



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

26th July, 2013

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

Dear Sir,

Annual General Meeting of the Company held on 26th July, 2013-Report pursuant to Clause 35A of the Listing Agreement

The Annual General Meeting of the Company held on 26th July, 2013 at 11.00 A.M. considered and approved through Ordinary/Special Resolutions, as applicable with respect to the following matters:

ORDINARY BUSINESS;

1. Audited Balance Sheet as on 31st March, 2013 and the Profit and Loss Statement for the financial year ended on that date and the Report of the Directors and the Auditors of the Company. (Ordinary Resolution)
2. Declaration of Dividend of Rs.2.50/- per equity share on 1,78,79,551 equity shares of Rs.10/- each fully paid up, absorbing a sum of Rs.4,46,98,878/- exclusive of Income Tax for the financial year ended 31-03-2013 to be paid to those shareholders whose names appear in the Register of Members of the Company as at the close of 26th July, 2013. (Ordinary Resolution)
3. Reappointment of Mr.A.Balasubramanian, 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.J.Kumar, 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, Tamil Nadu
Phone : +91-44-67415590 / 91 / 93 / 94

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

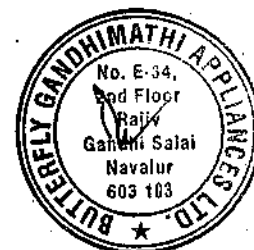
Corporate Office : E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 603 103, Kancheepuram District, Tamil Nadu
Phone : 044 - 4900 5100. 5120 E-mail : butterflvho@butterflvindra.com / butterflvco@butterflvindra.com



5. Reappointment of Mr.G.S.Samuel, 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.T.R.Srinivasan as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)
8. Reappointment of Mr.V.M.Seshadri as Managing Director of the Company for a period of three years with effect from 01st June, 2014 whose period of office shall not be subject to retirement by rotation during his tenure of office as Managing Director on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
9. Reappointment of Mr.V.M.Gangadharam as Executive Director of the Company for a period of three years with effect from 01st October, 2013 whose period of office shall not be subject to retirement by rotation during his tenure of office as Executive Director on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
10. Appointment of Mr.D.Krishnamurthy as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation. (Ordinary Resolution)
11. Appointment of Mr.D.Krishnamurthy as Whole-time Executive Director-cum-Company Secretary of the Company for a period of three years with effect from 01st June, 2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)



12. Appointment of Mr.V.M.S.Kumaraguru, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold Office or Place of Profit as Head-Export Operations of the Company, with retrospective effect from 01-01-2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
13. Revision of remuneration payable to Mr.V.M.L.Karthikeyan, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold Office or Place of Profit as Executive Vice President - Marketing, with retrospective effect from 01-06-2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
14. Revision of remuneration payable to Mr.V.M.G.Viswanathan, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold Office or Place of Profit as Senior General Manager - Materials Management, with retrospective effect from 01-06-2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
15. Revision of remuneration payable to Mr.v.M.L.Senthilnathan, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold Office or Place of Profit as Senior General Manager - Technical, with retrospective effect from 01-06-2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
16. Revision of remuneration payable to Mr.V.M.L.Ganesan, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold Office or Place of Profit as General Manager - Marketing, with retrospective effect from 01-06-2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)



17. Revision of remuneration payable to Mr.V.M.S.Selvamuthukumaran, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold Office or Place of Profit as General Manager — Marketing, with retrospective effect from 01-06-2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
18. Appointment and revision of remuneration payable to Mr.V.M.G.Mayuresan, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold Office or Place of Profit as General Manager - Corporate Strategy, with retrospective effect from 01-06-2013 on the terms and conditions as detailed in the Notice dated 30-05-2013. (Special Resolution)
19. 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. 105 Crores
 - ii. IDBI Bank Ltd. (IDBI)- to secure its Working Capital facilities of Rs.77 Crores
 - iii. Bank of Baroda (BOB)- to secure its Working Capital facilities of Rs.73 Crores
 - iv. Axis Bank Limited (AXIS)- to secure its Working Capital facilities of Rs.75 Crores
 - v. ING Vysya Bank Ltd.(ING) - to secure its Working Capital facilities of Rs.55 Crores

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)



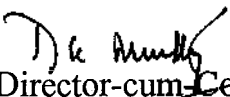
The members present unanimously approved the aforesaid Ordinary/Special Resolutions on a show of hands. Details of number of members present in person and through proxy at the meeting, etc. in the format prescribed vide Clause 35A of the Listing Agreement is given in the Annexure.

