



## BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

April 01, 2022

General Manager – DCS,  
Dept. of Corporate Services,  
BSE Ltd,  
Floor I, P.J.Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip: 517421

Manager,  
National Stock Exchange of India Ltd  
Exchange Plaza,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai – 400 051  
Scrip: BUTTERFLY

Dear Sir/Madam,

**Sub: Outcome of the meeting of the Board of Directors of Butterfly Gandhimathi Appliances Limited (“Company”) held on April 01, 2022.**

**Re: Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”)**

This is to inform you that the Board of Directors of the Company (“Board”) at their meeting held today has *inter alia* approved / noted the following:

### 1. Change in the Board Composition

The Board has approved the following appointments with immediate effect.

S. No	Name of Director	Positions
1.	Mr. P. M. Murty (DIN: 00011179)	Additional and Independent Director
2.	Ms. Smita Anand (DIN: 00059228)	Additional and Independent Director
3.	Mr P R Ramesh (DIN:01915274)	Additional and Independent Director

The aforesaid appointments are subject to approval of the shareholders within 3 months from the date of appointment.

Further the disclosures as required under the Regulation 30 of the Listing Regulations read with SEBI Circular no. CIR/CFD/CMD/4/2015 dated September 09, 2015 are given in Annexure A.

**Regd.office:** 143,Pudupakkam Village,Vandalur - Kelambakkam Road, Kelambakkam - Pin 603 103,  
Chengalpattu District, Phone: +91-44-47415500 CIN No: I28931TN1986PLC012728,  
E- mail: gmal@butterflyindia.com web : www.butterflyindia.com

**Corporate office:** E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 603 130. Chengalpattu District.  
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## BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

### 2. Reconstitution of the Statutory Board Committees.

Consequent to the changes to the board composition as mentioned above as well as those previously disclosed on March 31, 2022 the Board has approved the reconstitution of the following Committees of the Board with immediate effect,

#### Audit Committee:

S. No	Name of Member	Designation	Member/Chairperson
1.	Mr. P.R.Ramesh	Independent Director	Chairman
2.	Mr.P.M.Murty	Independent Director	Member
3	Ms.Smita Anand	Independent Director	Member
4.	Mr.Shantanu Khosla	Non-Executive Director	Member
5	Mr.A.Balasubramanian	Independent Director	Member
6	Mr.M.Padmanabhan	Independent Director	Member
7	Mr.G.S.Samuel	Independent Director	Member

#### Nomination and Remuneration Committee:-

S. No	Name of Member	Designation	Member/Chairperson
1	Ms.Smita Anand	Independent Director	Chairperson
2	Mr.P.M.Murty	Independent Director	Member
3	Mr.P.R.Ramesh	Independent Director	Member
4	Mr.Shantanu Khosla	Non-Executive Director	Member
5.	M.Padmanabhan	Independent Director	Member
6.	Mr. A Balasubramanian	Independent Director	Member
7.	Mr. G.S.Samuel	Independent Director	Member

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**Stakeholders Relationship Committee:-**

S. No	Name of Member	Designation	Member/Chairperson
1	Mr. Mathew Job	Non- Executive Director	Chairman
2	Mr.R.Sriram	Managing Director	Member
3	Ms.Smita Anand	Independent Director	Member
4	Mr. M. Padmanabhan	Independent Director	Member
5	Mr.T.R.Srinivasan	Independent Director	Member

**Risk Management Committee:-**

S. No	Name of Member	Designation	Member/Chairperson
1.	Mr.P.R.Ramesh	Independent Director	Chairman
2.	Mr.P.M.Murty	Independent Director	Member
3	Ms.Smita Anand	Independent Director	Member
4.	Mr.Shantanu Khosla	Non-Executive Director	Member
5	Mr.A.Balasubramanian	Independent Director	Member
6	Mr.M.Padmanabhan	Independent Director	Member
7	Mr.G.S.Samuel	Independent Director	Member

**Corporate Social Responsibility Committee:**

S. No	Name of Member	Designation	Member/Chairperson
1.	Mr. Shantanu Khosla	Non-Executive Director	Chairman
2.	Mr. P.M.Murty	Independent Director	Member
3	Ms. Smita Anand	Independent Director	Member
4.	Mr. R.Sriram	Managing Director	Member
5	Mr. T.R.Srinivasan	Independent Director	Member
6	Mr. G.S.Samuel	Independent Director	Member
7	Ms. Maheshwari Mohan	Independent Director	Member



**3. Reclassification of Members of Promoter /Promoter Group Category to as Public Category.**

The Board has taken on record the letter dated March 30, 2022 received from Mr. V. M. Lakshminarayanan, Mr V. M. Balasubramaniam, Mr V. M. Seshadri, Mr V. M. Gangadharam, Mr V. M. Kumaresan, LLM Appliances Private Limited, V M Chettiar & Sons India LLP, Mr V. M. L. Karthikeyan, Mr V. M. S. Kumaraguru, Mrs A Gandhimathi, Mr V. M. G. Mayuresan, Mr Gangadharam Viswanathan, Mr V. M. L. Senthilnathan, Mr V. M. S. Namasivayam, Mrs V. M. L. Shenbagalakshmi, Mrs V. M. B. Unnamalai, Mr V. M. S. Karpagam, Mr V. M. G. Sivakami, Mr V. M. K. Mangalam (collectively, the “**Existing Promoters**”) seeking reclassification from the ‘promoter and promoter group’ category to the ‘public’ category in accordance with the provisions of Regulation 31A of SEBI Listing Regulations. The said letter shall be considered for further action by the Board in accordance with Regulation 31A(10) and other applicable provisions of the Listing Regulations once the intention of the Existing Promoters to reclassify is disclosed in the letter of offer to be issued by Crompton Greaves Consumer Electricals Limited under the applicable provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Kindly take the same on record and oblige.

