



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

August 9, 2021

General Manager – DCS,
Dept. of Corporate Services,
BSE Ltd,
Floor 1, 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,

**Sub: Minutes of proceedings of the 34th Annual General Meeting
held on 29.07.2021**

Enclosed please find minutes of proceedings of the meeting of the 34th Annual General Meeting held on 29th July 2021 at 11.00 a.m. through Video Conference or Other Audio Visual Means.

Please treat this as in compliance with the Listing Regulations.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited


Priya Varshinee V M
Deputy Company Secretary cum
Compliance Officer



Regd. Office: 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Chengalpattu 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, Chengalpattu District.
Phone: 044 - 49005100/5154, E- mail: butterflyho@butterflyindia.com



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

MINUTES OF PROCEEDINGS OF THE MEETING OF THE THIRTY FOURTH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, 29TH JULY 2021 AT 11.00 A.M. TO 11.30 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS ("VC/OAVM") FACILITY.

1. Preliminaries :

1.1 Time of commencement : 11.00 a.m
Time of conclusion : 11.30 a.m

41 Shareholders (including five Director-shareholders) were present through Video Conferencing/Other Audio Visual Means.

1.2 Directors present through VC/OAVM:

Mr.V.M.Lakshminarayanan	Chairman & Managing Director
Mr.V.M.Balasubramaniam	Vice Chairman & Managing Director
Mr.V.M.Seshadri	Managing Director
Mr.V.M.Gangadharam	Executive Director
Mr.V.M.Kumaresan	Executive Director - Technical
Mr.K.Ganesan	Independent Director
Mr.M.Padmanabhan	Independent Director
Mr.A.Balasubramanian	Independent Director
Mr.G.S.Samuel	Independent Director
Mr.T.R.Srinivasan	Independent Director
Mrs.Maheshwari Mohan	Woman Independent Director

1.3 Moderators for the AGM present through VC/OAVM facility:

Mr.Sivapazham, Moderator for announcement and coordination (NSDL) with pre-registered Member Speaker

1.4 Confirmation of Quorum:

Mr.Sivapazham, Assistant Manager, National Securities Depository Limited confirmed to Mrs.Priya Varshinee V M, Deputy Company Secretary cum Compliance Officer that sufficient members to constitute quorum had logged in as participants and that the Statutory Auditors, Secretarial Auditor and Cost Auditor had also logged in for the meeting.

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Priya Varshinee V M



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1.5 Announcement before the start of the Virtual AGM:

Mrs.Priya Varshinee V M, Deputy Company Secretary cum Compliance Officer welcomed the Members for attending the 34th Annual General Meeting of the Company through VC/ OAVM facility ("AGM") and appraised them that for the smooth conduct of the meeting, all the Members were in mute mode and Members who had pre-registered themselves as speaker at the AGM would be unmuted on the request of the Chairman. After the announcements, she handed over to Mr.V.M.Lakshminarayanan, Chairman & Managing Director of the Company for further proceeding.

1.6 Welcome by Chairman:

Mr.V.M.Lakshminarayanan, Chairman & Managing Director of the Company welcomed the Members participating in the meeting through VC/OAVM facility.

The Chairman declared the meeting as validly convened on the basis of the advice from the Deputy Company Secretary that the requirement of the quorum as per the Companies Act 2013 read with the relevant MCA Circulars was fulfilled and called the meeting to order.

1.7 Mrs.Priya Varshinee: Pursuant to the provisions of section 170 & 189 of the Companies Act, 2013, the Register of Directors and Key Management Personnel with their shareholding and Register of Contracts are available digitally in the Company's and NSDL website for inspection of the Members

2. Introduction of CMD and other Board Members to the shareholders:

Mr.V.M.Lakshminarayanan, Chairman & Managing Director stated that he is privileged to attend the thirty fourth Annual General Meeting as the Chairman & Managing Director of the Company and the second virtual AGM of the Company. He further stated that the virtual AGM is a progressive step as it allows Members irrespective of where they are physically present anywhere in India or even abroad to participate in the AGM.

