



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

July 20, 2023

To, The Manager - Listing BSE Limited ("BSE") , Corporate Relationship Department, 2nd Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai – 400 001.	To, The Manager - Listing National Stock Exchange of India Limited ("NSE") , "Exchange Plaza" 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai – 400 051.
BSE Scrip Code: 517421	NSE Symbol: BUTTERFLY
ISIN: INE295F01017	ISIN: INE295F01017
Our Reference: 42 /2023-24	Our Reference: 42/2023-24

Dear Sir/Madam,

Sub: Compliance of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations")

This is to inform you that the 36th Annual General Meeting ("**AGM**") of Butterfly Gandhimathi Appliances Limited was held on Wednesday, July 19, 2022 through Video Conferencing/ Other Audio Visual Means (OAVM) in accordance with the circulars of Ministry of Corporate Affairs, Securities and Exchange Board of India (SEBI) and applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations and items of business as mentioned in the Notice dated May 12, 2023 convening the AGM were transacted.

The Company had provided remote e-voting facility to its Shareholders for voting on the businesses transacted at the AGM and had appointed Mr. M. Alagar (FCS: 7488), Managing Partner, M/s. M. Alagar & Associates, Practicing Company Secretaries (**ICSI Unique code: P2011TN078800**), as the Scrutinizer for remote e-voting and e-voting at the AGM. As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 36th AGM duly approved by the Shareholders with requisite majority.

In this regard, please find enclosed herewith the following:

1.	Consolidated Scrutinizer's Report dated July 19, 2023 pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the remote e-voting and Voting through electronic voting system at the AGM along with the voting results of the AGM pursuant to Regulation 44(3) of the SEBI Listing Regulations	Annexure- I
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The aforesaid results shall be made available on the website of the Company at www.butterflyindia.com.

Further, please note that as required under Regulation 34 of the SEBI Listing Regulations, the Annual Report of the Company for the Financial Year 2022-23 and the Notice of the said AGM, has already been submitted to the Stock Exchanges on June 22, 2023.

For Butterfly Gandhimathi Appliances Limited

Viral Sarvaiya
Company Secretary & Compliance Officer
ACS-33764

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

Corporate office : E-34, 2nd Floor, Egattur Village, Rajiv Gandhi Salai, Navalur - 600130, Chengalpattu District.
Phone : 044-49005100 E-mail : butterflyho@butterflyindia.com,

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,
The Managing Director/Chairperson,
Butterfly Gandhimathi Appliances Limited
143, Pudupakkam Village,
Vandalur – Kelambakkam Road,
Kelambakkam,
Chengalpattu -603103

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the Thirty Sixth (36th) Annual General Meeting (AGM) of Butterfly Gandhimathi Appliances Limited held on Wednesday, July 19, 2023 at 3.00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

1. The Thirty Sixth (36th) Annual General Meeting ("AGM") of the Members of **Butterfly Gandhimathi Appliances Limited** ("the Company") was held on Wednesday, July 19, 2023 at 3.00 P.M. (IST) through Video Conferencing / Other Audio Visual Means, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("LODR Regulations").
2. I, **M. Alagar, Practising Company Secretary (COP No.8196)**, have been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the votes cast through remote E-Voting and E-Voting at the AGM for passing the items on the agenda as contained in the 36th AGM Notice dated May 12, 2023.
3. In view of the relaxation by the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 (Collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India ("SEBI") vide its Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively referred to as "**SEBI Circulars**"), has permitted the conducting of Annual General Meeting of the Company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the members for the meeting at a common venue. Since the AGM is held in pursuance of the above mentioned MCA and SEBI circulars the physical



presence of the members has been dispensed with and the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. The management of the Company is responsible to ensure compliance with the requirements of the following for conducting the AGM of the Company through VC/OAVM:
 - i. The Companies Act, 2013 and the rules made thereunder and the Circulars published by Ministry of Corporate Affairs (MCA) in this regard.
 - ii. SEBI (LODR) Regulations 2015, relating to Remote E-Voting and E-Voting at the AGM on the resolutions contained in the Notice calling the AGM.
5. The Company had availed the voting facility offered by National Securities Depository Limited ("**NSDL**"), for conducting Remote E-voting and E-voting at the AGM, to enable the members to exercise their right to vote by electronic means.
6. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the E-Voting system provided by NSDL.
7. The Shareholders of the Company holding shares as on the "**Cut-off**" date of (i.e. on Wednesday, July 12, 2023) were entitled to vote on the resolution as set out in the AGM Notice.
8. The remote E-Voting commenced on Saturday, July 15, 2023, 9:00 AM (IST) and ended on Tuesday, July 18, 2023 at 5:00 PM (IST) and the NSDL E-Voting platform was closed in due time.
9. The shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote E-Voting were allowed to cast their votes through E-Voting system during the AGM.
10. After closure of E-Voting at the AGM, the votes cast through E-Voting at the AGM and through remote E-Voting prior to the date of AGM were unblocked in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
11. Based on the data downloaded from NSDL e-voting system, the total votes cast in favour or against on all the resolutions proposed in the Notice of the AGM are submitted by me as under:



Resolution No.1

Ordinary Resolution to consider and adopt 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.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	83	79	04
2.	Number of votes cast by them	13946087	13946057	30
3.	% of votes cast	100	99.999	0.001

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through remote e-voting and e-voting at the AGM with requisite majority.

