



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

June 11, 2020

General Manager – DCS,
Dept. of Corporate Services,
BSE Ltd,
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: Regulation 24A of SEBI (LODR) Regulations –Secretarial Compliance
Report for the financial year ended 31.03.2020**

Enclosing please find Secretarial Compliance Report for the financial year ended 31.3.2020 under Regulation 24A of SEBI (LODR) Regulations issued by the Practicing Company Secretary for your records.

Please treat this as in compliance with the Regulation.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited

K.S. Ramakrishnan

K.S. Ramakrishnan
Company Secretary &
General Manager – Legal

Regd. office: 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - Pin 603 103,
Kancheepuram, District, Phone: +91-44-47415500

E- mail gmal@butterflyindia.com web : www.butterflyindia.com/butterflygandhimathiappliances.com

Corporate Office: E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 103. Kancheepuram District
Phone: 044 - 49005100/5120, E- mail: butterflyho@butterflyindia.com/ butterflyco@butterflyindia.com

CIN no is I28931TN1986PLC12728



SECRETARIAL COMPLIANCE REPORT OF
M/s.BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2020

We, A.K. Jain & Associates, have examined:

- a) all the documents and records made available to us and explanation provided by M/s. **BUTTERFLY GANDHIMATHI APPLIANCES LIMITED** ("the listed entity),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2020 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



B. S.

- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
None			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Action taken by	Details of violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
None				



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d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Chennai
Date: 10.06.2020



For A.K.JAIN & ASSOCIATES
Company Secretaries

A handwritten signature in blue ink, appearing to read "Balu Sridhar".

BALU SRIDHAR

Partner

M.No. F5869

C.P. No. 3550

UDIN: F005869B000332008