Thereafter he requested the Deputy Company Secretary to introduce other Board Members participating in the AGM through VC/OAVM facility, drawing attention of the Members who appear on the screen. Mr.V.M.Balasubramaniam, Vice Chairman & Managing Director, Mr.V.M.Seshadri, Managing Director and Chairman of Risk Management Committee, V.M.Gangadharam, Executive Director and Member of Stakeholders' Relationship Committee and Risk Management Committee, V.M.Kumaresan, Executive Director-Technical and Member of the Share



Transfer Committee, all participating from the Corporate Office at Navalur were introduced. Mr..K.Ganesan, Independent Non-Executive Director and Chairperson Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, who was participating from his residence at West Mambalam, Chennai, Mr.M.Padmanabhan, Independent Non-Executive Director and Member of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and Risk Management Committee, who was participating from his office at Anna Nagar, Chennai, Mr.A.Balasubramanian, Independent Non-Executive Director and Member of Audit Committee and the Nomination and Remuneration Committee and Risk Management Committee, who was participating from his residence in Bangaluru, Mr.G.S.Samuel, Independent Non-Executive Director and Member of Corporate Social Responsibility Committee and Risk Management Committee, who was participating from his residence at R.A.Puram, Chennai Mr.T.R.Srinivasan, Independent Non-Executive Director and Chairperson of Corporate Social Responsibility Committee, who was participating from his residence at Shastri Nagar, Adyar, Chennai and Mrs.Maheshwari Mohan, Woman Independent Non-Executive Director who was participating from her residence at Thiruverkadu, Chennai were also introduced.

Finally, Mrs.Priya Varshinee V M, Deputy Company Secretary cum Compliance Officer self-introduced herself and Mr.R.Nagarajan, Chief Financial Officer who were participating from the Corporate Office at Navalur, Chennai.

She also informed the participation of the Mr.G.N.Ramaswamy, Partner of M/s.ASA Associates LLP, Chartered Accountants, Statutory Auditors and the Secretarial Auditor and Scrutinizer, Mr.Balu Sridhar, Partner of A.K.Jain Associates, Practicing Company Secretaries.

3. Chairman's Speech:

At the request of the Chairman, Mrs.Priya Varshinee, Deputy Company Secretary cum Compliance Officer read out the Chairman's Speech at the Meeting.

4. Business Items:

4.1. The Chairman then took up the formal proceedings of the AGM. The Notice of the 34th Annual General Meeting ("AGM") dated 14.06.2021 together with the Financial Statements and Board's Report which was sent to the Members by email and public notice published in the Newspapers, were taken as read.



4.2. The Chairman informed that the Auditors' Report on the Financial Statements of the Company for the year ended 31st March 2021 did not have qualifications, observations or adverse comments. Accordingly the same was taken as read.

4.3. The Chairman then requested Mrs.Priya Varshinee V M Deputy Company Secretary cum Compliance Officer to proceed with the Agenda. Deputy Company Secretary summarised that the AGM Notice contains seven business items as follows:

Resolution No.1: To adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon, as an Ordinary Resolution

Resolution No.2: To confirm the payment of Dividend, as an Ordinary Resolution.

Resolution No.3: Retirement of Director, Mr.V.M.Gangadharam, who retires by rotation and being eligible offers himself for reappointment, as an Ordinary Resolution.

Resolution No.4: Reappointment of Mr.V.M.Gangadharam as Executive Director for a term of five years with effect from 01.10.2021, as a Special Resolution.

Resolution No.5: Reappointment of Mr.V.M.Kumaresan as Executive Director - Technical for a term of five years with retrospective effect from 01.06.2021, as a Special Resolution.

Resolution No.6: Ratification of remuneration payable to Cost Auditors, in Special Business, as an Ordinary Resolution.

Resolution No.7: Contribution to Bonafide Charitable and other Funds, as a Special Resolution.

