



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

August 8, 2019

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: Details of voting Results of the 32nd Annual General Meeting of the Company held on August 7, 2019

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 32nd Annual General Meeting of the Members of the Company held on Wednesday 7th August 2019 in the prescribed format.

We also enclose the consolidated report of the scrutinizer on e-voting and voting through ballot paper at the Annual General Meeting. A copy of the above being uploaded in the website of the Company.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited

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

Encl:a/a.

VOTING RESULTS	
Name of the Company	Buttefly Gandhimathi Appliances Limited
Date of the AGM	07.08.2019
Record date	30.07.2019
Total number of shareholders on record date	20354
Number of shareholders present in the meeting either in person or through proxy	
a) Promoter and promoter group	19
b) Public	86
Number of shareholders attended the meeting through video conferencing	
a) Promoter and promoter group	Not Applicable
b) Public	Not Applicable
Number of resolutions passed in meeting	5
Disclosure of notes on voting results	NA



Resolution Required(Ordinary/Special)		Resolution Details(1)									
Whether promoter/Promoter Group are interested in below Resolution		Ordinary No									
Description of resolution considered		To receive, consider and adopt the Audited Financial Statements for the Year ended 31st March, 2019 together with the Reports of the Board of Directors 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	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)		
Promoter and Promoter Group	E-voting		11615296	100.00	11615296	0	100.000	0.000	0		
	Poll	11615296	0	0.00	0	0	0.000	0.000	0		
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0		
	Total	11615296	11615296	100.00	11615296	0	100.000	0.000	0		
Public Institutions	E-voting		1904835	78.93	1904835	0	100.000	0.000	0		
	Poll	2413288	0	0.00	0	0	0.000	0.000	0		
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0		
	Total	2413288	1904835	78.93	1904835	0	100.000	0.000	0		
Public Non-Institutions	E-voting		1886	0.05	1718	168	91.092	8.908	0		
	Poll	3850967	403	0.01	358	45	88.834	11.166	0		
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0		
	Total	3850967	2289	0.06	2076	213	90.695	9.305	0		



Resolution Details(2)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Ordinary				
To appoint a Director in the place of Mr. V.M. Kumaresan (DIN 00835948), who retires by rotation & being eligible offers himself for re-appointment									
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)
Promoter and Promoter Group	E-voting		11615296	100.00	11615296	0	100.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)	11615296	0	0.00	0	0	0.00	0.00	0
	Total	11615296	11615296	100.00	11615296	0	100.00	0.00	0
Public	E-voting		1904835	78.93	1904835	0	100.00	0.00	0
Public	Poll		0	0.00	0	0	0.00	0.00	0
Public Institutions	Postal Ballot(if applicable)	2413288	0	0.00	0	0	0.00	0.00	0
	Total	2413288	1904835	78.93	1904835	0	100.00	0.00	0
Public Non-	E-voting		1821	0.05	1652	169	90.72	9.28	0
Public Non-	Poll		403	0.01	403	0	100.00	0.00	0
Public Non-Institutions	Postal Ballot(if applicable)	3850967	0	0.00	0	0	0.00	0.00	0
	Total	3850967	2224	0.06	2055	169	92.40	7.60	0



Resolution Details (3)									
Resolution Required (Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution									
Ordinary									
No									
Approval of remuneration of the Cost Auditors for the financial year ending 31st March, 2020.									
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)
Promoter and Promoter Group	E-voting		11615296	100.00	11615296	0	100.00	0.00	0
	Poll	11615296	0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	11615296	11615296	100.00	11615296	0	100.00	0.00	0
Public Institutions	E-voting		1904835	78.93	1904835	0	100.00	0.00	0
	Poll	2413288	0	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	2413288	1904835	78.93	1904835	0	100.00	0.00	0
Public Non-Institutions	E-voting		1821	0.05	1652	169	90.72	9.28	0
	Poll	3850967	403	0.01	403	0	100.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3850967	2224	0.06	2055	169	92.40	7.60	0