**For Butterfly Gandhimathi Appliances Limited**

**Priya Varshinee V M  
Deputy Company Secretary cum  
Compliance Officer**

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## BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

### Annexure A

1. Appointment of Mr. P M Murty (DIN: 00011179) as an Additional Director and Independent Director on the Board of Butterfly Gandhimathi Appliances Limited

S. No	Particulars	Remarks
1.	Reason for <del>Change viz.</del> appointment, <del>resignation,</del> <del>removal death or otherwise</del>	Appointment as an Additional and Independent Director
2.	Date of Appointment/ <del>Cessation</del> & term of appointment	Independent Director for a period of 5 years effective from April 1, 2022 subject to the approval of shareholders of the Company by special resolution within 3 months from the date of appointment.
3.	Disclosure of relationships between directors (in case of appointment of a director)	Mr P M Murty is not related to any Directors of the Company.
4.	Information required pursuant to circular issued by (a) BSE Limited bearing ref. no. LIST/COMP/ 14/ 2018- 19 and (b) the National Stock Exchange of India Ltd bearing ref. no. NSE/ CML/ 2018/ 24, both dated 20th June, 2018.	Mr P M Murty is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority.
5.	Brief Profile	Mr. P M Murty holds Postgraduate Diploma in Management from Indian Institute of Management, Calcutta. He has more than 42 years of experience working with Asian Paints Limited (APL), wherein he held various senior positions including that of Managing Director from 2009 to 2012 and is winner of the prestigious "CEO of the Year" award by Business Standard (2009-10).

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## BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

### 2. Appointment of Ms. Smita Anand (DIN: 00059228 ) as an Additional Director and Independent Director on the Board of Butterfly Gandhimathi Appliances Limited

S. No	Particulars	Remarks
1.	Reason for <del>Change viz. appointment, resignation, removal death or otherwise</del>	Appointment as an Additional and Independent Director
2.	Date of Appointment/ <del>Cessation</del> & term of appointment	Independent Director for a period of 5 years effective from April 1, 2022 subject to the approval of shareholders of the Company by special resolution within 3 months from the date of appointment.
3.	Disclosure of relationships between directors (in case of appointment of a director)	Ms. Smita Anand is not related to any Directors of the Company.
4.	Information required pursuant to circular issued by (a) BSE Limited bearing ref. no. LIST/COMP/ 14/ 2018- 19 and (b) the National Stock Exchange of India Ltd bearing ref. no. NSE/ CML/ 2018/ 24, both dated 20th June, 2018.	Ms. Smita Anand is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority.
5.	Brief Profile	Ms. Anand holds a MBA degree in Human Resources from Allahabad University. She has over thirty years of experience, of which over two decades were in leading global management consulting and human resources firms. She served as the Managing Director at Leadership Consulting India and Asia head at Korn Ferry's Board/CEO Succession Solutions. She was also the President of a Leadership and Life-long Learning business and also worked as Regional Leader of Consulting businesses for the Asia Pacific region at AON-Hewitt - Shanghai for almost a decade (2002-2011). Earlier in her career, she held various consulting and senior leadership roles at Ernst & Young and PricewaterhouseCoopers, as Head of the Human Capital Services practice.

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### 3. Appointment of Mr. P.R. Ramesh (DIN: 01915274) as an Additional Director and Independent Director on the Board of Butterfly Gandhimathi Appliances Limited

S. No	Particulars	Remarks
1.	Reason for <del>Change viz.</del> appointment, <del>resignation,</del> <del>removal death or otherwise</del>	Appointment as an Additional and Independent Director
2.	Date of Appointment/ <del>Cessation</del> & term of appointment	Independent Director for a period of 5 years effective from April 1, 2022 subject to the approval of shareholders of the Company by special resolution within 3 months from the date of appointment.
3.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. P R Ramesh is not related to any Directors of the Company.
4.	Information required pursuant to circular issued by (a) BSE Limited bearing ref. no. LIST/COMP/ 14/ 2018- 19 and (b) the National Stock Exchange of India Ltd bearing ref. no. NSE/ CML/ 2018/ 24, both dated 20th June, 2018.	Mr. P R Ramesh is not debarred from holding the office of director by virtue of any order by SEBI or any other such authority.
5.	Brief Profile	Mr. P R Ramesh graduated in Commerce from Osmania University, Hyderabad and is a Fellow Member of the Institute of Chartered Accountants of India ('ICAI'). He retired as Director of Deloitte & Touche Assurance & Enterprise Risk Services India Private Limited on 31st March 2020. He has also served as a member of Deloitte Global Board and Deloitte Asia Pacific Board and has over 40 years of experience and served clients in manufacturing, banking and financial services, technology, media, telecommunications, energy and resources and consumer business sectors throughout his professional career. Mr. P R Ramesh is also a regular speaker at various programmes and workshops

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		<p>conducted by ICAI, the Institute of Internal Auditors, RBI, CII, SEBI on the matters of professional interest. He is on the Board of Nestle India Limited, NSE Investments Limited and The Clearing Corporation of India Limited. He is a Partner at Deloitte Haskins &amp; Sells LLP. He has been associated with various committees of Regulatory bodies such as SEBI, RBI, IRDA etc and has been associated with various industry bodies and was also a past president of Bombay Chamber of Commerce &amp; Industry.</p>
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