-	-
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	-	-
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
(f) Inter corporate deposits	-	-
	-	-
(ii) Short-term loans		
(a) Loans & advances to employees	-	-
(b) Loans Receivables considered good – Secured;	-	-
(c) Loans Receivables considered good – Unsecured;	-	-
(d) Loans Receivables which have significant increase in Credit Risk; and	-	-
(e) Loans Receivables – credit impaired.	-	-
(f) Inter corporate deposits	1,735.00	1,375.00
	1,735.00	1,375.00
NOTE 6: OTHER FINANCIAL ASSETS		
Other financial assets consist of the following:		
(i) Non-current financial assets		
(a) Advances recoverable in cash or kind (Unsecured Considered good)	-	-
(b) Interest accrued on deposits	-	-
	-	-
(ii) Current financial assets		
(a) Advances recoverable in cash or kind (Unsecured Considered good)	-	-
(b) Interest accrued on deposits	-	-
	-	-
NOTE 7: OTHER ASSETS		
Other assets consist of the following:		
(i) Other non-current assets		
Considered good		
(a) Balance with statutory/government authorities	6.93	0.92
	6.93	0.92
(ii) Other current assets		
Considered good unless otherwise stated		
(a) Balance with statutory/government authorities	-	-
	-	-
NOTE 8: CASH AND CASH EQUIVALENTS		
Cash and cash equivqlents consist of the following:		
(i) Balances with banks		
In current accounts	67.75	8.47
In Fixed Deposits Accounts with Original Maturity upto 3months	-	-
(ii) Cash on hand	0.02	0.23
	67.77	**8.70**
NOTE 9: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS		
(i) Earmarked balance towards dividend	-	-
(ii) Margin Money with banks	-	-
(iii) In Fixed Deposits Accounts with Original Maturity more than 3 months	-	-
	-	-

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

(₹ in lakhs)

	As at 31st March, 2025	As at 31st March, 2024
NOTE 10 : SHARE CAPITAL		
Authorised Share Capital		
20,00,000 (P.Y. 20,00,000) Equity Shares of ₹.10/- each	200.00	200.00
	200.00	**200.00**
Issued, subscribed and fully paid-up		
9,96,000 (P.Y. 9,96,000) Equity Shares of ₹.10/- each fully paid up	99.60	99.60
	99.60	**99.60**

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	As at 31st March, 2025		As at 31st March, 2024	
	Nos.	₹ in lakhs	Nos.	₹ in lakhs
At the beginning of the Year	9,96,000	99.60	9,96,000	99.60
Changes during the year	-	-	-	
Outstanding at the end of the period	9,96,000	99.60	9,96,000	99.60

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of ₹10 per share. Each holder of equity shares is entitled to one vote per share

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31st March, 2025		As at 31st March, 2024	
	Nos.	% holding in the class	Nos.	% holding in the class
B.M. Bhansali	1,95,000	19.58%	1,95,000	19.58%
Bhansali Industrial Investment & Finance Pvt Ltd	1,84,300	18.50%	1,84,300	18.50%
Bhansali Engineering Industries Pvt Ltd	1,65,600	16.63%	1,65,600	16.63%
Bhansali Innovative & Finance Pvt Ltd	88,800	8.92%	88,800	8.92%
B.M. Bhansali HUF	50,000	5.02%	50,000	5.02%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) Details of Shareholding Promoter

Shares held by Promoter at the end of the period					% of Change During the year
Promoter and Promoter Group	As at 31st March,2025		As at 31st March,2024		
	No of Shares	% of Total Shares	No of Shares	% of Total Shares	
Babulal Bhansali	1,95,000	19.58%	1,95,000	19.58%	NIL
Bhansali Industrial Investment & Finance Pvt Ltd	1,84,300	18.50%	1,84,300	18.50%	NIL
Bhansali Engineering Industries Pvt Ltd	1,65,600	16.63%	1,65,600	16.63%	NIL
Bhansali Innovative Finance Pvt Ltd	88,800	8.92%	88,800	8.92%	NIL
Babulal M Bhansali HUF	50,000	5.02%	50,000	5.02%	NIL
Bhansali International Pvt Ltd	41,450	4.16%	41,450	4.16%	NIL
Bhavna Sheth	7,100	0.71%	7,100	0.71%	NIL
Neetu Mehta	3,000	0.30%	3,000	0.30%	NIL
Dhudidevi Babulal Bhansali	2,600	0.26%	2,600	0.26%	NIL
Jayesh B Bhansali	1,300	0.13%	1,300	0.13%	NIL