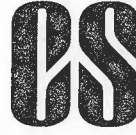


Resolution Required (Ordinary/Special)		Resolution Details (4)											
Whether promoter/Promoter Group are interested in below Resolution		Special No											
Description of resolution considered		Approval pursuant to Section 180(1)(a) of the Companies Act 2013 for mortgaging and/or charging of the movable/immovable properties 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	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)				
Promoter and Promoter Group	E-voting		11615296	100.00	11615296	0	100.00	0.00	0	0	0.00	0.00	0
	Poll	11615296	0	0.00	0	0	0.00	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	0.00	0.00	0
	Total	11615296	11615296	100.00	11615296	0	100.00	0.00	0	0	0.00	0.00	0
Public Institutions	E-voting		1904835	78.93	1904835	0	100.00	0.00	0	0	0.00	0.00	0
	Poll	2413288	0	0.00	0	0	0.00	0.00	0	0	0.00	0.00	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	0.00	0.00	0
	Total	2413288	1904835	79.93	1904835	0	100.00	0.00	0	0	0.00	0.00	0
Public Non-Institutions	E-voting		1821	0.05	1652	169	90.72	9.28	0	0	0.00	9.28	0
	Poll	3850967	403	0.01	358	45	88.83	11.17	0	0	0.00	11.17	0
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00	0	0	0.00	0.00	0
	Total	3850967	2224	0.06	2010	214	90.38	9.62	0	0	0.00	9.62	0



Resolution Details(5)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Special No				
Description of resolution considered					Approval pursuant to Section 181 of the Companies Act 2013 to contribute to bonafide Charitable and other funds				
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)
Promoter and Promoter Group	E-voting		11615296	100.00	11615296	0	100.00	0.00	0
	Poll	11615296	0	0.00	0	0	0.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
Public Institutions	Total	11615296	11615296	100.00	11615296	0	100.00	0.00	0
	E-voting		1904835	78.93	1904835	0	100.00	0.00	0
	Poll	2413288	0	0.00	0	0	0.00	0.00	0
Public Non-Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	2413288	1904835	78.93	1904835	0	100.00	0.00	0
	E-voting		1821	0.05	1653	168	90.77	9.23	0
Public Non-Institutions	Poll	3850967	403	0.01	403	0	100.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	3850967	2224	0.06	2056	168	92.45	7.55	0





S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

SCRUTINIZER REPORT

To,

The Chairman

of the 32nd Annual General Meeting of the Shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**, held on 07.08.2019 at the Registered Office situated at No.143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District.

Dear Sir,

The Board of Directors of the Company, at their meeting held on 24th May, 2019, pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules 2014 and as amended from time to time, had appointed me as the Scrutinizer for the e-voting process to be held for passing of resolutions as set out in the Notice convening Annual General Meeting dated 24th May, 2019.

In this connection, I hereby submit my report as under:

1. The members of the Company as on the "cut-off" date i.e., Tuesday, July 30, 2019 were entitled to vote on the resolutions (Item No. 1 to 5 as set out in the Notice of the 32nd Annual General Meeting of the Company).
2. The period for e-voting remained open from Saturday, August 03, 2019 (09.00 A.M) to Tuesday, August 06, 2019 (05.00 P.M) as mentioned in the Notice convening Annual General Meeting.
3. The votes cast were unblocked after the conclusion of voting at the Annual General Meeting at 12.20 P.M. on August 07, 2019 in the presence of 2 witnesses, Ms. Chetna and Mr. Ravindra Babu, who are not in the employment of Company.
4. The details viz., the list of Equity Shareholders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of National Securities Depository Limited (NSDL) which is <https://www.evoting.nsdl.com> and based on such report, I am enclosing the report for each of the items contained in the Notice.
5. A shareholder holding 65 Equity Shares as on the cut - off date had abstained from voting for Resolution No. 2 to 5.



