

## **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 33d Annual General Meeting have been duly approved by the Shareholders with requisite majority.

Thanking you,

Yours faithfully,

For Butterfly Gandhimathi Appliances Limited

k.s. Ramahushuan K.S.Ramakrishnan Company Secretary & General Manager (Legal)

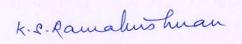
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Regd.Office: 143,Pudupakkam Village,Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District,
Phone: +91-44-47415500 CIN No: L28931TN1986PLC012728,
E-mail: gmal@butterflyindia.com web : www.butterflyindia.com

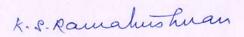
Corporate Office: E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 130. Kancheepuram District.
Phone: 044 - 49005100/5154, E- mail: butterflyho@butterflyindia.com

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





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				
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Number of shareholders present in the	meeting either in person or through proxy				
a)Promoter and promoter group	NA				
a)Promoter and promoter group b) Public	NA NA				
b) Public					
b) Public  Number of shareholders attended t	NA he meeting through video conferencing				
b) Public  Number of shareholders attended t a)Promoter and promoter group	NA he meeting through video conferencing 19				
b) Public  Number of shareholders attended t a)Promoter and promoter group b) Public	NA he meeting through video conferencing 19				





				Resolution	Details(1)					
Resolution Requir		al) Whether prom n below Resolution		oup are interested						
	Description	on of resolution co	nsidered		No  To receive, consider and adopt the Audited Financial Statements of the Company financial year ended 31st, March 2020 together with the Reports of the Board of D 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	% of votes - in Against	Invalid votes			
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	
	E-voting	11581272	11579928	99.99	11579928	0	100.000	0.000	0	
Promoter and	Poll		0	0.00	0	0	0.000	0.000	0	
Promoter Group	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	. 0	
	Total	11581272	11579928	99.99	11579928	0	100.000	0.000	0	
	E-voting		1629123	93.71	1629123	0	100.000	0.000	0	
Public	Poll	1738383	0	0.00	0	0	0.000	0.000	0	
Institutions	Postal Ballot(if applicable)	1/36363	0	0.00	0	0	0.000	0.000	0	
	Total	1738383	1629123	93.71	1629123	0	100.000	0.000	0	
	E-voting		37114	0.81	36980	134	99.639	0.361	0	
Public Non-	Poll	4559896	0	0.00	0	0	0.000	0.000	0	
Institutions	Postal Ballot(if applicable)	4553630	0	0.00	0	0	0.000	0.000	0 -	
	Total	4559896	37114	0.81	36980	134	99.639	0.361	0	



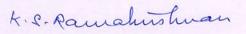


					Details(2)				To design a finish	
Resolution Requi		al) Whether prome below Resolution		roup are interested						
	Description	on of resolution co	onsidered		No  To appoint Mr.V.M.Seshadri (DIN 00106506), who retires by rotation and, being eli offers himself for reappointment as a Director of the Company					
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)	
	E-voting	11581272	11579928	99.99	11579928	0	100.00	0.00	0	
Promoter and	Poll		0	0.00	0	0	0.00	0.00	0	
Promoter Group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0	
	Total	11581272	11579928	99.99	11579928	0	100.00	0.00	0	
Public	E-voting		1629123	93.71	1629123	0	100.00	0.00	0	
Public	Poll	1738383	0	0.00	0	0	0.00	0.00	0	
Public Institutions	Postal Ballot(if applicable)	1/36363	0	0.00	0	0	0.00	0.00	0	
Public	Total	1738383	1629123	93.71	1629123	0	100.00	0.00	0	
Public Non-	E-voting		37114	0.81	36950	164	99.56	0.44	0	
Public Non-	Poll	4550006	0	0.00	0	0	0.00	0.00	0	
Public Non- Institutions	Postal Ballot(if applicable)	4559896	0	0.00	0	0	0.00	0.00	0	
Public Non-	Total	4559896	37114	0.81	36950	164	99.56	0.44	0	

