



# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

31<sup>st</sup> August, 2012

The General Manager  
Department of Corporate Services  
Bombay Stock Exchange Limited  
1<sup>st</sup> Floor, P.J.Towers,  
Dalai Street,  
MUMBAI-400 001

Dear Sir,

## **Annual General Meeting of the Company held on 31<sup>st</sup> August, 2012-Report pursuant to Clause 35A of the Listing Agreement**

The Annual General Meeting of the Company held on 31<sup>st</sup> August, 2012 at 11.30 A.M. considered and approved through Ordinary/Special Resolutions, the following matters, namely,

### **ORDINARY BUSINESS:**

1. Audited Balance Sheet as on 31<sup>st</sup> March, 2012 and the Profit and Loss Account for the financial year ended on that date and the report of the Directors and Auditors of the Company. (Ordinary Resolution)
2. Declaration of Dividend of Rs.2/- per equity share on 1,78,79,551 equity shares of Rs.10/- each fully paid up, absorbing a sum of Rs.3,57,59,102/- exclusive of Income Tax for the financial year ended 31-03-2012 to be paid to those shareholders whose names appear in the Register of Members of the Company as at the close of 31<sup>st</sup> August, 2012. (Ordinary Resolution)
3. Reappointment of Mr.M.Padmanabhan, Director of the Company who retired by rotation at this meeting, whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)
4. Reappointment of Mr.K.Ganesan, Director of the Company who retired by rotation at this meeting, whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)

Regd. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103 Kancheepuram District  
Phone : +91 -44-67415590 / 91 / 93 / 94

E-mail : [gm@butterflyindia.com](mailto:gm@butterflyindia.com) Web : [www.butterflyindia.com](http://www.butterflyindia.com) / [butterflygandhimathiappliances.com](http://butterflygandhimathiappliances.com)

Corporate Office : E-34, Sucons Oki Info Park, II Floor, Rajiv Gandhi Salai, Near SIPCOT, Navalur - 603 103



5. Reappointment of Mr.V.R.Lakshminarayanan, Director of the Company who retired by rotation at this meeting, whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)
6. Reappointment of M/s.Rudhrakumar Associates, Chartered Accountants, Chennai as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company, in addition to service tax, travelling and other out of pocket expenses actually incurred by them in connection with audit and fees, if any, for the professional services rendered by them, in any other capacity from time to time. (Ordinary Resolution)

### **SPECIAL BUSINESS**

7. Appointment of Mr.A.Balasubramanian as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)
8. Appointment of Mr.K.J.Kumar as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)
9. Appointment of Mr.G.S.Samuel as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)
10. Confirmation of appointment of Mr.R.S.Prakash nominated by M/s.Reliance Alternative Investments Fund-Private Equity Scheme-I (acting through Reliance Alternative Investments Services Private Limited) ('the Investor') as Nominee Director of the said investor, until such time the investor changes or withdraws his nomination. (Ordinary Resolution)
11. Revision of remuneration payable to Mr.V.M.Lakshminarayanan, Managing Director with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 30<sup>th</sup> November, 2014 as detailed in the Notice dated 20-07-2012 convening the Annual General Meeting. (Special Resolution)
12. Revision of remuneration payable to Mr.V.M.Seshadri, Managing Director with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 31<sup>st</sup> May, 2014 as detailed in the Notice dated 20-07-2012 convening the Annual General Meeting. (Special Resolution)



13. Revision of remuneration payable to Mr.V.M.Gangadharam, Executive Director with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 30<sup>th</sup> September, 2013 as detailed in the Notice dated 20-07-2012 convening the Annual General Meeting. (Special Resolution)
14. Revision of remuneration payable to Mr.V.M.Kumaresan, Executive Director-Technical with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 31<sup>st</sup> May, 2013 as detailed in the Notice dated 20-07-2012 convening the Annual General Meeting. (Special Resolution)
15. Reappointment of Mr.V.M.Kumaresan as Whole-Time Director-Technical of the Company for a period of three years with effect from 01<sup>st</sup> June, 2013 whose period of office shall not be subject to retirement by rotation during his tenure of office as Whole-Time Executive Director-Technical on the terms and conditions as detailed in the Notice dated 20-07-2012 convening the Annual General Meeting. (Special Resolution)
16. Consent of Shareholders of the Company pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956 to Mortgage and/or charge by the Board of Directors of the Company of all the immovable and movable properties of the Company wheresoever situate, presently and future, and the whole of the undertaking of the Company and/or conferring power to enter upon and take possession of the assets of the Company in certain events to or in favour of all or any of the following namely:
  - i. State Bank of Travancore (SBT)- to secure its Working Capital facilities of Rs.3500 Lakhs
  - ii. IDBI Bank Ltd. (IDBI)- to secure its Working Capital facilities of Rs.2700 Lakhs
  - iii. Bank of Baroda (BOB)- to secure its Working Capital facilities of Rs.2300 Lakhs
  - iv. The South Indian Bank Limited (SIB)- to secure its Working Capital facilities of Rs.2500 Lakhs

or such other sums as may be sanctioned by the said banks from time to time, together with interest at the respective agreed rates, additional interest, liquidated damages, compound interest, costs, charges expenses and other monies payable under Working Capital Consortium Agreement/Sanction Letters as amended from time to time. (Ordinary Resolution)



The members present unanimously approved the aforesaid Ordinary/Special Resolutions by way of show of hands, excepting resolution no.1 (adoption of accounts) for which one of the members present voted against the resolution. Details of number of members present in person and through proxy at the meeting, etc. in the format prescribed vide Clause 35A of the Listing Agreement is given in the Annexure.

