

ANNUAL REPORT
OF
BENTLEY COMMERCIAL AND
ENTERPRISES LIMITED
FINANCIAL YEAR 2016-17

BENTLEY COMMERCIAL ENTERPRISES LTD.

Regd. Office : Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai - 400 053.
Phone : (91-22) 2673 1779 • Fax : (91-22) 2673 1796 • E-mail : bentleycommercial@gmail.com
Website : www.bentleycommercialent.net • CIN : L24110MH1985PLC035396

NOTICE

NOTICE is hereby given that the Annual General Meeting (AGM) of the Members of **Bentley Commercial Enterprises Limited** will be held on Tuesday, 26th September, 2017 at 11.00 A.M. at the Registered Office of the Company viz. Bhansali House, A-5, Off Veera Desai Road, Andheri (West), Mumbai – 400 053 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Report of the Board of Directors and the Auditors thereon.

2. APPOINTMENT OF MR. JAYESH B. BHANSALI, THE RETIRING DIRECTOR:

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.

3. APPOINTMENT OF STATUTORY AUDITOR:

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Azad Jain & Co., Chartered Accountants, Mumbai (FRN - 006251C), be and are hereby appointed as Statutory Auditor of the Company, in place of the existing Statutory Auditor M/s B. L. Dasharda & Associates, Chartered Accountants, Mumbai (FRN - 112615W) to hold office for a period of 5 years viz. from F.Y. 2017-18 to 2021-22, to be concluded at the end of respective Annual General Meeting (AGM), subject to approval/ratification of their appointment by the members in ensuing AGM and subsequent AGM(s) of the Company, as may be applicable, till the expiry of their term and the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the respective period(s), post recommendation by the Audit Committee for mutually agreed terms and reimbursement of actual out of pocket expenses etc, as may be incurred in performance of their duties.”

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

Place: Mumbai.
Date: 19th May, 2017

Registered Office Address:

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


Jayesh B. Bhansali
Director
(DIN: 01062853)

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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 percent of the total share capital of the Company carrying Voting Rights. A member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as proxy for his entire shareholding and such person cannot act as a proxy for any other person or shareholder. If a person is appointed as proxy for more than fifty Members, then such proxy should choose any fifty Member out of total such members who have given him proxy and confirm the same to company before commencement of specified period for inspection. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting i.e. on or before 11:00 A.M. on 24th September, 2017. 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.

2. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names shall be entitled to vote.
5. 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 duly signed attendance slip at the entrance of the meeting hall.
6. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements, in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 shall be available for inspection by the Members at the Annual General Meeting (AGM).
7. Members may also note that the Notice of the Annual General Meeting and the Company's Annual Report 2016-17 will be available on the Company's website, www.bentleycommercialent.net All the relevant documents referred to in this AGM Notice and relevant documents shall remain open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
8. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 19th September, 2017 to Tuesday, 26th September, 2017 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and also as per the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for AGM purpose.
9. Pursuant to the Provisions of Companies Act, 2013, every holder of share(s) of the Company, may at any time

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nominate in the prescribed manner, a person to whom his/ her shares in the Company shall vest, in the event of his/ her death. Members are advised to avail this facility, and fill the prescribed Nomination Form and forward the same to Registrar and Share Transfer Agent of the Company viz. M/s Link Intime India Private Limited. In case of shares held in dematerialized form, the nomination has to be lodged with the Depository Participant (DP) with whom the member is maintaining their demat account.

10. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) 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 Registrar and Share Transfer Agent, M/s Link Intime India Private Limited.
11. Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to send their written queries to the Company, so as to reach its Registered Office at least seven working days before the date of the meeting, to enable the Company officials to prepare and make available the required information at the meeting, to the extent practicable.
12. Pursuant to the provisions of section 136 of Companies Act, 2013, those Members who are desirous to receive Annual Report, Notice and service of other documents through electronic mode are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent viz. M/s Link Intime India Private Limited, at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai, Maharashtra, 400 083 with copy marked to the Company.
13. Members, who hold share in multiple folios in same name(s) or in joint holding but in same order of names, are requested to send the relevant share certificate(s) to M/s Link Intime India Private Limited for consolidating their holdings into one single folio and M/s Link Intime India Private Limited will return the share certificate(s) to the holder after desired consolidation.
14. Members holding shares in electronic form are requested to notify immediately any change in their address/ bank mandate etc. to their respective Depository Participant (DP) quoting Client ID No. with whom they are maintaining their Demat account(s) and Members holding shares in physical form should notify immediately to the Company's Registrar and Share Transfer Agent viz. M/s Link Intime India Private Limited, at the aforesaid address quoting their Folio Number.
15. Members are advised to avail the facility for receipt of dividend in future, if any declared by the Company, through Electronic Clearing Service (ECS). The ECS facility is available at the locations identified by Reserve Bank of India and State Bank of India from time to time, which covers most of the cities and towns. Members holding shares in dematerialized form are requested to contact their respective Depository Participant (DP) for availing ECS facility. Members holding shares in physical form and who have not submitted the ECS details are requested to send to the Company or to M/s Link Intime India Private Limited their details such as: the name of the Shareholder, Bank Name through which account held, Bank Account number, Branch address, IFSC and MICR code immediately and the request shall be acceded to as much as possible on basis of provided details. In terms of Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with schedule - I thereto, it is mandatory to use electronic payment modes like NEFT, ECS, RTGS for making payment to investors. The Physical payment instruments are valid only for usage when the electronic payment mode is not feasible/ failed or rejected or not available.
16. **Voting through electronic means (e-voting):**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and

