



# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

September 12, 2018

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 31<sup>st</sup> Annual General Meeting of the Company held on September 11, 2018**

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 31<sup>st</sup> Annual General Meeting of the Members of the Company held on Tuesday 11<sup>th</sup> September 2018 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.

**Regd. Office :** 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District.  
Phone : +91-44-4741 5500 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, Kancheepuram District.  
Phone : 044 - 4900 5100, 5154 E-mail : butterflyho@butterflyindia.com

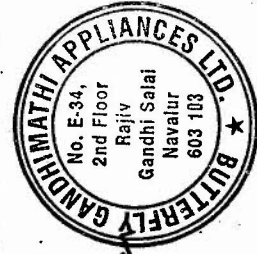
General information about company	
Scrip Code	517421
Name of company	BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
Type of meeting	General Meeting
Start time of meeting	11:00 AM
End time of meeting	12:50 PM



<b>VOTING RESULTS</b>	
<b>Record date</b>	04-09-2018
<b>Total number of shareholders on record date</b>	18614
<b>Number of shareholders present in the meeting either in person or through proxy</b>	
<b>a) Promoter and promoter group</b>	21
<b>b) Public</b>	101
<b>Number of shareholders attended the meeting through video conferencing</b>	
<b>a) Promoter and promoter group</b>	0
<b>b) Public</b>	0
<b>Number of resolutions passed in meeting</b>	4
<b>Disclosure of notes on voting results</b>	11th September 2018



Resolution Details(1)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested									
in below Resolution									
Ordinary Business									
No									
To receive, consider and adopt the Audited Financial Statements for the Year ended 31st March, 2018 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
	<b>Total</b>	<b>11615296</b>	<b>11615296</b>	<b>100.00</b>	<b>11615296</b>	<b>0</b>	<b>100.000</b>	<b>0.000</b>	<b>0</b>
Public Institutions	E-voting		841420	35.81	841420	0	100.000	0.000	0
	Poll	2349582	1001000	42.60	1001000	0	100.000	0.000	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0
	<b>Total</b>	<b>2349582</b>	<b>1842420</b>	<b>78.41</b>	<b>1842420</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting		2148	0.05	2148	0	100.000	0.000	0
	Poll	3914673	1212	0.03	1191	21	98.267	0.002	0
	Postal Ballot(if applicable)		0	0.00	0	0	0.000	0.000	0
	<b>Total</b>	<b>3914673</b>	<b>3360</b>	<b>0.08</b>	<b>3339</b>	<b>21</b>	<b>99.375</b>	<b>0.002</b>	<b>0</b>



*K. S. Ramasubramanian*

Resolution Details(2)									
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution					Ordinary Business				
To appoint a Director in the place of Mr. V.M. Gangadharam (DIN 00106466), 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	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
	<b>Total</b>	<b>11615296</b>	<b>11615296</b>	<b>100.00</b>	<b>11615296</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	<b>0</b>
Public	E-voting		841420	35.81	841420	0	100.00	0.00	0
Public	Poll	2349582	1001000	42.60	1001000	0	100.00	0.00	0
Public Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>2349582</b>	<b>1842420</b>	<b>78.41</b>	<b>1842420</b>	<b>0</b>	<b>100.00</b>	<b>0</b>	<b>0</b>
Public Non-	E-voting		2148	0.05	2133	15	99.30	0.70	0
Public Non-	Poll	3914673	1212	0.03	1192	20	98.34	1.65	0
Public Non-Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	<b>Total</b>	<b>3914673</b>	<b>3360</b>	<b>0.084</b>	<b>3325</b>	<b>35</b>	<b>98.95</b>	<b>1.04</b>	<b>0</b>



*K. S. Ramakrishnan*

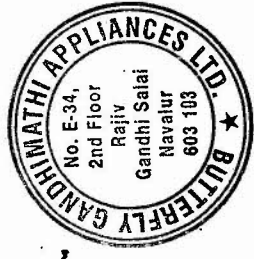
**Resolution Details(3)**

**Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution**

**Ordinary**  
No

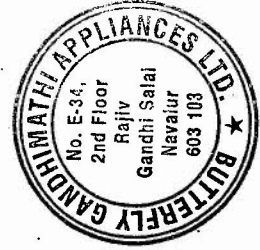
**To ratify the remuneration of the Cost Auditors payable for the year 2018-2019.**