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

(₹ in lakhs)

	As at 31st March,2025	As at 31st March,2024
NOTE-11 : OTHER EQUITY		
Retained Earning		
Opening balance	1,937.69	548.37
Profit for the year	479.03	1,389.32
Closing Balance	**2,416.71**	**1,937.69**
Other Comprehensive Income		
Opening balance	11,919.88	8,555.75
Add: Movement in OCI (Net) During the year	2,695.85	3,364.13
Closing Balance	**14,615.73**	**11,919.88**
Total Other Equity	**17,032.44**	**13,857.57**

Nature and purpose of reserves

(i) Retained Earning

Retained earning are the profits that the Company has earned till date, less any transfer to General Reserve, dividends or other distributions paid to the shareholders.

(ii) Other Comprehensive Income

This reserve represents the cumulative gains and losses arising on the revaluation of Equity instruments on the balance sheet date measured at fair value through other comprehensive income. The reserves accumulated will be reclassified to retained earnings and profit and loss respectively, when such instruments are disposed.

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Notes to the Standalone financial statement

(₹ in lakhs)

	As at 31st March,2025	As at 31st March,2024
NOTE-12: DEFERRED TAX ASSETS/ (LIABILITIES) (NET)		
At the start of the Year	-	-
Fair value through P & L	0.07	-
Fair value through OCI	6.04	-
At the end of the Year	**6.10**	**-**
NOTE-13: TRADE PAYABLES		
(i) MSME		
Not Due	0.35	0.35
(ii) Others		
Not Due	-	-
(iii) Disputed dues MSME	-	-
(iv) Disputed dues Others	-	-
	0.35	**0.35**
Refer Note No 32.1		
NOTE-14: OTHER CURRENT LIABILITIES		
Statutory Dues	0.03	0.01
	0.03	**0.01**

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

(₹ in lakhs)

	Year ended 31st March, 2025	Year ended 31st March, 2024
NOTE 15 : REVENUE FROM OPERATIONS		
Commission	0.48	0.46
	0.48	**0.46**
NOTE 16 : OTHER INCOME		
Interest income		
Other assets	118.92	60.26
	118.92	**60.26**
Dividend income on financial assets		
Dividend received	559.13	1,811.08
	559.13	**1,811.08**
Other gain and losses		
Profit on Sales of financial assets	0.50	1.90
Net gain on financial assets measured at fair value through profit or loss	0.02	0.47
	0.52	**2.37**
	678.57	**1,873.71**
NOTE 17 : EMPLOYEE BENEFIT EXPENSES		
Salaries, wages and bonus	9.52	9.75
Staff welfare expenses	0.20	0.18
	9.72	**9.93**
NOTE 18 : FINANCE COSTS		
Interest Expenses	-	-
	-	**-**
NOTE 19 : OTHER EXPENSES		
Advertisement	1.02	0.66
Auditor's Remuneration:		
Audit Fees	0.35	0.35
Taxation Matters	-	-
Legal & Professional Charges	0.12	0.12
Filing Fees	0.04	0.08
Listing Fees	4.17	3.95
Printing & Stationery	0.22	0.26
Share Transfer Charges	0.84	0.59
Office Expenses	0.14	0.15
Website charges	0.06	-
Conveyance Expenses	0.60	0.60
Bank Charges	0.02	0.02
CSR Expenses	15.76	-
Speculation Loss	0.04	-
Demat Charges	0.05	0.05
	23.43	**6.83**

* During the year, the Company was required to spend ₹.15.76 lakhs (P.Y. ₹.NIL lakhs) , out of which the Company has incurred CSR expenses of ₹.15.76 lakhs (P.Y.₹ NIL).