4.4 Thereafter, Chairman invited Members who had pre-registered themselves as speakers to ask their question on the Agenda items as set out in the Notice. Two speakers, viz., Mr.Kaushik Shahukar and Mr.Harshil Parekh out of three who have preregistered raised their queries and the questions were replied by the Chairman & Managing Director and the Managing Director. Third speaker Mr.Yusuf Yumus Rangwala who had registered, did not login in for the proceedings and response to the call by the Moderator. Thereafter, Chairman announced that the question and answer session was closed.



5. Voting Procedure:

5.1. Mrs.Priya Varshinee V M, Deputy Company Secretary cum Compliance Officer informed that the e-voting will remain open for 15 minutes of the conclusion of this meeting for the shareholders to cast their votes on all the resolutions set out at Item Nos.1 to 7 of the Notice of the Thirty Fourth Annual General Meeting and explained the voting procedure.

5.2. Deputy Company Secretary cum Compliance Officer further informed the Members that pursuant to the provisions of the Companies Act 2013 and the Rules made thereunder and the Regulation 44 of the SEBI (LODR) Regulations 2015, the Company had extended the facility of voting by electronic means to its Members to exercise their right to vote on the businesses to be transacted at the meeting using the voting platform offered by National Securities Depository Limited (NSDL).

5.3. She further informed that arrangements have been made for those Members attending the meeting to cast their votes if they had not cast their votes earlier through remote e-voting process. She further informed that the e-voting platform provided by NSDL would remain open for another 15 minutes on conclusion of this meeting. The proceedings of the e-voting will close after all the Members participating in the meeting have cast their votes through e-voting which will lapse after 15 minutes from the conclusion of this meeting.

5.4 She also informed that Mr.Balu Sridhar, Company Secretary in Practice has been appointed as Scrutinizer for conducting e-voting, in a fair and transparent manner and to submit his report to the Chairman.

5.5 Mrs.Priya Varshinee V M, Deputy Company Secretary cum Compliance Officer further informed that the voting results will be announced within two working days after the conclusion of the Annual General Meeting. She further stated that the results would be intimated to the Stock Exchanges and be uploaded on the Company's website www.butterflyindia.com with the report of the Scrutinizer.

6. Conclusion of the meeting:

Chairman declared that the meeting is closed and thanked the Members who have participated in the Annual General Meeting and requested the members to stay safe and healthy and that we all will meet in the next year's AGM.



7. Results of the voting on the resolutions:

The Resolutions for the ordinary and special businesses as set out in Item Nos.1 to 7 in the Notice of the 34th Annual General Meeting which have all been carried out with requisite majority, are recorded hereunder as part of the proceedings of 34th Annual General Meeting of the Members held on 29th July 2021, results declared on 30.07.2021.

Ordinary Business:

Item No.1: Ordinary Resolution for adoption of Financial Statements, Reports of the Board of Directors and Auditors:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2021 together with the Reports of the Board of Directors and the Auditors thereon, laid before the meeting be and is hereby approved and adopted".

Item No.2: Ordinary Resolution for confirming the payment of Dividend:

"RESOLVED THAT:

a) Interim Dividend of Rs.1.50 per equity share declared by the Board of Directors on 04.11.2020 on the equity shares of `10/- each of the Company for the year ended 31.03.2021 and paid to those equity shareholders whose names appeared in the Register of Members as on 12.11.2020 and;

b) Second Interim Dividend of Rs.1.50 per equity share declared by the Board of Directors on 19.02.2021 on the equity shares of Rs.10/- each of the Company for the year ended 31.03.2021 and paid to those equity shareholders whose names appeared in the Register of Members as on 03.03.2021 being the record dates fixed for the purpose, (totalling to Rs.3.00 per equity share) be and are hereby confirmed as final dividend for the Financial Year 2020-2021."