Resolution No.2

Ordinary Resolution to appoint Mr. Shantanu Khosla (DIN:00059877) as a Director liable to retire by rotation.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	83	76	07
2.	Number of votes cast by them	13946087	13945851	236
3.	% of votes cast	100	99.999	0.001

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through remote e-voting and e-voting at the AGM with requisite majority.



Resolution No.3

Ordinary Resolution for ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	83	78	5
2.	Number of votes cast by them	13946087	13946048	39
3.	% of votes cast	100	99.999	0.001

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through remote e-voting and e-voting at the AGM with requisite majority.

Resolution No.4

Ordinary Resolution to appoint Mr. Promeet Ghosh (DIN:05307658) as a Non-Executive Non-Independent Director of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	83	76	7
2.	Number of votes cast by them	13946087	13945851	236
3.	% of votes cast	100	99.999	0.001

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through e-voting at the AGM and remote e-voting with requisite majority.

You may accordingly declare the result of the remote e-voting and e-voting during the AGM.



Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/e-voting at the AGM shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Yours truly,

For M. Alagar & Associates
Practising Company Secretaries
Firm Registration No: P2011TN078800
Peer Review Certificate No.:1707/2022



M. Alagar
Managing Partner
FCS: 7488
COP: 8196
UDIN: F007488E000643783



For Butterfly Gandhimathi Appliances Limited

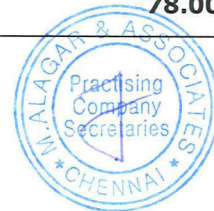
Rangarajan Sriram
Managing Director
DIN: 09550640

Date: July 19, 2023
Place: Chennai

Annexure I

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.			1. To consider and adopt 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.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
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		1,34,09,663	100	1,34,09,663	0	100	0
	Poll	1,34,09,663	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total	1,34,09,663	1,34,09,663	100	1,34,09,663	0	100	0
Public-Institutions	E-Voting		5,29,866	46.569	5,29,866	0	100	0
	Poll	11,37,787	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total	11,37,787	5,29,866	46.569	5,29,866	0	100	0
Public- Non Institutions	E-Voting		6,558	0.197	6,528	30	99.543	0.457
	Poll	33,32,101	0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total	33,32,101	6,558	0.197	6,528	30	99.543	0.457
Total		1,78,79,551	1,39,46,087	78.00	1,39,46,057	30	99.999	0.001



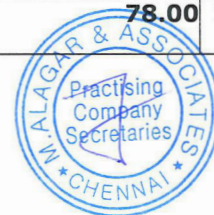
Resolution No.			2. To appoint Mr. Shantanu Khosla (DIN:00059877) as a Director liable to retire by rotation					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares 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	1,34,09,663	1,34,09,663	100	1,34,09,663	0	100	0
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		1,34,09,663	1,34,09,663	100	1,34,09,663	0	100
Public-Institutions	E-Voting	11,37,787	5,29,866	46.569	5,29,660	206	99.961	0.039
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		11,37,787	5,29,866	46.569	5,29,660	206	99.961
Public- Non Institutions	E-Voting	33,32,101	6,558	0.197	6,528	30	99.543	0.457
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		33,32,101	6,558	0.197	6,528	30	99.543
Total		1,78,79,551	1,39,46,087	78.00	1,39,45,851	236	99.998	0.002



Resolution No.		3. Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,34,09,663	1,34,09,663	100	1,34,09,663	0	100	0
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		1,34,09,663	1,34,09,663	100	1,34,09,663	0	100
Public-Institutions	E-Voting	11,37,787	5,29,866	46.569	5,29,866	0	100	0
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		11,37,787	5,29,866	46.569	5,29,866	0	100
Public- Non Institutions	E-Voting	33,32,101	6,558	0.197	6,519	39	99.405	0.595
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		33,32,101	6,558	0.197	6,519	39	99.405
Total		1,78,79,551	1,39,46,087	78.00	1,39,46,048	39	99.999	0.001



Resolution No.			4. To appoint Mr. Promeet Ghosh (DIN:05307658) as a Non-Executive Non-Independent Director of the Company					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,34,09,663	1,34,09,663	100	1,34,09,663	0	100	0
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		1,34,09,663	1,34,09,663	100	1,34,09,663	0	100
Public-Institutions	E-Voting	11,37,787	5,29,866	46.569	5,29,660	206	99.961	0.039
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		11,37,787	5,29,866	46.569	5,29,660	206	99.961
Public- Non Institutions	E-Voting	33,32,101	6,558	0.197	6,528	30	99.543	0.457
	Poll		0	0	0	0	0	0
	Venue-Voting		0	0	0	0	0	0
	Total		33,32,101	6,558	0.197	6,528	30	99.543
Total		1,78,79,551	1,39,46,087	78.00	1,39,45,851	236	99.998	0.002



For Butterfly Gandhimathi Appliances Limited

Rangarajan Sriram
Managing Director
DIN: 09550640