Kindly treat this as in compliance with the conditions of the Listing Agreement.

We shall be glad to provide any further information or documents that you may require in this regard.

Thanking you,

Yours sincerely,  
For Butterfly Gandhimathi Appliances Limited

  
Company Secretary  
Encl:a/a

Cc: 1. The Secretary  
Madras Stock Exchange  
Exchange Building  
11, Second Line Beach,  
CHENNAI-600 001

2. The Secretary  
Ahmedabad Stock Exchange Limited  
First Floor, Kamadhenu Complex,  
Opp.Sahajanand College, Panjara Pole,  
AHMEDABAD-380 015





# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

## Annexure

### Report pursuant to Clause 35A of the Listing Agreement

Date of the Annual General Meeting: 31<sup>st</sup> August, 2012

Total number of shareholders on record date: 13712

No. of shareholders present in the meeting either in person or through proxy:

Shareholders	Present in person	Through Proxy
Promoters and Promoter Group	7	5
Public	36	2

No. of Shareholders attended the meeting through Video Conferencing:

Promoters and Promoter Group : NIL

Public : NIL

### Details of the Agenda:

#### ORDINARY BUSINESS

##### (1) Adoption of Accounts:

Resolution required: Ordinary

Mode of voting: Show of hands

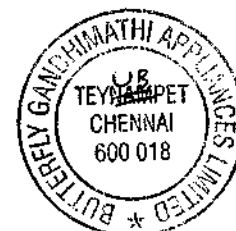
The resolution was passed by all the members present, excepting one member who voted against the resolution.

##### (2) Declaration of Dividend:

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously



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Kancheepuram Dist. Phone : 044 - 40006100 & 101. E-mail : [butterfly@butterflyindia.com](mailto:butterfly@butterflyindia.com) / [butterflyusa@butterflyindia.com](mailto:butterflyusa@butterflyindia.com)

**(3) Reappointment of Mr.M.Padmanabhan, Director retired by rotation:**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

**(4) Reappointment of Mr.K.Ganesan, Director retired by rotation:**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

**(5) Reappointment of Mr.V.R.Lakshminarayanan, Director retired by rotation:**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

**(6) Reappointment of M/s.Rudhrakumar Associates. Chartered Accountants, Chennai as Statutory Auditors of the Company:**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

**SPECIAL BUSINESS:**

**(7) Appointment of Mr.A.Balasubramanian as Director:**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously



**(8) Appointment of Mr.K.J.Kumar as Director:**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

**(9) Appointment of Mr.G.S.Samuel as Director:**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

**(10) Confirmation of appointment of Mr.R.S.Prakash nominated by M/s.Reliance Alternative Investments Fund-Private Equity Scheme-I (acting through Reliance Alternative Investments Services Private Limited)('The Investor') as Nominee Director of the said Investor;**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

**(11) Revision of remuneration payable to Mr.V.M.Lakshminarayanan, Managing Director of the Company with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 30-11-2014:**

Resolution required: Special

Mode of voting: Show of hands

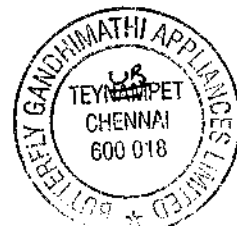
The resolution was passed unanimously

**(12) Revision of remuneration payable to Mr.V.M.Seshadri, Managing Director of the Company with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 31-05-2014:**

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously



**(13) Revision of remuneration payable to Mr.V.M.Gangadharam, Executive Director of the Company with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 30-09-2013:**

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

**(14) Revision of remuneration payable to Mr.V.M.Kumaresan, Executive Director-Technical of the Company with effect from 01<sup>st</sup> September, 2012 for the remaining period of his present tenure, i.e., upto 31-05-2013:**

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

**(15) Reappointment of Mr.V.M.Kumaresan as Whole-Time Executive Director-Technical of the Company with effect from 01<sup>st</sup> June, 2013 for a period of three years:**

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

**(16) Pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956, consent of shareholders to mortgage and/or charge the movable/immovable properties of the Company;**

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously.



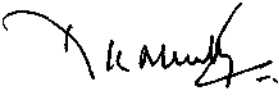


In case of **Poll/Postal ballot/E-voting**: N/A

Promoter/Public	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	NOT APPLICABLE						
Public Institutional holders							
Public-Others							
Total							

For Butterfly Gandhimathi Appliances Limited

Place: Chennai  
Date: 31-08-2012

  
Company Secretary

