



## BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

August 21, 2020

General Manager – DCS,  
Dept. of Corporate Services,  
BSE Ltd,  
Floor I, P.J.Towers,  
Dalal Street,  
Mumbai – 400 001  
Thro' BSE Listing Centre

Manager,  
National Stock Exchange of India Ltd  
Exchange Plaza,  
BandraKurla Complex,  
Bandra (E),  
Mumbai – 400 051  
Thro' NEAPS

Dear Sir,

### **Sub: Disclosure under Regulation 44(3) of the SEBI (LODR) Regulations 2015**

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015, we submit herewith the details regarding the voting results of the business transacted at the 33rd Annual General Meeting of the Members of the Company held on Thursday 20<sup>th</sup> August 2020. We also enclose the consolidated report of the scrutinizer on remote e-voting and (through video conferencing/other audio visual means) e-voting at the Annual General Meeting. A copy of the above being uploaded in the website of the Company.

Based on the Consolidated Report of the Scrutinizer, as annexed all the resolutions as set out in the Notice of the 33<sup>rd</sup> Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Thanking you,

Yours faithfully,  
For Butterfly Gandhimathi Appliances Limited

*K.S. Ramakrishnan*  
K.S.Ramakrishnan  
Company Secretary &  
General Manager (Legal)

Encl:a/a.



**Regd.Office:** 143,Pudupakkam Village,Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District,  
Phone: +91-44-47415500 CIN No: L28931TN1986PLC012728,  
E-mail: gmal@butterflyindia.com web : www.butterflyindia.com

**Corporate Office:** E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 130. Kancheepuram District.  
Phone: 044 - 49005100/5154, E- mail: butterflyho@butterflyindia.com

General information about company	
Scrip Code	517421
Name of company	BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
Type of meeting	General Meeting
Start time of meeting	11:00 AM
End time of meeting	11:45 AM

*K.S. Ramakrishnan*



VOTING RESULTS	
Name of the Company	Buttefly Gandhimathi Appliances Limited
Date of the AGM	20.08.2020
Record date	12.08.2020
Total number of shareholders on record date	22587
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	NA
b) Public	NA
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	19
b) Public	19
Number of resolutions passed in meeting	4
Disclosure of notes on voting results	NA

*K. S. Ramakrishnan*



Resolution Details(1)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Ordinary				
Description of resolution considered					No				
					To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st, March 2020 together with the Reports of the Board of Directors and Auditors thereon				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	11581272	11579928	99.99	11579928	0	100.000	0.000	0
	Poll		0	0.00	0	0	0.000	0.000	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0
	<b>Total</b>		<b>11581272</b>	<b>11579928</b>	<b>99.99</b>	<b>11579928</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Institutions	E-voting	1738383	1629123	93.71	1629123	0	100.000	0.000	0
	Poll		0	0.00	0	0	0.000	0.000	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0
	<b>Total</b>		<b>1738383</b>	<b>1629123</b>	<b>93.71</b>	<b>1629123</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>
Public Non-Institutions	E-voting	4559896	37114	0.81	36980	134	99.639	0.361	0
	Poll		0	0.00	0	0	0.000	0.000	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0
	<b>Total</b>		<b>4559896</b>	<b>37114</b>	<b>0.81</b>	<b>36980</b>	<b>134</b>	<b>99.639</b>	<b>0.361</b>

*K. P. Ramakrishnan*



Resolution Details(2)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Ordinary				
					No				
Description of resolution considered					To appoint Mr.V.M.Seshadri (DIN 00106506), who retires by rotation and, being eligible offers himself for reappointment as a Director of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	11581272	11579928	99.99	11579928	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>		<b>11581272</b>	<b>11579928</b>	<b>99.99</b>	<b>11579928</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public	E-voting	1738383	1629123	93.71	1629123	0	100.00	0.00	0
Public	Poll		0	0.00	0	0	0.00	0.00	0
Public Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
Public	<b>Total</b>		<b>1738383</b>	<b>1629123</b>	<b>93.71</b>	<b>1629123</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non-	E-voting	4559896	37114	0.81	36950	164	99.56	0.44	0
Public Non-	Poll		0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
Public Non-	<b>Total</b>		<b>4559896</b>	<b>37114</b>	<b>0.81</b>	<b>36950</b>	<b>164</b>	<b>99.56</b>	<b>0.44</b>

*K. S. Ramakrishnan*



Resolution Details(3)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Ordinary				
					No				
Description of resolution considered					To ratify the remuneration to be paid to M/s. S. Mahadevan & Co., Cost Accountants (Regn.No.000007), Chennai, for the financial year ending 31st March 2021.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	11581272	11579928	99.99	11579928	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		<b>11581272</b>	<b>11579928</b>	<b>99.99</b>	<b>11579928</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	1738383	1629123	93.71	1629123	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		<b>1738383</b>	<b>1629123</b>	<b>93.71</b>	<b>1629123</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non-Institutions	E-voting	4559896	37114	0.81	36560	554	98.51	1.49	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		<b>4559896</b>	<b>37114</b>	<b>0.81</b>	<b>36560</b>	<b>554</b>	<b>98.51</b>	<b>1.49</b>