Item No.3: Ordinary Resolution: Retirement of Director by rotation:

"RESOLVED THAT Mr. V.M.Gangadharam (DIN 00106466), Director of the Company, who retires by rotation at this meeting pursuant to the provisions of Section 152(6)(c) of the Companies Act 2013 being eligible and having offered himself for his reappointment be and is hereby appointed as a Director of the Company."

Special Business:

Item No.4: Special Resolution: Reappointment of Mr.V.M.Gangadharam, Executive Director.

RESOLVED THAT Pursuant to the provisions of Sections 196 and 197 read with Schedule V of the Companies Act 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of Members of the



Company be and is hereby accorded for the reappointment of Mr. V.M Gangadharam (DIN:00106466) Whole time Executive Director of the Company for a period of five years with effect from 1st October 2021, whose period of office shall be subject to retirement by rotation on the following terms and conditions which shall be effective for a period of three years 1.10.2021 to 30.09.2024.

A. I. SALARY AND PERQUISITES:

1. Salary	Rs.67,20,000/- per annum or Rs.5,60,000/- per month, including dearness and all other allowances
2. Medical	One month's salary in a year or three month's salary over a period of three years for self and family.
3. Leave Travel Assistance	For self and family to and fro Air fare to any place in India or abroad once a year.
Note: For items (2) and (3) above, Family includes the spouse, the dependent children and the dependent parents.	
4. Personal Accident Insurance	Personal Accident cover of an amount, the annual premium of which does not exceed Rs.10,000/-per annum.
Note 1: Perquisites (2 to 4) shall not exceed 20% of his annual salary. For this purpose, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites will be evaluated at actual. Note 2: The Board of Directors will have the liberty to re-fix individual ceilings under each of the above heads or to allow any other perquisite, so as not to exceed 20% of the annual salary.	
5. Other Benefits: a. Provident Fund Contribution b. Gratuity c. Earned Leave	As per rules of the Company. Not exceeding half a month's salary for each completed year of service, subject to a ceiling of Rs.20 lakhs. As per rules of the Company
Note: Contribution to Provident Fund, Gratuity payable and earned leave at the end of the tenure shall not be included in the computation of the ceiling on remuneration specified in Section II of Part II of Schedule V to the Companies Act, 2013.	
6. Car	Use of Company maintained car with driver for official purposes.
7. Telephone/Mobile Phone	Telephone at residence and Mobile phone for official use.



Note: Provision of a car for use on Company Business and Mobile Phone/ Telephone for official use will not be considered as Perquisites.

Where in any financial year during the tenure of Mr. V.M. Gangadharam as whole time Executive Director the Company has no profits or its profits are inadequate, the Salary and Perquisites stated vide (1 to 7) above will be paid as minimum remuneration to him.

II. COMMISSION:

In addition to his salary and perquisites stated vide I (1 to 7) above, where the Company earns profits in a financial year as per the calculations made under Section 198 of the Companies Act 2013, Mr. V.M. Gangadharam together with the four other managerial personnel viz., Messrs. V.M. Lakshminarayanan, V.M. Balasubramaniam, V.M. Seshadri and V.M. Kumaresan shall be entitled to receive commission on net profits. However, the combined aggregate limit of salary/perquisites/commission paid to all the managerial personnel of the Company shall not exceed 10% of net profits, as prescribed under Section 197 of the Act or any statutory modification(s) or re-enactment thereof. The quantum of commission to be paid to each of the above managerial personnel will be determined as agreed amongst them and approved by the Nomination and Remuneration Committee/Board of Directors.

III. REIMBURSEMENT OF EXPENSES:

a. Entertainment expenses:

Reimbursement of entertainment expenses wholly and exclusively incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time by the Board.

b. Travelling expenses:

Reimbursement of travelling expenses actually and properly incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time by the Board.

B. That the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) be and is hereby authorised to revise, amend, alter and vary the remuneration and other terms and conditions of the reappointment of Mr. V.M. Gangadharam, in such a manner as may be permissible in accordance with the provisions of the Act or any modification or re-enactment thereto and as may be agreed to by and between the Board of Directors and Mr. V.M. Gangadharam, without any further reference to the shareholders in General Meeting.

