



# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

May 25, 2023

To, The Manager - Listing <b>BSE Limited ("BSE")</b> , Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, The Manager - Listing <b>National Stock Exchange of India Limited ("NSE")</b> , "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai – 400 051.
<b>BSE Scrip Code: 517421</b>	<b>NSE Symbol: BUTTERFLY</b>
<b>ISIN: INE295F01017</b>	<b>ISIN: INE295F01017</b>
<b>Our Reference: 21/2023-24</b>	<b>Our Reference: 21/2023-24</b>

Dear Sir/ Madam,

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Secretarial Compliance Report of the Company for financial year ended March 31, 2023.

You are requested to kindly take the above information on your record.

Thanking You,

**For Butterfly Gandhimathi Appliances Limited**

Viral Praful Sarvaiya

Digitally signed by Viral Praful Sarvaiya  
DN: cn=Viral Praful Sarvaiya,  
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3dfe644, postalCode=400054,  
st=Maharashtra,  
serialNumber=d0a9ec288c3d4652773e  
89f2a50796cece4db3311f591941f  
37bce46129, cn=Viral Praful Sarvaiya  
Date: 2023.05.25 11:30:42 +05'30'

**Viral Sarvaiya**  
**Company Secretary & Compliance Officer**  
**ACS: 33764**

**Encl: A/a**

**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,

**Secretarial Compliance Report of Butterfly Gandhimathi Appliances Limited For the Financial Year ended March 31, 2023**

*[Pursuant to Regulation 24A (2) of SEBI (LODR) Regulations, 2015 as amended from time to time]*

We, **M. Alagar & Associates** have examined:

- all the documents and records made available to us and explanation provided by Butterfly Gandhimathi Appliances Limited ("the listed entity")
- the filings/ submissions made by the listed entity to the stock exchanges.
- website of the listed entity
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:

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

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

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(There were no events requiring compliance during the audit period)**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(There were no events requiring compliance during the audit period)**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable for the year under review**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(There were no events requiring compliance during the audit period)**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;



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Alwarpet, Chennai - 600 018.

GST No : 33ABMFM8069L1ZL

and circulars/ guidelines issued thereunder;

And based on the above examination, we hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

S. No	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by Practising Company Secretary
1.	<p><b><u>Secretarial Standards</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards(SS) issued by the Institute of Company Secretaries of India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> </ul>	Yes	
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> </ul>	Yes	
	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes	
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	





4.	<b><u>Disqualification of Director:</u></b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> a) Identification of material subsidiary companies	NA	Company does not have any material Subsidiary
	b) Disclosure requirement of material as well as other subsidiaries	NA	
6.	<b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	
7.	<b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<b><u>Related Party Transactions:</u></b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	
	(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved /ratified / rejected by the Audit committee, in case no prior approval has been obtained.	NA	
9.	<b><u>Disclosure of events or information:</u></b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	
10.	<b><u>Prohibition of Insider Trading:</u></b>	Yes	



	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.		
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b> No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Yes	No action was taken / required to be taken against the listed entity/its promoters/ directors either by SEBI or by Stock Exchanges
12.	<b><u>Additional Non-compliances, if any:</u></b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

S. No	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b>		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as	NA	No such instance occurred during the period





	<p>well as the next quarter; or</p> <p>If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>		
<b>2.</b>	<b>Other conditions relating to resignation of statutory auditor</b>		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt</p>	NA	No such instance occurred during the period under review





	<p>of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
<b>3</b>	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	NA	No such instance occurred during the period under review

(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)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practising Company Secretary	Management Response	Remarks



					Not Applic able					
Not applicable- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued										

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

Sr. No.	Com-pliance Requirement (Regu-lations/ circulars/ guide-lines including specific clause)	Regu-lation/ Circula rNo.	Devi-ation s	Acti-on Tak-en by	Type of Acti-on	Deta ils of Viol-atio-n	Fine Amo-unt	Obser-vations/ Remarks of the Practicing Company Secretary	Man-agement Re-spo-nse	Re-mar-ks
					Not Applica- ble					
Not Applicable- No such observations were made in the previous reports, hence no actions were required to be undertaken										

**For M. Alagar & Associates**  
**Practising Company Secretaries**  
**Peer Review Certificate No: 1707/2022**

  
**M. Alagar**  
**Managing Partner**  
**FCS No: 7488/ CoP No.: 8196**  
**UDIN: F007488E000294665**



**Place:** Chennai  
**Date:** May 12, 2023