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

20 Leases

The Company has not entered into any significant lease agreement during the year

21 Contingent liabilities & Capital Commitments: NIL

22 Loans & Advances

The Company has granted Unsecured loans to Companies, Firms, Limited Liability Partnerships and various other entities other than those covered under Section 185 of the Act. The aggregate amount of Loans given is as follows.

As on 31st March,2025 **(₹ in lakhs)**

Particulars	Opening Balance	Loan Given	Loan Returned	Closing Balance
Unsecured Loan Given				
Current	1,375.00	1,645.00	1,285.00	1,735.00
Non Current	-	-	-	-
Total	**1,375.00**	**1,645.00**	**1,285.00**	**1,735.00**

As on 31st March,2024 **(₹ in lakhs)**

Particulars	Opening Balance	Loan Given	Loan Returned	Closing Balance
Unsecured Loan Given				
Current	-	1,848.00	473.00	1,375.00
Non Current	-	-	-	-
Total	**-**	**1,848.00**	**473.00**	**1,375.00**

23 Forward contracts outstanding as at the Balance Sheet date

There are no forward contracts outstanding as at balance sheet date.

24 There is no liability outstanding towards leave encashment and gratuity of any employees.

25 Details of foreign Exchange Earning and Outgo: NIL

26 Corporate Social Responsibility (CSR)

(₹ in lakhs)

Sr.No	Particulars	2024-2025	2023-2024
a)	Amount required to be spent as per Section 135 of the Act	15.76	-
	Amount approved by the board to be spent during the year	15.76	-
b)	Amount Spent during the year		
	Construction/Acquisition of assets - -	-	-
	On purpose other than above	15.76	-
c)	Short/Excess amount spent under section 135 (5) of the Act		
	Amount required to be spent during the year	15.76	-
	Actual amount spent/incurred during the year	15.76	-
	Excess amount spent	-	-

26.1 Amount spent during the year on:

(₹ in lakhs)

Particulars	2024-2025	2023-2024
i) Promotion of Art and Culture	15.76	-
ii) Education	-	-
iii) Veterinary	-	-
iv) Health and Social Work	-	-
Total	**15.76**	**-**

27 Earnings per share

Basic and Diluted earnings per share

The following reflects the income and share data used in the Basic and Diluted EPS computation:

(₹ in lakhs)

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Profit for the year attributable to equity holders for Basic and Diluted Earnings	479.03	1,389.32
Number of equity shares for Basic/ Diluted EPS	9,96,000	9,96,000
Earnings per share - Basic/ Diluted (in ₹) (face value of ₹ 10 per share)	48.10	139.49

28 Segment Reporting

Segment reporting in accordance with Ind AS 108 is not applicable to Company.

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

29 Ratios:

Sr No.	Particulars	Current Year	Previous Year	Difference	Change %	Reason for Variance
1	Current Ratio (Current Assets/Current Liability)	4,744.13	691.85	4,052.28	585.72%	Due to increase in Loans the ratio has improved.
2	Debt-Equity Ratio	-	-	-	-	The Company is debt free hence not applicable.
3	Debt Service Coverage Ratio	-	-	-	-	
4	Return on Equity Ratio (Net Profit after Taxes/ Average Shareholder's Equity)	3.08%	12.00%	-8.92%	-74.31%	Due to lower Net profits the ratio has declined.
5	Inventory Turnover Ratio (Cost of Goods Sold /Average Inventory)	-	-	-	-	-
6	Trade Receivables Ratio (Revenue from Operation/Average Trade receivables)	-	-	-	-	-
7	Trade Payables Ratio (Net Credit Purchases / Average Trade Payable)	-	-	-	-	-
8	Net Capital Turnover Ratio (Revenue from Operations / Net Working Capital)	0.00	0.00	(0.00)	-20.84%	Due to increase in Loans the ratio has been improved.
9	Net Profit Ratio (Net profit After Tax /Total Income)	70.54%	74.13%	-3.59%	-4.84%	-
10	Return on Capital employed (EBIT /Capital Employed plus deffered tax liabilities)	3.77%	13.31%	-9.54%	-71.68%	Due to lower Net profits the ratio has declined.
11	Return on Investment (Interest Income/Average Loans & Fixed Deposit Investment)	7.65%	8.77%	-1.12%	-12.75%	-

Notes:
(1) Average equity represents the average of opening and closing total equity.
(2) Average Trade receivables represents the average of opening and closing trade receivables.
(3) Average Trade payable represents the average of opening and closing trade payable.
(4) Average Loans and Fixed Deposits represents the average of opening and closing Loans and Fixed Deposit.