C. That the Board of Directors of the Company be and is hereby authorised to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act as may be prevailing, and also to settle any



question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

Item No.5 - Reappointment of Mr. V.M.Kumaresan as Whole Time Executive Director (Technical) of the Company:

RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V of the Companies Act 2013 ('the Act') and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for the reappointment of Mr. V.M. Kumaresan (DIN:00835948) as Whole time Executive Director (Technical) of the Company for a period of five years with retrospective effect from 1st June 2021, whose period of office shall be subject to retirement by rotation on the following terms and condition which shall be effective for a period of three years from 1.6.2021 to 31.5.2024.

A. I. SALARY AND PERQUISITES

1. Salary	Rs.67,20,000/- per annum or Rs.5,60,000/- per month, including dearness and all other allowances
2. Medical	One month's salary in a year or three month's salary over a period of three years for self and family.
3. Leave Travel Assistance	For self and family to and fro Air fare to any place in India or abroad once a year.
Note: For items (2) and (3) above, Family includes the spouse, the dependent children and the dependent parents.	
4. Personal Accident Insurance	Personal Accident cover of an amount, the annual premium of which does not exceed Rs.10,000/-per annum.
Note 1: Perquisites (2 to 4) shall not exceed 20% of his annual salary. For this purpose, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites will be evaluated at actual.	
Note 2: The Board of Directors will have the liberty to re-fix individual ceilings under each of the above heads or to allow any other perquisite, so as not to exceed 20% of the annual salary.	



5. Other Benefits:	
a. Provident Fund Contribution	As per rules of the Company.
b. Gratuity	Not exceeding half a month's salary for each completed year of service, subject to a ceiling of Rs.20 lakhs.
c. Earned Leave	As per rules of the Company
Note: Contribution to Provident Fund, Gratuity payable and earned leave shall not be included in the computation of the ceiling on remuneration specified in Section II of Part II of Schedule V to the Companies Act, 2013.	
6. Car	Use of Company maintained car with driver for official purposes.
7. Telephone/Mobile Phone	Telephone at residence and Mobile phone for official use.
Note: Provision of a car for use on Company Business and Mobile Phone/ Telephone for official use will not be considered as Perquisites.	

Where in any financial year during the tenure of Mr. V.M. Kumaresan as Whole time Executive Director-Technical the Company has no profits or its profits are inadequate, the Salary and Perquisites stated vide (1 to 7) above will be paid as minimum remuneration to him.

II. COMMISSION:

In addition to his salary and perquisites stated vide I (1 to 7) above, where the Company earns profits in a financial year as per the calculations made under Section 198 of the Companies Act 2013, Mr.V.M.Kumaresan together with the four other managerial personnel viz., Messrs. V.M. Lakshminarayanan, Mr. V.M. Balasubramaniam, Mr. V.M. Seshadri and Mr. V.M. Gangadharam shall be entitled to receive commission on net profits. However, the combined aggregate limit of salary/perquisites/ commission paid to all the managerial personnel of the Company shall not exceed 10% of net profits, as prescribed under Section 197 of the Act or any statutory modification(s) or re-enactment thereof. The quantum of commission to be paid to each of the above managerial personnel will be determined as agreed amongst them and approved by the Nomination and Remuneration Committee/Board of Directors.



III. REIMBURSEMENT OF EXPENSES:

a. Entertainment expenses:

Reimbursement of entertainment expenses wholly and exclusively incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time by the Board.

b. Travelling expenses:

Reimbursement of travelling expenses actually and properly incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time by the Board.

B. That the Board of Directors of the Company (on the recommendations of the Nomination and Remuneration Committee) be and is hereby authorised to revise, amend, alter and vary the remuneration and other terms and conditions of the reappointment of Mr. V.M. Kumaresan, in such manner as may be permissible in accordance with the provisions of the Act or any modification or re-enactment thereto and as may be agreed to by and between the Board of Directors and Mr. V.M. Kumaresan, without any further reference to the shareholders in General Meeting.