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
Promoter and Promoter Group		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	(8)
	E-voting		11615296	100.00	11615296	0	100	0	0
	Poll	11615296	0	0.00	0	0	0	0	0
	Postal Ballot(if applicable)		0	0.00	0	0	0	0	0
Public Institutions	Total	<b>11615296</b>	<b>11615296</b>	<b>100.00</b>	<b>11615296</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
	E-voting	2349582	841420	35.81	841420	0	100	0	0
	Poll		1001000	42.60	1001000	0	100	0	0
	Postal Ballot(if applicable)		0	0.00	0	0	0	0	0
Public Non-Institutions	Total	<b>2349582</b>	<b>1842420</b>	<b>78.41</b>	<b>1842420</b>	<b>0</b>	<b>100</b>	<b>0</b>	<b>0</b>
	E-voting		2148	0.05	2148	0	100	0	0
	Poll	3914673	1212	0.03	1192	20	98.349	1.650	0
	Postal Ballot(if applicable)		0	0.00	0	0	0	0	0
	Total	<b>3914673</b>	<b>3360</b>	<b>0.08</b>	<b>3340</b>	<b>20</b>	<b>99.404</b>	<b>0.595</b>	<b>0</b>



*K. S. Ramakrishnan*

Resolution Details(4)										
Resolution Required(Ordinary/Special) Whether promoter/Promoter Group are interested in below Resolution										Special No
Description of resolution considered										
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 Institutions	E-voting		841420	35.81	371420	470000	44.140	55.86	0	
	Poll		1001000	42.60	1001000	0	100.000	0.00	0	
	Postal Ballot(if applicable)	2349582	0	0.00	0	0	0.000	0.00	0	
	Total	2349582	1842420	78.41	1372420	470000	74.490	25.509	0	
Public Non-Institutions	E-voting		2148	0.05	1442	706	67.132	32.867	0	
	Poll		1212	0.03	1192	20	98.350	1.650	0	
	Postal Ballot(if applicable)	3914673	0	0.00	0	0	0.000	0.00	0	
	Total	3914673	3360	0.08	2634	726	78.392	21.607	0	



*K.S.Ramachandran*  
12/09/2018



*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

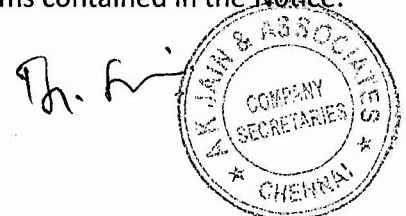
of the 31<sup>st</sup> Annual General Meeting of the shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**, held on 11.09.2018 at the Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103.

Dear Sir,

The Board of Directors of the Company, at their meeting held on 07.07.2018, 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 07.07.2018.

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, September 04, 2018 were entitled to vote on the resolutions (Item No. 1 to 4 as set out in the Notice of the 31<sup>st</sup> Annual General Meeting of the Company).
2. The period for e-voting remained open from September 8, 2018 (09.00 A.M) to September 10, 2018 (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 01.05 PM on September 11, 2018 in the presence of 2 witnesses, Mr. D. Ajith Kumar Kumbhat & Mr. A Mohana Chandran, 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.





### E-VOTING RESULTS

<b>Item No.</b>	<b>1</b>
<b>Particulars of the Business</b>	To receive, consider and adopt the Audited Financial Statements for the Year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
<b>Type of Resolution</b>	Ordinary

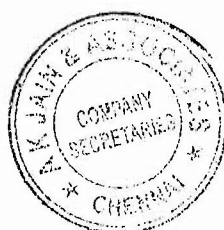
<b>Particulars</b>	<b>No. of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	44	1,24,58,864	100
Assent	44	1,24,58,864	100
Dissent	0	0	0

<b>Item No.</b>	<b>2</b>
<b>Particulars of the Business</b>	To appoint a Director in the place of Mr. V.M. Gangadharam (DIN 00106466), who retires by rotation, and, being eligible offers himself for reappointment as a Director of the Company.
<b>Type of Resolution</b>	Ordinary

<b>Particulars</b>	<b>No. of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	44	1,24,58,864	100
Assent	43	1,24,58,849	99.999
Dissent	1	15	0.001

<b>Item No.</b>	<b>3</b>
<b>Particulars of the Business</b>	To ratify the remuneration payable to the Cost Auditors for the year 2018-2019.
<b>Type of Resolution</b>	Ordinary

<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	44	1,24,58,864	100
Assent	44	1,24,58,864	100
Dissent	0	0	0



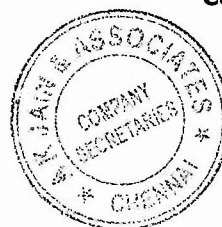
<b>Item No.</b>	<b>4</b>
<b>Particulars of the Business</b>	To approve the Continuation of Directorship of Mr. K. Ganesan (DIN: 00102274), Non-Executive Independent Director from 1st April 2019, upto the end of his present tenure i.e. 31st July 2019.
<b>Type of Resolution</b>	Special

<b>Particulars</b>	<b>No of members voted</b>	<b>No of votes cast</b>	<b>Total Votes (in %)</b>
Received	44	1,24,58,864	100
Assent	41	1,19,88,158	96.22
Dissent	3	4,70,706	3.78

5. 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: 11.09.2018



*B. Sridhar*

**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

**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 31<sup>st</sup> Annual General Meeting of the shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**, held on 11.09.2018 at the Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103.

