



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

July 19, 2024

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: 33/2024-25	Our Reference: 33/2024-25

Dear Sir/Madam,

Sub: Voting Results and Scrutinizers Report as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our intimation dated today, July 19, 2024, the 37th AGM of the Company was held on July 19, 2024 and the business mentioned in the Notice dated June 19, 2024 was transacted. In this regard, please find enclosed the following:

- Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- Report of the Scrutinizer dated July 22, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014.

As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 37th AGM have been duly approved by the Shareholders with requisite majority.

Further, please note that as required under Regulation 34 of the SEBI Listing Regulations, the Annual Report of the Company for the Financial Year 2023-24 and the Notice of the said AGM, has already been submitted with the Stock Exchanges on June 22, 2024.

This is for your information and you are requested to bring this to the notice of your constituents.

Thanking You,
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 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 Seventh (37th) Annual General Meeting (AGM) of Butterfly Gandhimathi Appliances Limited held on Friday, July 19, 2024 at 3.00 P.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,

1. I D. Saravanan Partner, M/s. **M. Alagar & Associates, Practising Company Secretaries, Chennai** have been appointed as a Scrutinizer by the Board of Directors of Butterfly Gandhimathi Appliances Limited ("**the Company**") vide their resolution dated May 14, 2024 for the purpose of scrutinizing the e-voting and e-voting process (remote e-Voting and e-Voting at 37th Annual General Meeting) in a fair and transparent manner in connection with the resolutions contained in the Notice dated June 19, 2024, as prescribed under Section 108 of the Companies Act, 2013 ("**the Act**") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), placed for the approval of members of the Company.
2. The Ministry of Corporate Affairs ("**MCA**") 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, Circular No. 09/2023 dated September 25, 2023 (Collectively referred to as "**MCA Circulars**") has permitted conducting the AGM through VC or OAVM without the physical presence of the members for the meeting at a common venue. The AGM was held without the physical presence of the members of the Company, hence 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.

3. As required under Section 101 of the Act read with aforementioned circulars issued by MCA and Securities and Exchange Board of India ("**SEBI**") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (collectively referred to as "**SEBI Circulars**"), the Notice of 37th AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members in compliance with the MCA and SEBI Circulars. The Notice was also published in "**Trinity Mirror**" (English) and "**Makkal Kural**" (Tamil) on June 19, 2024.
4. The Company had availed the e-Voting facility offered by National Securities Depository Limited ("**NSDL**"), for facilitating remote e-Voting and e-Voting at the AGM, to enable the members to exercise their right to vote through electronic means.
5. The members of the Company holding shares as on the "**Cut-off**" date (i.e. on Friday, July 12, 2024) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote E-Voting commenced on Monday, July 15, 2024, 9:00 AM (IST) and ended on Thursday, July 18, 2023 at 5:00 PM (IST) and the NSDL e-Voting platform was closed in due time.
7. The members who had voted through remote e-Voting facility provided by NSDL were not allowed to vote at the AGM 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.
8. As confirmed by the Chairman of the AGM, the Company has conducted the 37th AGM with the presence of requisite quorum throughout the meeting.
9. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to remote e-Voting and e-Voting at the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. Our responsibility as a Scrutinizer is to scrutinize and ensure that the vote cast through remote e-Voting and e-Voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-Voting and e-Voting as per the facility provided by NSDL, the agency engaged by the Company to provide remote e-Voting facility and e-Voting facility at the AGM.
11. Based on the data downloaded from NSDL e-Voting system, we now submit our consolidated report on the results of remote e-Voting and e-Voting at the AGM in respect of the resolutions proposed in the Notice of the AGM 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, 2024 together with the Reports of the Board of Directors and Auditors thereon.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	70	67	3
2.	Number of votes cast by them	1,43,21,646	1,43,21,598	48
3.	% of votes cast	100	99.9997	0.0003

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	69	61	8
2.	Number of votes cast by them	1,43,21,645	1,43,21,371	274
3.	% of votes cast	100	99.9981	0.0019

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	69	66	3
2.	Number of votes cast by them	1,43,21,645	1,43,21,633	12
3.	% of votes cast	100	99.9999	0.0001

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 Ms. Swetha Sagar G as the Manager and Key Managerial Personnel designated as 'Manager & Chief Business Officer' of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	69	65	4
2.	Number of votes cast by them	1,43,21,645	1,43,21,595	50
3.	% of votes cast	100	99.9997	0.0003

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.



Resolution No. 5

Special Resolution for payment of remuneration to Ms. Swetha Sagar G as the Manager & Chief Business Officer of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	69	64	5
2.	Number of votes cast by them	1,43,21,645	1,43,21,577	68
3.	% of votes cast	100	99.9995	0.0005

RESULT:

I report that the Special Resolution with regard to Resolution No.5 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



D. Saravanan
Partner
ACS: 60177
COP: 22608
UDIN: A060177F000784527



Date: July 19, 2024
Place: Chennai

ANNEXURE 1

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, 2024 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 (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
	Postal Ballot (if applicable)		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	9,10,468	9,09,853	99.93	9,09,853	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		9,10,468	9,09,853	99.93	9,09,853	0	100
Public- Non-Institutions	E-Voting	35,59,420	2130	0.06	2082	48	97.75	2.25
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		35,59,420	2130	0.06	2082	48	97.75
Total		1,78,79,551	1,43,21,646	80.10	1,43,21,598	48	99.9997	0.0003



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 (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
	Postal Ballot (if applicable)		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	9,10,468	9,09,853	99.93	9,09,647	206	99.98	0.02
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9,10,468	9,09,853	99.93	9,09,647	206	99.98	0.02
Public- Non Institutions	E-Voting	35,59,420	2129	0.06	2061	68	96.81	3.19
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35,59,420	2129	0.06	2061	68	96.81	3.19
Total		1,78,79,551	1,43,21,645	80.10	1,43,21,371	274	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
	Postal Ballot (if applicable)		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	9,10,468	9,09,853	99.93	9,09,853	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9,10,468	9,09,853	99.93	9,09,853	0	100	0
Public- Non Institutions	E-Voting	35,59,420	2129	0.06	2117	12	99.44	0.56
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35,59,420	2129	0.06	2117	12	99.44	0.56
Total		1,78,79,551	1,43,21,645	80.10	1,43,21,633	12	99.9999	0.0001



Resolution No.			4. To appoint Ms. Swetha Sagar G as the Manager and Key Managerial Personnel designated as 'Manager & Chief Business Officer' 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
	Postal Ballot (if applicable)		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	9,10,468	9,09,853	99.93	9,09,853	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9,10,468	9,09,853	99.93	9,09,853	0	100	0
Public- Non Institutions	E-Voting	35,59,420	2129	0.06	2079	50	97.65	2.35
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35,59,420	2129	0.06	2079	50	97.65	2.35
Total		1,78,79,551	1,43,21,645	80.10	1,43,21,595	50	99.9997	0.0003



Resolution No.			5. Payment of remuneration to Ms. Swetha Sagar G as the Manager & Chief Business Officer of the Company					
Resolution required: (Ordinary/ Special)			Special 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
	Postal Ballot (if applicable)		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	9,10,468	9,09,853	99.93	9,09,853	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	9,10,468	9,09,853	99.93	9,09,853	0	100	0
Public- Non Institutions	E-Voting	35,59,420	2129	0.06	2061	68	96.81	3.19
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	35,59,420	2129	0.06	2061	68	96.81	3.19
Total		1,78,79,551	1,43,21,645	80.10	1,43,21,577	68	99.9995	0.0005