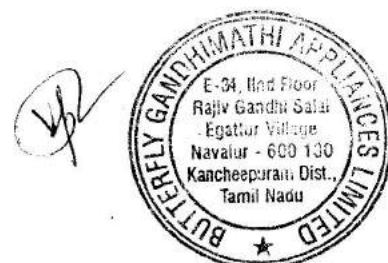
C. That the Board of Directors of the Company be and is hereby authorised to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act as may be prevailing, and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company.

Item No.6 - Ordinary Resolution : Ratification of remuneration payable to Cost Auditor for the financial year ending March 31, 2022

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act 2013 (including any statutory modification(s) or re-enactments(s) thereof for the time being in force) and the Rules made thereunder, the payment of remuneration of Rs.1,75,000/- plus taxes as applicable and reimbursement of travel and out of pocket expenses, to be paid to M/s.S.Mahadevan & Co., Cost Accountants (Regn.No.000007), Chennai, whose appointment has been approved by Board of Directors as Cost Auditors for conducting the audit of cost records of the Company, for the financial year ending 31st March 2022, be and is hereby ratified”.

Item No.7 – Special Resolution - Contribution to Bonafide Charitable and other Funds:

“RESOLVED THAT in supersession of the resolution passed at the 32nd Annual General Meeting of the Company held on 7.8.2019, pursuant to the provisions of



section 181 of the Companies Act 2013 and other applicable provisions, if any, the permission of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to "The Board" which term shall be deemed to include any committee which the Board may constitute for this purpose) to contribute to bonafied Charitable and other funds, in any financial year, such amount not exceeding Rupees Two crores in the aggregate.

8. Declaration of Voting Results:

On the basis of the Report submitted by the Scrutinizer, Mr.Balu Sridhar, Partner, M/s.A.K.Jain Associates, the results of the e-voting of the various businesses transacted at the 34th Annual General Meeting of the Company held on 29.07.2021 and declared on 30.07.2021 are given in the **Annexure**.

The Complete details of the e-Voting Results declared on 30.07.2021 along with the Scrutinizer's Report on the remote e-voting and the e-voting at the meeting submitted by the Scrutinizer were uploaded on the Stock Exchange and Company's website. These details are annexed to these minutes and are also available at the Registered Office of the Company.



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

ANNEXURE TO THE MINUTES OF THE 34TH ANNUAL GENERAL MEETING

Results of the Remote E-voting between 25th July 2021 (9.00 am) to 28th July 2021 (5.00 pm) and e-voting at the 34th Annual General Meeting of the Company held on Thursday 29th July 2021 on the Ordinary and Special Businesses.

On the basis of the Scrutinizer's Report for the e-voting the Results were declared on 30th July 2021, the summary of which is given hereunder.

1. Adoption of Audited Financial Statement for the year ended 31st March 2021 together with the Reports of the Board of Directors and Auditors thereon.

Resolution required (Ordinary/Special): Resolution No.1			Ordinary					
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	11582272	11580928	99.99	11580928	0	100.00	0
	Total	11582272	11580928	99.99	11580928	0	100.00	0
Public-Institu-	E-Voting	1637164	1231092	75.20	1231092	0	100.00	0
	Total	1637164	1231092	75.20	1231092	0	100.00	0
Public-Non-Institu-tion	E-Voting	4660115	6776	0.15	6760	16	99.76	0.24
	Total	4660115	6776	0.15	6760	16	99.76	0.24



