

BENTLEY COMMERCIAL ENTERPRISES LIMITED

Regd. Office: 301 & 302, 3rd Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058.

Phone: (91-22) 2621 6060/61/62/63/64 • E-mail: bentleycommercial@gmail.com

Website: www.bentleycommercialent.in • CIN: L24110MH1985PLC035396

27th September, 2023

To,
The BSE Limited,
Corporate Relationship Department,
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

Security Code: **512195**

Subject: Details of the voting results of the 38th Annual General Meeting ('AGM').

Dear Sir/Madam,

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find attached the details of combined voting results (conducted through remote e-voting prior to and physical voting through ballots during the AGM) of the business transacted at the 38th AGM of the Company held on 26th September, 2023. Voting results shall be uploaded in XBRL mode as well.

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 attached is the Report of the Scrutinizer dated 27th September, 2023 on the voting results of the business transacted at the 38th AGM of the Company.

Further, please note that all the resolutions set out in the Notice of 38th Annual General Meeting have been duly passed with requisite majority.

The voting results as stated above are also available on the website of the Company at www.bentleycommercialent.in

Kindly take the same on record.

For Bentley Commercial Enterprises Limited

Meenakshi J. Bhansali
Director and Company Secretary
(DIN - 06936671)

Encl: As above

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Details of the voting results of the 38th AGM pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	26 th September, 2023
Total number of shareholders on record date (i.e. Tuesday, 19 th September, 2023)	397
No. of shareholders present in the meeting either in person or through proxy	
1. Promoters and Promoter Group	7
2. Public	4
No. of Shareholders who attended the meeting through Video Conferencing	
1. Promoters and Promoter Group	NA
2. Public	

Bentley Commercial Enterprises Ltd

Resolution Required : (Ordinary)			1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	739150	0	0.0000	0	0	0.0000	0.0000
	Poll		726450	98.2818	726450	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		726450	98.2818	726450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	256850	0	0.0000	0	0	0.0000	0.0000
	Poll		98950	38.5244	98950	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		98950	38.5244	98950	0	100.0000	0.0000
Total		996000	825400	82.8715	825400	0	100.0000	0.0000

Bentley Commercial Enterprises Ltd

Resolution Required : (Ordinary)			2. To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	739150	0	0.0000	0	0	0.0000	0.0000
	Poll		726450	98.2818	726450	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		726450	98.2818	726450	0	100.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	256850	0	0.0000	0	0	0.0000	0.0000
	Poll		98950	38.5244	98950	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		98950	38.5244	98950	0	100.0000	0.0000
Total		996000	825400	82.8715	825400	0	100.0000	0.0000

Bentley Commercial Enterprises Ltd

Resolution Required : (Ordinary)			<p>3. Approval for Material Related Party Transaction(s) with and amongst Speedage Commercials Limited, Sheraton Properties & Finance Limited, Bhansali International Private Limited, Bhansali Industrial Investment & Finance Private Limited, Bhansali Engineering Industries Private Limited and Bhansali Innovative Finance Private Limited for the period from the date of this meeting till the date of next Annual General Meeting of such nature and on such term(s) and condition(s) as detailed in the explanatory statement to the Notice of AGM and as may be mutually agreed between the Company and any of the above named related parties, for an aggregate value not exceeding INR 25,00,00,000/- (INR Twenty Five Crore Only)</p>					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	739150	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	256850	0	0.0000	0	0	0.0000	0.0000
	Poll		98950	38.5244	98950	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		98950	38.5244	98950	0	100.0000	0.0000
Total		996000	98950	9.9347	98950	0	100.0000	0.0000

Rathi & Associates

COMPANY SECRETARIES

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.
Tel.: 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

September 27, 2023

To
The Chairman
Bentley Commercial Enterprises Limited
301 and 302, 3rd Floor,
Peninsula Heights C.D. Barfiwala Road,
Andheri-(West), Mumbai 400058.

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting and physical voting through ballots at 38th Annual General Meeting of the Members of Bentley Commercial Enterprises Limited held on Tuesday, September 26, 2023.

Bentley Commercial Enterprises Limited ("the Company") vide a resolution of its Board of Directors dated August 11, 2023, appointed Mr. Himanshu S. Kamdar (Membership No. FCS 5171), Partner of M/s. Rathi & Associates, Company Secretaries, Mumbai, as the Scrutinizer to ensure that the process of remote e-voting prior to and the physical voting conducted through ballots during the 38th Annual General Meeting of the Company held on Tuesday, September 26, 2023, on the resolutions contained in the Notice dated August 11, 2023 for the AGM, as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting prior to and physical voting conducted through ballots on the resolutions as contained in the aforesaid Notice of the Annual General Meeting of the Members of the Company. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballots is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of Link Intime (India) Private Limited, the agency engaged by the Company to provide remote e-voting facility prior to the Annual General Meeting and on the basis of the physical ballots received at the venue of the Annual General Meeting.