S. Anil Kumar Jain

E-VOTING RESULTS

Item No.	1
Particulars of the Business	Consider and adopt Audited Financial Statement as on 31 st March, 2019 along with Reports of the Board of Directors and Auditors.
Type of Resolution	Ordinary

Particulars	No. of members voted	No of votes cast	Total Votes (in %)
Received	48	1,35,22,017	100
Assent	46	1,35,21,849	99.999
Dissent	2	168	0.001

Item No.	2
Particulars of the Business	Re-appointment of Mr. V.M.Kumaresan, Director, (DIN: 00835948) who retires by rotation, being eligible offers himself for re-appointment.
Type of Resolution	Ordinary

Particulars	No. of members voted	No of votes cast	Total Votes (in %)
Received	47	1,35,21,952	100
Assent	44	1,35,21,783	99.999
Dissent	3	169	0.001

Item No.	3
Particulars of the Business	Approval of remuneration of the Cost Auditors for the financial year ending 31 st March, 2020.
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	47	1,35,21,952	100
Assent	44	135,21,783	99.999
Dissent	3	169	0.001



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Item No.	4
Particulars of the Business	Approval pursuant to Section 180(1)(a) of the Companies Act 2013 for mortgaging and/or charging of the movable/immovable properties of the Company.
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	47	1,35,21,952	100
Assent	44	1,35,21,783	99.999
Dissent	3	169	0.001

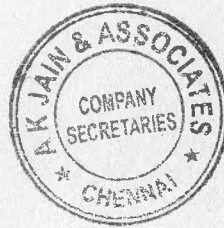
Item No.	5
Particulars of the Business	Approval pursuant to Section 181 of the Companies Act 2013 to contribute to bona-fide Charitable and other funds.
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	47	1,35,21,952	100
Assent	45	1,35,21,784	99.999
Dissent	2	168	0.001

6. 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: 07.08.2019



B. Sridhar

BALU SRIDHAR
Partner
Scrutinizer
M.No. F5869
CP: 3550



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 32nd Annual General Meeting of the Shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**, held on Wednesday, 07.08.2019 at 11.00 A.M at the Registered Office of the Company situated at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District.

Dear Sir,

Sub: Consolidated Scrutinizer Report on remote e-voting 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 and as amended from time to time and poll conducted at the 32nd Annual General Meeting of M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED on August 07, 2019.

1. The Board of Directors of the Company, at their meeting held on 24th May, 2019 had appointed me as the Scrutinizer for E-voting held between Saturday, August 03, 2019 (09.00 A.M) and Tuesday, August 06, 2019 (05.00 P.M) and for the poll conducted at the 32nd Annual General Meeting of the Company held on August 07, 2019.
2. The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility of e-voting to the shareholders of the Company from Saturday, August 03, 2019 (09.00 A.M) and Tuesday, August 06, 2019 (05.00 P.M). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on August 07, 2019 at 12.20 P.M. For further details, refer Scrutinizer report on e-voting dated August 07, 2019.



A. Srinivasan

3. At the 32nd Annual General Meeting of the Company held on August 07, 2019, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting, who could not participate in the e-voting, to record their votes through the poll process.
4. A shareholder holding 65 Equity shares as on the cut - off date had abstained from voting for Resolution No. 2 to 5.
5. A Shareholder holding Two (2) Equity Shares as on the Cut-off Date has voted for Five (5) Equity Shares in the Poll conducted in the 32nd Annual General Meeting. However, for the purpose of this report the voting exercised by the said Shareholder has been restricted to Two (2)
6. The results of voting through remote e-voting and through ballot papers at the Annual General Meeting venue are as under:

Item No	Type of Resolution	Subject Matter
1	Ordinary	Consider and adopt Audited Financial Statement as on 31 st March, 2019 along with Reports of the Board of Directors and Auditors.
2	Ordinary	Re-appointment of Mr. V.M.Kumaresan, Director, (DIN: 00835948) who retires by rotation, being eligible offers himself for re-appointment.
3	Ordinary	Approval of remuneration of the Cost Auditors for the financial year ending 31 st March, 2020.
4	Special	Approval pursuant to Section 180(1)(a) of the Companies Act 2013 for mortgaging and/or charging of the movable/immovable properties of the Company.
5	Special	Approval pursuant to Section 181 of the Companies Act 2013 to contribute to bonafide Charitable and other funds