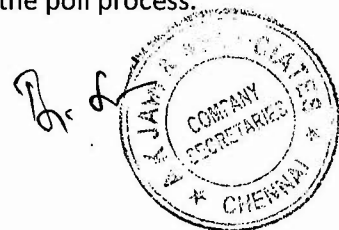
Dear Sir,

**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 31<sup>st</sup> Annual General Meeting of M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED on September 11, 2018.**

The Board of Directors of the Company, at their meeting held on July 07, 2018 had appointed me as the Scrutinizer for e-voting held between Saturday, September 8, 2018 (09.00 A.M) and Monday, September 10, 2018 (05.00 P.M) and for the poll conducted at the 31<sup>st</sup> Annual General Meeting of the Company held on September 11, 2018.

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, September 8, 2018 (09.00 A.M) and Monday, September 10, 2018 (05.00 P.M). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on September 11, 2018 at 01.05 P.M. For further details, refer Scrutinizer report on e-voting dated September 11, 2018.

At the 31<sup>st</sup> Annual General Meeting of the Company held on September 11, 2018, 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.



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	To receive, consider and adopt the Audited Financial Statements for the Year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2	Ordinary	To appoint a Director in the place of Mr. V.M. Gangadharam (DIN 00106466), who retires by rotation, and, being eligible offers himself for reappointment as a Director of the Company.
3	Ordinary	To ratify the remuneration payable to the Cost Auditors for the year 2018-2019.
4	Ordinary	To approve the Continuation of Directorship of Mr. K. Ganesan (DIN: 00102274), Non-Executive Independent Director from 1st April 2019, upto the end of his present tenure i.e. 31st July 2019.

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	1,24,58,864	10,02,212	1,34,61,076	1,34,61,055	99.9998	21	0.0002
2	1,24,58,864	10,02,212	1,34,61,076	1,34,61,041	99.9997	35	0.0003
3	1,24,58,864	10,02,212	1,34,61,076	1,34,61,056	99.9999	20	0.0001
4	1,24,58,864	10,02,212	1,34,61,076	1,29,90,350	96.5031	4,70,726	3.4969

Place: Chennai  
Date: 11.09.2018

For A.K.JAIN & ASSOCIATES  
Company Secretaries



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



**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,

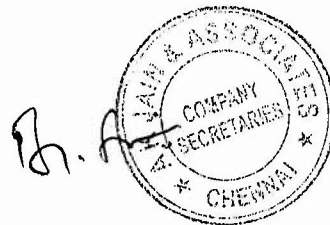
The Chairman

of the 31<sup>st</sup> Annual General Meeting of the shareholders of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**, held on 11.09.2018 at the Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103.

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 Annual General Meeting of the shareholders of M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED, held on 11.09.2018, at the Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, 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. S.Padmanabhan and Mr. M. Sabaratnam 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:



**Item No.1****Resolution– Ordinary**

To receive, consider and adopt the Audited Financial Statements for the Year ended 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

(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
5	10,02,191	99.9979

(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	21	0.0021

(iii) Invalid votes:

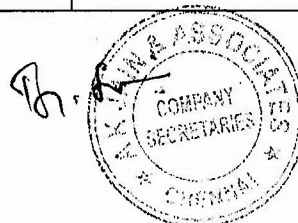
Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

**Item No.2:****Resolution –Ordinary**

To appoint a Director in the place of Mr. V.M. Gangadharam (DIN 00106466), who retires by rotation, and, being eligible offers himself for reappointment as a Director 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
6	10,02,192	99.9980



(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
1	20	0.0020

(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

To ratify the remuneration payable to the Cost Auditors for the year 2018-2019.

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

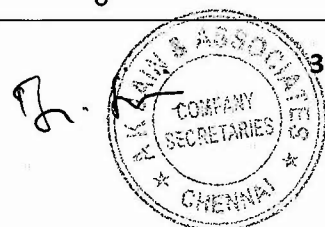
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
6	10,02,192	99.9980

(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
1	20	0.0020

(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**

To approve the Continuation of Directorship of Mr.K.Ganesan (DIN 00102274), Non-Executive Independent Director from 1st April 2019, upto the end of his present tenure i.e. 31st July 2019.

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

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
6	10,02,192	99.9980

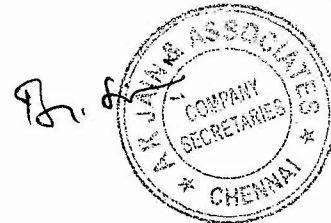
ii) Voted **against** the resolution:

<b>Number of members present and voting (in person or by proxy)</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
1	20	0.0020

(iii) **Invalid** votes:

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

5. An electronic statement containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.





6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary as authorized by the Board for safe keeping.

Place: Chennai  
Date: 11.09.2018

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



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

**Counter signed  
Chairman of the Meeting**