30 Fair value Measurements

30.1 Financial assets & Liabilities

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below.

(₹ in lakhs)

As at 31st March 2025	Fair Value through Profit & Loss	Fair Value through other comprehensive income	Amortised Cost
Financial assets			
(i) Investments			
- Mutual Funds	5.76	-	-
- Equity instruments	-	15,323.06	-
(ii) Cash and Cash equivalents	-	-	67.77
(iii) Loans	-	-	1,735.00
(iv) Other financial assets	-	-	-
(v) Other assets	-	-	6.93
Total	**5.76**	**15,323.06**	**1,809.70**
Financial Liabilities			
(i) Trade payables	-	-	0.35
(ii) Other liabilities	-	-	0.03
Total	**-**	**-**	**0.38**

As at 31st March 2024	Fair Value through Profit & Loss	Fair Value through other comprehensive income	Amortised Cost
Financial assets			
(i) Investments			
- Mutual Funds	2.28	-	-
- Equity instruments	-	12,572.27	-
(ii) Cash and Cash equivalents	-	-	8.70
(iii) Loans	-	-	1,375.00
(iv) Other financial assets	-	-	-
(v) Other assets	-	-	0.92
Total	**2.28**	**12,572.27**	**1,384.62**
Financial Liabilities			
(i) Trade payables	-	-	0.35
(ii) Other liabilities	-	-	0.01
Total	**-**	**-**	**0.36**

30.2 Fair value hierarchy

The different levels of fair value have been defined below:
Level 1: Quoted prices for identical instruments in an active market;
Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and
Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transaction in the same instrument nor are they based on available market data.

(₹ in lakhs)

As at 31st March 2025	Note	Level 1	Level 2	Level 3
Financial assets				
(i) Investments-Equity Shares & Mutual Fund	4	15,328.82	-	-
(ii) Cash and Cash equivalents	8	-	-	67.77
(iii) Loans	5	-	-	1,735.00
(Iv) Other assets	7	-	-	6.93
Total Financial assets		**15,328.82**	**-**	**1,809.70**
Financial Liabilities				
(i) Trade payables	13	-	-	0.35
(ii) Other liabilities	14	-	-	0.03
Total Financial Liabilities		**-**	**-**	**0.38**

(₹ in lakhs)

As at 31st March 2024	Note	Level 1	Level 2	Level 3
Financial assets				
(i) Investments-Equity Shares & Mutual Fund	4	12,574.56	-	-
(ii) Cash and Cash equivalents	8	-	-	8.70
(iii) Loans	5	-	-	1,375.00
(Iv) Other assets	7	-	-	0.92
Total Financial assets		**12,574.56**	**-**	**1,384.62**
Financial Liabilities				
(i) Trade payables	13	-	-	0.35
(ii) Other liabilities	14	-	-	0.01
Total Financial Liabilities		**-**	**-**	**0.36**

Valuation process and technique used to determine fair values
(i) The fair value of investments in shares is based on last traded price on stock exchange as at reporting date.

Fair value of financial assets & liabilities measured at amortised cost
The fair values of loans are not materially different from the amortised cost thereof. Further, the management assessed that fair values of cash and cash equivalents, Loans and oher current financial liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

31 Financial instruments and risk management

31.1 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maximise the shareholder value and to safeguard the companies ability to remain as a going concern.
The company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The current capital structure of the company is equity based with no financing through borrowings. The company is not subject any externally imposed capital requirement.
No changes were made in the objectives, policies or processes during the year ended 31st March, 2025 and 31st March, 2024 respectively.

31.2 Financial Risk Management- Objectives And Policies

Due to insignificant business operations the company does not possess any market risk.