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Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	E-voting	Ballot Paper	Total	No.	% of votes	No.	% of votes
1	1,35,22,017	403	1,35,22,420	1,35,22,207	99.9984	213	0.0016
2	1,35,21,952	403	1,35,22,355	1,35,22,186	99.9988	169	0.0012
3	13521952	403	1,35,22,355	1,35,22,186	99.9988	169	0.0012
4	13521952	403	1,35,22,355	1,35,22,141	99.9984	214	0.0016
5	13521952	403	1,35,22,355	1,35,22,187	99.9988	168	0.0012

7. All the Five(5) resolutions have been passed with the requisite majority on the date of Annual General Meeting 07th August, 2019. You may declare the results accordingly.

**For A.K.JAIN & ASSOCIATES
Company Secretaries**

Place: Chennai
Date: 07.08.2019



Balu Srividhar

BALU SRIDHAR
Partner
Scrutinizer
M. No. F5869
CP: 3550



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

Form No.MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies(Management and Administration) Rules, 2014]*

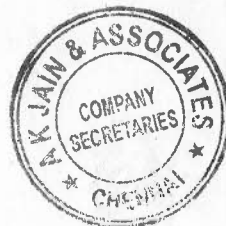
To,

The Chairman of the 32nd Annual General Meeting of the Shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**, held on Wednesday, 07.08.2019 at 11.00 A.M at the Registered Office of the Company situated at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District.

Dear Sir,

I, Balu Sridhar, Company Secretary in Practice, Partner of M/s. A.K. JAIN & ASSOCIATES, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the 32nd Annual General Meeting of the Shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**, held on 07.08.2019, at the Registered Office of the Company situated at No.143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE (1) ballot box kept for polling was locked in my presence.
2. The locked ballot box was subsequently opened in the presence of Mr. M Sabaratnam and Mr. C Manickam and the poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the Poll is as under:



B. Sridhar

Item No.1

Resolution– Ordinary

Consider and adopt Audited Financial Statement as on 31st March, 2019 along with Reports of the Board of Directors and Auditors.

(i) Voted **in Favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	358	88.83

(ii) Voted **Against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	45	11.17

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Item No.2:

Resolution –Ordinary

Reappointment of Mr. V.M.Kumaresan, Director, (DIN: 00835948), who retires by rotation, being eligible offers himself for re-appointment

(i) Voted **in Favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	403	100



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(ii) Voted **Against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Item No.3

Resolution – Ordinary

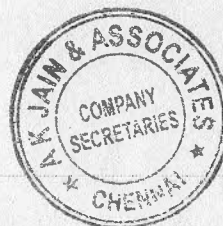
Approval of remuneration of the Cost Auditors for the financial year ending 31st March, 2020.

(i) Voted **in Favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	403	100

(ii) Voted **Against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00



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(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

Item No.4

Resolution – Special

Approval pursuant to Section 180(1)(a) of the Companies Act 2013 for mortgaging and/or charging of the movable/immovable properties of the Company.

(i) Voted in Favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
15	358	88.83

ii) Voted Against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	45	11.17

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0



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Item No.5

Resolution – Special

Approval pursuant to Section 181 of the Companies Act 2013 to contribute to bonafide Charitable and other funds.

(i) Voted **in Favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	403	100

ii) Voted **Against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0.00

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

5. A Shareholder holding Two (2) Equity Shares as on the Cut-off Date has voted for Five (5) Equity Shares in the Poll conducted in the 32nd Annual General Meeting. However, for the purpose of this report the voting exercised by the said Shareholder has been restricted to Two (2)



6. An electronic statement containing a list of Equity Shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary of the Company as authorized by the Board for safe keeping.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 07.08.2019



A handwritten signature in black ink, appearing to read "B. Sridhar".

BALU SRIDHAR
Partner
Scrutinizer
M.No. F5869
CP: 3550

A handwritten signature in black ink, appearing to read "K. Srinivasan".

Counter signed
Chairman of the Meeting