*K. S. Ramakrishnan*



Resolution Details(4)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special				
					No				
Description of resolution considered					To re-appoint Mrs. Maheshwari Mohan (DIN:07156606) as a Woman Independent Director of the Company, to hold office for the second term of 5 (five) consecutive years w.e.f. 21.08.2020.				
Category	Mode of Voting	No. of shares held	No. of votes polled	% votes polled on outstanding shares	No. of votes - in favour	No. of votes - in Against	% of votes - in favour	% of votes - in Against	Invalid votes
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)
Promoter and Promoter Group	E-voting	11581272	11579928	99.99	11579928	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		<b>11581272</b>	<b>11579928</b>	<b>99.99</b>	<b>11579928</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-voting	1738383	1629123	93.71	1629123	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		<b>1738383</b>	<b>1629123</b>	<b>93.71</b>	<b>1629123</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>
Public Non-Institutions	E-voting	4559896	37114	0.81	36950	164	99.56	0.44	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total		<b>4559896</b>	<b>37114</b>	<b>0.81</b>	<b>36950</b>	<b>164</b>	<b>99.56</b>	<b>0.44</b>

*K. S. Ramakrishnan*





**CONSOLIDATED SCRUTINISER REPORT**  
**[Pursuant to Section 108 of the Companies Act, 2013, and**  
**Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman of the 33<sup>rd</sup> Annual General Meeting of the Shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED** (hereinafter referred as "The Company"), held on August 20, 2020 at 11.00 A.M IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM")

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 33<sup>rd</sup> Annual General Meeting of Butterfly Gandhimathi Appliances Limited held on Thursday the August 20, 2020 at 11.00 A.M (IST) through video conferencing ('VC') / other audio visual means ('OAVM')**

We, M/s. A K JAIN & ASSOCIATES, Practicing Company Secretaries, represented by BALU SRIDHAR, Partner, had been appointed as the Scrutinizer by the Board of Directors of the Company pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-voting process in respect of the below mentioned resolutions proposed at the 33<sup>rd</sup> Annual General Meeting ("AGM") of Butterfly Gandhimathi Appliances Limited held on Thursday the August 20, 2020 at 11.00 A.M. (IST) through VC / OAVM.

We were also appointed as the Scrutinizer to scrutinize the e-voting process conducted at the AGM.

The notice dated June 12, 2020, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company / Registrar & Share Transfer Agents / Depositories, in compliance with the MCA Circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depositories Limited (NSDL) for conducting remote e-voting and e-voting at the AGM by the Shareholders of the Company.





The period for remote e-voting remained open from Sunday, August 16, 2020 (09.00 A.M. (IST)) to Wednesday, August 19, 2020 (05.00 P.M. (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

The shareholders of the Company holding shares as on the "cut-off" date of August 12, 2020 were entitled to vote on the resolutions as contained in the Notice of the 33<sup>rd</sup> AGM.

As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company published an advertisement, 21 days before the date of the AGM in English in "Business Standard." newspaper having countrywide circulation dated July 28, 2020 and in Tamil in 'Makkal Kural.' newspaper dated July 28, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4 of the said Rule 20.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., [www.butterflyindia.com](http://www.butterflyindia.com) besides notice of the AGM made available in the website of NSDL, BSE and NSE.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 12.00 Noon on August 20, 2020 in the presence of Mr. Rathish and Mr. Mahesh Jain who are not in the employment of Company.

Based on the data downloaded from the official website of NSDL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2020 together with the Reports of the Board of Directors and Auditors thereon
2	Ordinary	To appoint Mr.V.M.Seshadri (DIN 00106506), who retires by rotation and, being eligible offers himself for reappointment as a Director of the Company
3	Ordinary	To ratify the remuneration to be paid to M/s. S. Mahadevan & Co., Cost Accountants (Regn.No.000007), Chennai, for the financial year ending 31 <sup>st</sup> March 2021.



4	Special	To re-appoint Mrs. Maheshwari Mohan (DIN:07156606) as a Woman Independent Director of the Company, to hold office for the second term of 5 (five) consecutive years w.e.f. 21.08.2020.
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Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting during the AGM	Total	No	% of votes	No	% of votes
1	1,32,45,579	586	1,32,46,165	1,32,46,031	99.9990	134	0.0010
2	1,32,45,579	586	1,32,46,165	1,32,46,001	99.9988	164	0.0012
3	1,32,45,579	586	1,32,46,165	1,32,45,611	99.9958	554	0.0042
4	1,32,45,579	586	1,32,46,165	1,32,46,001	99.9988	164	0.0012

We did not find any invalid votes.

All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

For A.K.JAIN & ASSOCIATES  
Company Secretaries

Place: Chennai  
Date: 20.08.2020



*B. Sridhar*

**BALU SRIDHAR**  
Partner  
M.No.F5869  
C.P.No.3550  
UDIN: F005869B000598329

Witness 1:

*RA*

Name : Mr. Rathish  
Address : New No.29A, Sandayappan 3<sup>rd</sup> St  
Otteri, Chennai 600 112

Occ : Service

Witness 2:

*Mahesh*

Name : Mr Mahesh Jain  
Address : 7/11, Pattabiram Street  
Kondithope, Chennai 600079

Occ : Service