31.3 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily from trade receivables, cash and cash equivalents, and financial assets measured at amortised cost.

A Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

B Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously and is based on the credit worthiness of those parties.

31.4 Liquidity risk is the risk that the company will not be able to meet its financial obligation as they fall due. Liquidity risk arises because of the possibility that the company could be required to pay its liabilities earlier than expected. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments. The company manages its liquidity risk by maintaining sufficient bank balance .

As on 31st March, 2025, the company's financial liabilities of ₹ 0.74 Lakhs (31st March, 2024 ₹ 0.36 Lakhs) are all current and due in the next financial year.

Particulars	31st March,2025	31st March,2024
Current Ratio	4,744.13	691.85
Liquid Ratio	178.34	4.35

32 According to the information available with the Management, on the basis of intimation received from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act), the Company has amounts due to micro and small enterprises under the said Act as at 31st March,2025 as follows:

(₹ in Lakhs)

Particulars	31st March,2025	31st March,2024
Principal Amount Not Due	0.35	0.35
Interest due on above	-	-
Amount of interest paid in terms of section 16 of the MSME Act,2006	-	-
Amount of interest due and payable for the period of delay	-	-
Amount of interest accrued and remaining unpaid as at year end	-	-
Amount of further interest remaining due and payable in the succeeding	-	-

32.1 Ageing of Trade Payable

As on 31st March,2025 **(₹ in Lakhs)**

Particulars	Outstanding for following periods from due date of invoice					Total
	Not due	Less than 1 Year	1-2 Years	2-3 Years	Mote than 3 Years	
Undisputed dues						
-MSME	0.35	-	-	-	-	0.35
-Others	-	-	-	-	-	-
Disputed dues						
-MSME	-	-	-	-	-	-
-Others	-	-	-	-	-	-
Total	**0.35**	**-**	**-**	**-**	**-**	**0.35**

As on 31st March,2024 **(₹ in Lakhs)**

Particulars	Outstanding for following periods from due date of invoice					Total
	Not due	Less than 1 Year	1-2 Years	2-3 Years	Mote than 3 Years	
Undisputed dues						
-MSME	0.35	-	-	-	-	0.35
-Others	-	-	-	-	-	-
Disputed dues						
-MSME	-	-	-	-	-	-
-Others	-	-	-	-	-	-
Total	**0.35**	**-**	**-**	**-**	**-**	**0.35**

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

33 Related Party Disclosure:

A Related Party Disclosures:

As per Ind AS 24 issued by the Institute of Chartered Accountants of India the company's related parties and transactions are disclosed below:

List of related parties where control exists and with whom transactions have taken place and relationships:

Sr No	Name	Relationship
1	Mr. B.M.Bhansali	Director
2	Mr.Jayesh B.Bhansali	
3	Meenakshi Bhansali- Company Secretary	Key Managerial Personnel
4	Mr. Arun Kinjawadekar-Chief Financial Officer	
5	Mr. Sudipta Kumar Singha-Chief Executive Officer	
6	Met-Lok Hydro Pneumatics Private Limited	Enterprise over which Key Managerial Personnel are able to exercise significant Control

B Transactions with related parties

(₹ in lakhs) **(₹ in lakhs)**

Nature of transactions	Enterprises over which key Managerial Personnel are able to exercise significant control		Key Managerial Personnel	
	2024-25	2023-24	2024-25	2023-24
(i) Loan Given				
(a) Met-Lok Hydro Pneumatics Private Limited	505.00	-	-	-
(ii) Loan Repaid				
(a) Met-Lok Hydro Pneumatics Private Limited	85.00	-	-	-

C Balance with related parties

(₹ in lakhs) **(₹ in lakhs)**

Nature of transactions	Enterprises over which key Managerial Personnel are able to exercise significant control		Key Managerial Personnel	
	2024-25	2023-24	2024-25	2023-24
(i) Financial Assets, Loans				
(a) Met-Lok Hydro Pneumatics Private Limited	420.00	-	-	-

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Notes to the Standalone financial statement