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 faithfully,
For Butterfly Gandhimathi Appliances Limited


Executive Director-cum-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-380015





BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Annexure

Report pursuant to Clause 35A of the Listing Agreement

Date of the Annual General Meeting: 26th July, 2013

Total number of shareholders on record date: 12,901

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

Shareholders	Present in person	Through Proxy
Promoters and Promoter Group	10	8
Public	26	3

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

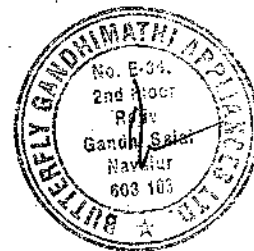
The resolution was passed unanimously.

(2) Declaration of Dividend:

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously



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Phone : 044-49005100, 5120 E-mail : butterflyho@butterflyindia.com / butterflyco@butterflyindia.com

(3) Reappointment of Mr.A.Balasubramanian, Director retiring by rotation:

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

(4) Reappointment of Mr.K.J.Kumar, Director retiring by rotation:

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

(5) Reappointment of Mr.G.S.Samuel, Director retiring 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

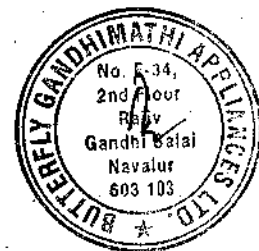
SPECIAL BUSINESS:

(7) Appointment of Mr.T.R.Srinivasan as Director:

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously



(8) Reappointment of Mr.V.M.Seshadri as Managing Director of the Company for a period of three years with effect from 01st June, 2014:

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

(9) Reappointment of Mr.V.M.Gangadharam as Executive Director of the Company for a period of three years with effect from 01st October, 2013:

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

(10) Appointment of Mr.D.Krishnamurthy as Director of the Company

Resolution required: Ordinary

Mode of voting: Show of hands

The resolution was passed unanimously

(11) Appointment of Mr.D.Krishnamurthy as Whole-time Executive Director-cum-Company Secretary of the Company for a period of three years with effect from 01st June, 2013

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

(12) Appointment and remuneration payable to Mr.V.M.S.Kumaraguru, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold office or place of profit as Head - Export Operations of the Company with retrospective effect from 01st January, 2013.

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously



(13) Revised remuneration payable to **Mr.V.M.L.Karthikeyan**, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and **V.M.Kumaresan**, Executive Director-Technical of the Company to **hold** office or place of profit as Executive Vice **President** - Marketing of the Company with retrospective effect from 01st June, 2013.

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

(14) Revised remuneration payable to **Mr.V.M.G.Viswanathan**, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, **V.M.Gangadharam**, Executive Director and **V.M.Kumaresan**, Executive Director-Technical of the Company to hold office or place of profit as Senior General Manager - Materials Management of the Company with retrospective effect from 01st June, 2013.

Resolution required: Special

Mode of voting: Show of hands

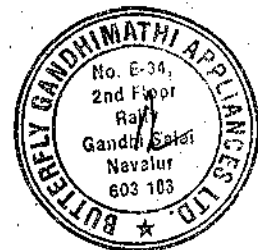
The resolution was passed unanimously

(15) Revised remuneration payable to **Mr.V.M.L.Senthilnathan**, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to **hold** office or place of profit as Senior General Manager - Technical of the Company with retrospective effect from 01st June, 2013.

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously



(16) Revised remuneration payable to **Mr.V.M.L.Ganesan**, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, **Executive Director-Technical** of the Company to hold office or place of profit as General Manager - Marketing of the Company with retrospective **effect** from 01st June, 2013.

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

(17) Revised remuneration payable to **Mr.V.M.S.Selvamuthukumar**, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical of the Company to hold office or place of profit as General Manager - Marketing of the Company with retrospective effect from 01st June, 2013.

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

(18) Appointment **and** remuneration payable to Mr.V.M.G.Mayuresan, a relative of Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Director, V.M.Seshadri, Managing **Director**, V.M.Gangadharam, Executive Director and **V.M.Kumaresan**, Executive Director-Technical of the Company to hold office or place of profit as General Manager - Corporate Strategy of the Company with retrospective effect from 01st June, 2013.

Resolution required: Special

Mode of voting: Show of hands

The resolution was passed unanimously

(19) 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	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	NOT APPLICABLE						
Public Institutional holders							
Public-Others							
Total							

For Butterfly Gandhimathi Appliances Limited



Executive Director-cum- Company Secretary

Place: Navalur-603 103

Date: 26-07-2013