As required under Section 101 of the Act, a notice of the 38th Annual General Meeting along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means, for seeking approval of members on following resolutions:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853), who retired by rotation and being eligible, had offered himself for re-appointment;



3. **Resolution No. 3** as an Ordinary Resolution for the approval of Material Related Party Transaction(s) with and amongst Speedage Commercials Limited, Sheraton Properties & Finance Limited, Bhansali International Private Limited, Bhansali Industrial Investment & Finance Private Limited, Bhansali Engineering Industries Private Limited and Bhansali Innovative Finance Private Limited for the period from the date of 38th Annual General Meeting till the date of 39th Annual General Meeting, of such nature and on such term(s) and condition(s) as may be mutually agreed between the Company and any of the above named related parties, for an aggregate value not exceeding INR 25,00,00,000/- (Rupees Twenty Five Crores Only).

Remote e-voting facility was made available to the Shareholders of the Company to cast their votes from 9.30 a.m. on Saturday, September 23, 2023 up to 5:00 p.m. Monday, September 25, 2023. The shareholders who casted votes through remote e-voting prior to AGM, were not entitled to cast votes through physical ballots conducted during the AGM. Accordingly, votes casted through remote e-voting upto 5:00 p.m. on Monday, September 25, 2023 and the votes casted through physical ballots at the Annual General Meeting have been considered for my scrutiny.

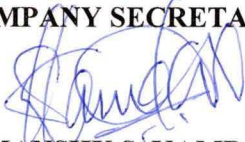
After the conclusion of the 38th Annual General Meeting, first the voting conducted through remote e-voting was considered and thereafter votes casted through physical ballots at the venue were unblocked in the presence of two witnesses not in employment of the Company, namely Mr. Chirag Parmar and Ms. Neha Lahoty. A summary of the votes casted by members through remote e-voting prior to and physical ballots at the Annual General Meeting with their pattern of voting is as per Annexure enclosed to this Report.

The results of the voting by members through remote e-voting prior to and physical ballots at the Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Meeting or any Director as authorized in this regard by the Chairman.

Thanking you,

Yours sincerely,

**For RATHI & ASSOCIATES
COMPANY SECRETARIES**



**HIMANSHU S. KAMDAR
PARTNER
MEM No. F 5171
COP No. 3030
UDIN: F005171E001090409
PEER REVIEW NO. 668/2020**



**COUNTERSIGNED BY
FOR BENTLEY COMMERCIAL ENTERPRISES LIMITED**

**MEENAKSHI J. BHANSALI
DIRECTOR AND COMPANY SECRETARY
DIN – 06936671**

Annexure

The summary of the votes cast through e-voting and physical ballots received for each of the resolutions is given below:

1. **Resolution No. 1** as an Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon;

Sr. No.	Particulars	No. of Ballots/remote e-voting	No. of Shares voted for
a.	Votes cast through physical ballot	11	8,25,400
b.	Remote e-Voting Confirmations received	0	0
	Total	11	8,25,400
c.	Less: Invalid Ballot/Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms/Remote e-Voting		
(i)	Physical Ballot Forms / Remote E-voting with assent for the Resolution	11	8,25,400
	Percentage (%) of Assent		100.00
(ii)	Physical Ballot Forms/Remote E-voting dissent for the Resolution	0	0
	Percentage (%) of Dissent		0.00



2. **Resolution No. 2** as an Ordinary Resolution for re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853), who retired by rotation and being eligible, had offered himself for re-appointment;

Sr. No.	Particulars	No. of Ballots/remote e-voting	No. of Shares voted for
a.	Votes cast through physical ballot	11	8,25,400
b.	Remote e-Voting Confirmations received	0	0
	Total	11	8,25,400
c.	Less: Invalid Ballot/Remote e-Voting confirmations	0	0
d.	Net Valid Physical Ballot Forms/Remote e-Voting		
(i)	Physical Ballot Forms /Remote E-voting with assent for the Resolution	11	8,25,400
	Percentage (%) of Assent	100.00	
(ii)	Physical Ballot Forms/ Remote E-voting dissent for the Resolution	0	0
	Percentage (%) of Dissent	0.00	



3. **Resolution No. 3** as an Ordinary Resolution for the approval of Material Related Party Transaction(s) with and amongst Speedage Commercials Limited, Sheraton Properties & Finance Limited, Bhansali International Private Limited, Bhansali Industrial Investment & Finance Private Limited, Bhansali Engineering Industries Private Limited and Bhansali Innovative Finance Private Limited for the period from the date of 38th Annual General Meeting till the date of 39th Annual General Meeting, of such nature and on such term(s) and condition(s) as may be mutually agreed between the Company and any of the above named related parties, for an aggregate value not exceeding INR 25,00,00,000/- (Rupees Twenty Five Crores Only).

Sr. No.	Particulars	No. of Ballots/remote e-voting	No. of Shares voted for
a.	Votes cast through physical ballot	11	8,25,400
b.	Remote e-Voting Confirmations received	0	0
	Total	11	8,25,400
c.	Less: Invalid Ballot/Remote e-Voting confirmations	7	7,26,450
d.	Net Valid Physical Ballot Forms/Remote e-Voting		
(i)	Physical Ballot Forms / Remote E-voting with assent for the Resolution	4	98,950
	Percentage (%) of Assent		100.00
(ii)	Physical Ballot Forms/Remote E-voting dissent for the Resolution	0	0
	Percentage (%) of Dissent		0.00