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Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on the business(es) related to its ensuing AGM by electronic means and the business(es) may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL) to be dealt through our Registrar and Share Transfer Agent viz. M/s Link Intime India Private Limited. The voting by electronic means includes remote e-voting.

The term "remote e-voting" means voting electronically from a place other than the venue of AGM.

The ballot voting means Ballot Paper(s)/ Poll Paper(s) circulated to the members for voting at the venue of AGM. The members present at AGM venue, if have not cast their votes earlier by way of remote e-voting, shall be entitled to exercise their right to vote by filling up the aforesaid Ballot Paper(s) and dropping same into Ballot Box kept at the venue of AGM after casting their votes 'in favor' and/or 'against' or as the case may be, for the proposed resolution(s).

Please note that the members who have cast their vote by way of remote e-voting prior to the meeting, may also attend the meeting; however they shall not be entitled to cast their vote again.

For all above mentioned purposes, Mr. Himanshu S. Kamdar, Partner of M/s Rathi & Associates, Practicing Company Secretaries, Mumbai (Membership No. FCS-5171, C.P. No. 3030) has been appointed by the Board of Directors as Scrutinizer to scrutinize the entire voting process of Company as aforesaid, in a fair and transparent manner and submit a consolidated Scrutinizer's Report for the total vote(s) cast in respect to the proposed resolution(s), to the Chairman or a person authorized by him in writing within a period not exceeding 48 (Forty Eight) hours from the conclusion of the voting at AGM. The scrutinizer will unblock the votes in the presence of at least two witnesses not in the employment of company and make a Scrutinizer's Report of the votes cast in favour or against, or as the case may be, for submitting to the Chairman of the Company as aforesaid.

The stepwise procedure with respect to remote e-voting is provided as hereinbelow:

- A) In case of Members receiving AGM notice by e-mail from NSDL:
- i. Open e-mail and open the attached PDF file viz. "bentley.e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (In case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the said password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "bentley.e-voting.pdf".
 - ii. Open the internet browser by typing the URL: <https://www.evoting.nsdl.com>.
 - iii. Click on "Shareholder-Login".
 - iv. Insert your user ID and password as initial password/ PIN as stated/noted in step (i) above and then Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.

NOTE: Shareholders who forgot the User Details/Password can use "forgot User Details/Password" or "physical User Reset Password" option available on www.evoting.nsdl.com.

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In case Shareholders are holding shares in demat mode, USER-ID³ is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (E-voting Event Number viz. Even No+Folio No)

- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".
 - vii. Select "E Voting Event Number (EVEN)" of Bentley Commercial Enterprises Limited for casting your vote.
 - viii. Now you are ready for e-voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed.
 - x. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xi. Institutional Shareholders and bodies corporate i.e. other than individuals, HUF, NRI, etc. are required to upload the scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, on aforesaid e-voting platform and should also send mail to rnt.helpdesk@linkintime.co.in with a copy marked to prajwal.suvarna@linkintime.co.in and hsk@rathiandassociates.com.
 - xii. In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual – Shareholder, available at the download section of www.evoting.nsdl.com or call on toll free no. 1800-222-990.
- B) In case of members receiving physical copy of Notice of Annual General Meeting by post (for members whose email addresses are not registered with the Company/ Depository):
- i. Initial password is provided at the bottom of the Attendance Slip for AGM.
 - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned in Section (A) above, to cast your votes.

Other Instructions:

- I. The remote e-voting period will commence on Thursday 21st September, 2017 at 10.00 A.M. and end on Monday 25th September, 2017 at 5.00 P.M. During this period, Member(s) of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Tuesday, 19th September, 2017 may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting after 5.00 P.M. on Friday, 25th September, 2017 and thereafter remote e-voting shall not be permissible.
- II. Any person, who acquires share(s) and become member of the Company after dispatch of the AGM notice and holding shares as on the cut-off date i.e. 19th September, 2017 may obtain the login ID and

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password by sending a request at evoting@nsdl.co.in with copy marked to rnt.helpdesk@linkintime.co.in and prajwal.suvarna@linkintime.co.in.