34 Income Taxes

A Income taxes recognised in Statement of Profit and Loss

(₹ in lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Recognised in Profit and Loss account:		
Current tax		
In respect of the current year	166.80	468.09
In respect of prior years	-	-
Deferred tax		
In respect of the current year	0.07	-
Recognised in Other comprehensive income:		
Deferred tax liabilities on Investments	6.04	-
Total	**172.90**	**468.09**

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognise income tax expense for the year is as follows :

(₹ in lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Accounting profit before income tax	**645.89**	**1,857.41**
Statutory income tax rate	**25.168%**	**25.168%**
Tax at statutory income tax rate of 25.168%	**162.56**	**467.47**
Tax Effect of:		
Non Deductible business Expenses	4.23	0.62
Deduction on Exempt Income	0.01	-
Taxes from prior period	-	-
Deferred tax:		
Fair value through P & L	0.07	-
Fair value through OCI	6.04	-
Income taxes recognized in the statement of income	**172.90**	**468.09**

B Deferred tax Assets and Liabilities

Significant components of deferred tax liabilities / (assets) recognized in the financial statements are as follows :

(₹ in lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Deferred tax liabilities (net)	6.10	-
Total	**6.10**	**-**

Movement of Deferred Tax for the year ended 31st March,2025

(₹ in lakhs)

Particulars	Opening Balance as on 01st April,2024	Recognised in Profit or loss (expense)/credit	Recognised in Other comprehensive income	Closing Balance as on 31st March,2025
Fair value through P & L	-	0.07	-	0.07
Fair value through OCI	-	-	6.04	6.04
Total	**-**	**0.07**	**6.04**	**6.10**

Movement of Deferred Tax for the year ended 31st March,2024

(₹ in lakhs)

Particulars	Opening Balance as on 01st April,2023	Recognised in Profit or loss (expense)/credit	Recognised in Other comprehensive income	Closing Balance as on 31st March,2024
Fair value through P & L	-	-	-	-
Fair value through OCI	-	-	-	-
Total	**-**	**-**	**-**	**-**

BENTLEY COMMERCIAL ENTERPRISES LIMITED
Notes to the Standalone financial statement

35 Additional regulatory information required by Schedule III of Companies Act,2013

35.1 Details of Benami property:

No proceeding have been initiated or are pending against the Company for holding any Benami property under the Benami Transaction (Prohibition) Act,1988 (45 of 1988) and the rules made thereunder.

35.2 Utilisation of borrowed funds and share premium:

(a) The Company has not advanced or loaned or invested funds to any other person (s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

ii) provide any guarantee,security or the like or on behalf of the ultimate beneficiaries.

(b) The Company has not received any fund from any person (s) or entity (ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

i) directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or

ii) provide any guarantee,security or the like or on behalf of the ultimate beneficiaries.

35.3 Compliance with number of layers of companies:

The Company has complied with the number of layers prescribed under the Companies Act,2013.

35.4 Compliance with approved scheme (s) of arrangements:

The Company has not entered into any scheme or arrangement which has an accounting impact on current or previous year.

35.5 Undisclosed income:

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

35.6 Details of crypto currency or virtual currency:

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

35.7 Valuation of Property, Plant and Equipment:

The Company does not have any Plant & Machinery , hence the question of revaluation during the current or previous year does not arise.

35.8 Willful Defaulter:

The Company is not declared as willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof or other lender in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

35.9 Details of Transaction with Struck of Companies:

There are no Transactions with Struck of Companies during the Current and Previous Year.

36 The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

SIGNATORIES TO SCHEDULES "1 TO 36"

As per our report of even date attached
For and on behalf of
B L Dasharda & Associates
Chartered Accountants
F.R.No: 112615W

Sushant Mehta
Partner
M. No. 112489

Place: Mumbai
Dated :17th May ,2025
UDIN NO:

For and on behalf of the Board of Directors

B. M. Bhansali — **Director**
Jayesh B. Bhansali — **Director**

Arun Kinjawadekar — **Chief Financial Officer**
Meenakshi Bhansali — **Company Secretary**

Sudipta Kumar Singha
Chief Executive Officer

Place: Mumbai
Dated :17th May ,2025