K. S. Ramahushuan



				Resolution	Details(3)					
Resolution Requi	red(Ordinary/Speci ir	al) Whether promo n below Resolution		roup are interested						
	Description	on of resolution co	nsidered		No  To ratify the remuneration to be paid to M/s. S. Mahadevan & Co., Cost Accounts (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)	
	E-voting		11579928	99.99	11579928	0	100.00	0.00	0	
	Poll	11501373	0	0.00	0	0	0.00	0.00	0	
	Postal Ballot(if	11581272								
Promoter and	applicable)		0	0.00	0	0	0.00	0.00	0	
Promoter Group	Total	11581272	11579928	99.99	11579928	0	100.00	0.00	0	
	E-voting		1629123	93.71	1629123	0	100.00	0.00	0	
	Poll	1720202	0	0.00	0	0	0.00	0.00	0	
	Postal Ballot(if	1738383					THE PERSON NAMED IN			
Public	applicable)		0	0.00	0	0	0.00	0.00	0	
Institutions	Total	1738383	1629123	93.71	1629123	0	100.00	0.00	0	
	E-voting		37114	0.81	36560	554	98.51	1.49	0	
	Poll	4559896	0	0.00	0	0	0.00	0.00	0	
	Postal Ballot(if	4339690								
Public Non-	applicable)		0	0.00	0	0	0.00	0.00	0	
Institutions	Total	4559896	37114	0.81	36560	554	98.51	1.49	0	





				Resolution	Details(4)					
Resolution Requir	ed(Ordinary/Speci	al) Whether prom	oter/Promoter Gr	oup are interested		Spe	cial			
	i	n below Resolution	1							
	Description	on of resolution co	nsidered		To re-appoint Mrs. Maheshwari Mohan (DIN:07156606) as a Woman Independent of the Company, to hold office for the second term of 5 (five) consecutions.					
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 Against	Invalid votes		
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(8)	
	E-voting	11581272	11579928	99.99	11579928	0	100.00	0.00	0	
Dromotor and	Poll		0	0.00	0	0	0.00	0.00	0	
Promoter and Promoter Group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0	
	Total	11581272	11579928	99.99	11579928	0	100.00	0.00	0	
	E-voting		1629123	93.71	1629123	0	100.00	0.00	0	
Public	Poll	1720202	0	0.00	0	0	0.00	0.00	0	
Institutions	Postal Ballot(if applicable)	1738383	0	0.00	0	0	0.00	0.00	0	
	Total	1738383	1629123	93.71	1629123	0	100.00	0.00	0	
	E-voting		37114	0.81	36950	164	99.56	0.44	0	
Public Non-	Poll	4550000	0	0.00	0	0	0.00	0.00	0	
Institutions	Postal Ballot(if applicable)	4559896	0	0.00	0	0	0.00	0.00	0	
	Total	4559896	37114	0.81	36950	164	99.56	0.44	0	

K. S. Ramahnshuan



## A. K. JAIN & ASSOCIATES

COMPANY SECRETARIES



S. Anil Kumar Jain B.Com., FCS Balu Sridhar M.A.C.S., FCS., LLB Pankaj Mehta B.Com (C.S.), ACS

## 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 33rd 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.

SECRETARIES

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 33rd 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., <a href="https://www.butterflyindia.com">www.butterflyindia.com</a> 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 31st, 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 31st 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.

	Total valid	Votes recei	ved through	Votes in fav resolu		Votes against the resolution		
Item No.	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 & ASSOCIATION COMPANY
SECRETARIES \*
CHENNE

BALU SRIDHAR Partner M.No.F5869 C.P.No.3550

B. &1.

UDIN: F005869B000598329

Witness 1:

Name: Mr. Rathish

Address: New No.29A, Sandayappan 3rd St

Otteri, Chennai 600 112

Occ : Service

Witness 2:

Name: Mr Mahesh Jain

Address: 7/11, Pattabiram Street

Kondithope, Chennai 600079

Occ : Service