- III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date viz. 19th September, 2017. In case of joint holders, only one of them may cast their vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. Only those persons, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date viz. 19th September, 2017 shall be entitled to avail the facility of remote e-voting or voting at the AGM venue through ballot paper(s).
- VI. The Chairman shall, at the end of discussion on the resolutions allow voting, with the assistance of scrutinizer, by use of Ballot Paper(s) for all those members who are present at the AGM venue but have not cast their vote(s) earlier by availing the remote e-voting facility.
- VII. The Results of the e-voting will be declared on or before Thursday, 28th day of September, 2017. The declared voting results along with the Scrutinizer's Report will be available on the Company's website at www.bentleycommercialent.net and on the website of NSDL at www.evoting.nsdl.com and will also be forwarded to the Stock Exchange(s) where the Company's shares are listed. Subject to receipt of requisite number of votes in favour, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

VIII. In case of any grievances or requirement of any instant support related to electronic voting or AGM related matter(s), the member(s) may contact Mr. Yuvraj Badavane at his e-mail Id – yuvraj.badavane@bhansaliabs.com or can contact him on Phone No.(91-22) 2621 6060.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and by Ballot Paper shall be treated as invalid.

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



Jayesh B. Bhansali
Director
(DIN: 01062853)

Place: Mumbai
Date: 19th May, 2017

Registered Office Address:
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Off Veera Desai Road,
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The brief particulars/ resume and other information of Director(s) seeking appointment/ re-appointment as per Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the respective provisions of Companies Act, 2013 are provided as hereinbelow:

Particulars	Mr. Jayesh B. Bhansali
Date of Birth (Age)	25 th July, 1983 (aged about 34 year)
Nationality	Indian
Date of first appointment on Company's Board	30 th July, 2004
No. of Equity shares held as on 31 st March, 2017	1300
Qualifications and Experience	Master of Commerce (M.Com)
Nature of expertise in specific functional areas	Mr. Jayesh B. Bhansali is associated with Company since 2004 and has acquired abundant experience in the field of General Operations of the Company, with which Company is likely to be benefited immensely in its operations, whenever required.
Terms and conditions of appointment or re-appointment	Rotational re-appointment
List of other Companies in which the Directorship is held as on 31st March, 2017	1. Bhansali Engineering Polymers Limited 2. Sheraton Properties & Finance Limited 3. Speedage Commercials Limited 4. Bhansali Industrial Investment & Finance Private Limited 5. Bhansali Engineering Industries Private Limited 6. Bhansali Innovative Finance Private Limited 7. Bhansali International Private Limited 8. Bhansali Nippon A & L Private Limited
Number of meetings of Board attended during the year	7 (Seven)
Chairman / Member of the Committee(s) of the Board in which he is a director also as on 31 st March, 2017	Bhansali Engineering Polymers Limited : -Executive Director and CFO -Audit Committee (Member) - Stakeholders' Relationship Committee (Member) - Corporate Social Responsibility Committee (Member) Sheraton Properties & Finance Limited : - Director -Audit Committee (Member) - Stakeholders' Relationship Committee (Member) - Nomination and Remuneration Committee (Member)

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	Speedage Commercials Limited: - Director - Audit Committee (Member) - Stakeholders' Relationship Committee (Member) - Nomination and Remuneration Committee (Member)
Relationship, if any, with other Directors and Key Managerial Personnel	Son of Director, Mr. Babulal M. Bhansali and Husband of Director Ms. Meenakshi J. Bhansali
In case of appointment of Independent Directors, justification for choosing the appointees for appointment as Independent Directors	N.A.

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

Place: Mumbai
Date: 19th May, 2017

Registered Office Address:
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Jayesh B. Bhansali
Director
DIN: 01062853

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BOARD'S REPORT

Dear Member(s),

Your Directors are pleased to present the Annual Report of the Company together with its Audited Financial Statements for the year ended 31st March, 2017.

1. FINANCIAL AND OPERATIONAL RESULTS:

a. Financial Results:

Financial and Operational Results of the Company for the year ended 31st March, 2017 as compared to the previous financial year, is summarized below:

(Amount in Rs.)

Particulars	Current financial year ended on 31.03.2017	Previous financial year ended on 31.03.2016
Gross Sales/ Income	920604	991164
Less: Expenses	368525	439002
Profit/ (Loss) Before Tax	552079	552162
Less: Provision for Tax	NIL	NIL
Net Profit/ (Net Loss) After Tax	552079	552162
Total Reserves and Surplus	6268924	5716845

b. Dividend:

Your Directors have not recommended any dividend for the year under review with a view to conserve the resources with Company.

2. INTERNAL FINANCIAL CONTROL SYSTEM OF COMPANY:

Adequate Internal Financial Control system commensurating with the nature of the Company's business, size and complexity of its operations are in place and has been operating satisfactorily and effectively.

During the year, no material weaknesses in the design or operation of Internal Financial Control system were reported.