2. Confirm the payment of Dividend:

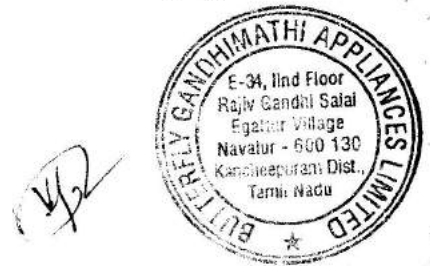
Resolution required (Ordinary/Special): Resolution No.2			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding Shares (3) = [(2)/(1)]*100	No. of Votes - 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	11582272	11580928	99.99	11580928	0	100.00	0
	Total	11582272	11580928	99.99	11580928	0	100.00	0
Public-Institu-	E-Voting	1637164	1231092	75.20	1231092	0	100.00	0
	Total	1637164	1231092	75.20	1231092	0	100.00	0
Public-Non-Institution	E-Voting	4660115	6776	0.15	6760	16	99.76	0.24
	Total	4660115	6776	0.15	6760	16	99.76	0.24

[Handwritten Signature]



3. To appoint Mr.V.M.Gangadharam (DIN:00106466) who retires by rotation and offers himself for reappointment of Director of the Company

Resolution required (Ordinary/Special): Resolution No.3			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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	11582272	11580928	99.99	11580928	0	100.00	0
	Total	11582272	11580928	99.99	11580928	0	100.00	0
Public-Institu-	E-Voting	1637164	1231092	75.20	1231092	0	100.00	0
	Total	1637164	1231092	75.20	1231092	0	100.00	0
Public-Non-Institution	E-Voting	4660115	6776	0.15	6710	66	99.03	0.97
	Total	4660115	6776	0.15	6710	66	99.03	0.97



4. Reappointment of Mr.V.M.Gangadharam as Wholetime Executive Director of the Company:

Resolution required (Ordinary/Special): Resolution No.4			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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	11582272	11580928	99.99	11580928	0	100.00	0
	Total	11582272	11580928	99.99	11580928	0	100.00	0
Public-Institu-	E-Voting	1637164	1231092	75.20	1231092	0	100.00	0
	Total	1637164	1231092	75.20	1231092	0	100.00	0
Public-Non-Institution	E-Voting	4660115	6776	0.15	6660	116	98.23	1.71
	Total	4660115	6776	0.15	6660	116	98.23	1.71

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5. Reappointment of Mr.V.M.Kumaresan as Wholetime Executive Director – Technical of the Company:

Resolution required (Ordinary/Special): Resolution No.5			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
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	11582272	11580928	99.99	11580928	0	100.00	0
	Total	11582272	11580928	99.99	11580928	0	100.00	0
Public-Institu-	E-Voting	1637164	1231092	75.20	1231092	0	100.00	0
	Total	1637164	1231092	75.20	1231092	0	100.00	0
Public-Non-Institu-tion	E-Voting	4660115	6776	0.15	6660	116	98.23	1.71
	Total	4660115	6776	0.15	6660	116	98.23	1.71



6. Ratification of remuneration payable to Cost Auditors for the financial year ending March 31, 2021:

Resolution required (Ordinary/Special): Resolution No.6			Ordinary					
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	11582272	11580928	99.99	11580928	0	100.00	0
	Total	11582272	11580928	99.99	11580928	0	100.00	0
Public-Institu-	E-Voting	1637164	1231092	75.20	1231092	0	100.00	0
	Total	1637164	1231092	75.20	1231092	0	100.00	0
Public-Non-Institu-tion	E-Voting	4660115	6776	0.15	6660	116	98.23	1.71
	Total	4660115	6776	0.15	6660	116	98.23	1.71



7. Contribution to Bonafide Charitable and other Funds:

Resolution required (Ordinary/Special): Resolution No.7			Special					
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	11582272	11580928	99.99	11580928	0	100.00	0
	Total	11582272	11580928	99.99	11580928	0	100.00	0
Public-Institu-	E-Voting	1637164	1231092	75.20	623456	607636	50.64	49.36
	Total	1637164	1231092	75.20	623456	607636	50.64	49.36
Public-Non-Institution	E-Voting	4660115	6776	0.15	5959	817	87.94	12.06
	Total	4660115	6776	0.15	5959	817	87.94	12.06

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