BENTLEY COMMERCIAL ENTERPRISES LTD

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

May 28, 2025

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

Security Code: 512195

Sub: Submission of Annual Secretarial Compliance Report for the Financial Year ended 31st March, 2025.

Dear Sir/Madam,

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached Annual Secretarial Compliance Report (ASCR) for the financial year ended 31st March, 2025, issued by M/s Rathi & Associates, Company Secretaries, Mumbai.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For Bentley Commercial Enterprises Ltd

MEENAKSHI BHANSALI
Digitally signed by MEENAKSHI BHANSALI
Date: 2025.05.28 18:36:41 +05'30'

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

Encl: as above

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

ANNUAL SECRETARIAL COMPLIANCE REPORT

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

of

Bentley Commercial Enterprises Limited

for the financial year ended 31st March, 2025

We have been appointed by the Company to submit the Annual Secretarial Compliance Report Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended March 31, 2025.

We have examined:

(a) all the documents and records made available to us and explanation provided by the Company and its officers;

(b) the filings/ submissions made by the Company to the Stock Exchange ('BSE Limited'), from time to time;

(c) website of the Company; and

(d) documents/filings made by the Company and made available to us which has been relied upon to make this Report,

for the financial year ended on March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, includes: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended;

(c) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended; and

(d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

Provisions of the following Regulations and Circulars/Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and circulars/guidelines issued thereunder were not applicable to the Company during the Review Period:

a. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

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

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

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

and circulars/ guidelines issued thereunder; and based on the examination of the above referred documents and records, and pursuant to Notice No. 20230316-14 dated March 16, 2023 issued by BSE Limited and the format of the Certificate approved by the Council of the Institute of Company Secretaries of India on 15th May, 2025, Compliance Status of the Company is appended as under:

We hereby report that during the review period:

a. The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	*Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)*	*Regulation/ Circular No.*	*Deviations*	*Action taken by*	*Type of Action*	*Details of Violation*	*Fine Amount*	*Observations/ Remarks of the Practicing Company Secretary*	*Management Response*	*Remarks*
-	-	-	-	-	-	-	-	-	-	-

b. The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	*Observations/ Remarks of the Practicing Company Secretary in previous report*	*Observations made in the secretarial compliance report for the year ended*	*Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)*	*Details of violation / Deviations and actions taken/ Penalty imposed, if any*	*Remedial actions, if any taken by the Company*	*Comments of the PCS on the actions taken by the Company*
-	-	-	-	-	-	-

RATHI & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

I. We hereby report that, during the review period the compliance status of the Company with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS
1.	Secretarial Standards: The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI),	Yes	-
2.	Adoption and timely updation of the Policies:		
	• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	-
	• All the policies are in conformity with SEBI Regulations and have been reviewed & timely updated on time as per the regulations/ circulars/ guidelines issued by SEBI.	Yes	-
3.	Maintenance and disclosures on Website:		
	• The Company is maintaining a functional website.	Yes	-
	• Timely dissemination of the documents/ information under a separate section on the website.	Yes	-
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.	Yes	-
4.	Disqualification of Director: None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the Company.	Yes	-

RATHI & ASSOCIATES ★ COMPANY SECRETARIES ★ MUMBAI

5.	Details related to subsidiaries of the Company examined w.r.t.		
	a. Identification of material subsidiary companies.	NA	The Company does not have any subsidiary.
	b. Requirements with respect to disclosure of material as well as other subsidiaries.	NA	
6.	Preservation of Documents: The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	Performance Evaluation: The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	-
8.	Related Party Transactions:		
	(a) The Company has obtained prior approval of Audit Committee for all related party transactions.	Yes	-
	(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit committee.	NA	The Company had obtained prior approval of Audit Committee for all related party transactions.
9.	Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-

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11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the Company / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder. ~~The actions taken against the Company / its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.~~	Yes	-
12.	Resignation of statutory auditors from the Company or its material subsidiaries: In case of resignation of statutory auditor from the Company or any of its material subsidiaries during the financial year, the Company and/ or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the Company.	NA	There was no resignation of statutory auditors from the Company. The Company does not have any material subsidiaries.
13.	Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc. except as reported above.	Yes	-

We further, report that the Company is in compliance / not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations -N.A.

Assumptions & limitation of scope and review:

i. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.
ii. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
iii. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

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iv. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and 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
MEMB. NO. FCS: 8568
COP No. 10286
UDIN: F008568G000475683
Peer Review Cer. No: 6391/2025
FRN: P1988MH011900

Date: May 28, 2025
Place: Mumbai