



August 06, 2025

To, The Manager - Listing BSE Limited ("BSE") , Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, The Manager - Listing National Stock Exchange of India Limited ("NSE") , "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai – 400 051.
BSE Scrip Code: 517421	NSE Symbol: BUTTERFLY
ISIN: INE295F01017	ISIN: INE295F01017
Our Reference: 22/2025-26	Our Reference: 22/2025-26

Dear Sir/ Madam,

Sub: Voting Results and Scrutinizers Report as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

In continuation to our intimation dated August 5, 2025, the 38th AGM of the Company was held on August 5, 2025 and the business mentioned in the Notice dated May 13, 2025 was transacted. In this regard, please find enclosed the following:

- Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- Report of the Scrutinizer dated August 6, 2025, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014.

As per the Scrutinizer's Report, all Resolutions as set out in the Notice of 38th AGM have been duly approved by the Shareholders with requisite majority.

This is for your information and you are requested to bring this to the notice of your constituents.

For **Butterfly Gandhimathi Appliances Limited**

Jayant Barde
Company Secretary & Compliance Officer
A61954

Encl: As above

CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended)

To,
The Chairperson,
Butterfly Gandhimathi Appliances Limited
143, Pudupakkam Village,
Vandalur – Kelambakkam Road,
Kelambakkam, Chengalpattu -603103

Sub: Consolidated Scrutinizer's Report of the Remote E-Voting and E-Voting conducted at the Thirty Eighth (38th) Annual General Meeting (AGM) of Butterfly Gandhimathi Appliances Limited held on Tuesday, August 05, 2025 at 11.00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Dear Sir,





1. I M. Alagar, Managing Partner, **M/s. Alagar & Associates LLP** (Formerly known as M.Alagar & Associates), (LLP Registration No. L2025TN019200) **Practising Company Secretaries, Chennai** have been appointed as a Scrutinizer by the Board of Directors of Butterfly Gandhimathi Appliances Limited ("**the Company**") vide their resolution dated May 13, 2025 for the purpose of scrutinizing the e-voting process (remote e-Voting and e-Voting at 38th Annual General Meeting) in a fair and transparent manner in connection with the resolutions contained in the Notice dated May 13, 2025, as prescribed under Section 108 of the Companies Act, 2013 ("**the Act**") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), placed for the approval of members of the Company.
2. The Ministry of Corporate Affairs ("**MCA**") vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023, Circular No. 09/2024 dated September 19, 2024 (Collectively referred to as "**MCA Circulars**") has permitted conducting the AGM through VC or OAVM without the physical presence of the members for the meeting at a common venue. The AGM was held without the physical presence of the members of the Company, hence the facility for appointment of proxies by the members was also dispensed with.



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Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. As required under Section 101 of the Act read with aforementioned circulars issued by MCA and Securities and Exchange Board of India ("**SEBI**") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as "**SEBI Circulars**"), the Notice of 38th AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members in compliance with the MCA and SEBI Circulars. The Notice was also published in "**Trinity Mirror**" (English) and "**Makkal Kural**" (Tamil) on June 29, 2025.
4. The Company had availed the e-Voting facility offered by National Securities Depository Limited ("**NSDL**"), for facilitating remote e-Voting and e-Voting at the AGM, to enable the members to exercise their right to vote through electronic means.
5. The members of the Company holding shares as on the "**Cut-off**" date (i.e. on Tuesday, July 29, 2025) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote E-Voting commenced on Friday, August 01, 2025, 9:00 AM (IST) and ended on Monday, August 04, 2025 at 5:00 PM (IST) and the NSDL e-Voting platform was closed in due time.
7. The members who had voted through remote e-Voting facility provided by NSDL were not allowed to vote at the AGM and only those members who were present at the AGM through VC and who had not voted through remote e-Voting were allowed to cast their votes through e-Voting system during the AGM.
8. As confirmed by the Chairman of the AGM, the Company has conducted the 38th AGM with the presence of requisite quorum throughout the meeting.
9. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to remote e-Voting and e-Voting at the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. Our responsibility as a Scrutinizer is to scrutinize and ensure that the votes cast through remote e-Voting and e-Voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-Voting



and e-Voting as per the facility provided by NSDL, the agency engaged by the Company to provide remote e-Voting facility and e-Voting facility at the AGM.

11. Based on the data downloaded from NSDL e-Voting system, we now submit our consolidated report on the results of remote e-Voting and e-Voting at the AGM in respect of the resolutions proposed in the Notice of the AGM as under:

Resolution No. 1

Ordinary Resolution to consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	60	57	3
2.	Number of votes cast by them	1,35,22,451	1,35,22,432	19
3.	% of votes cast	100.00%	99.999%	0.001%

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through remote e-voting and e-voting at the AGM with requisite majority.

Resolution No. 2

Ordinary Resolution to appoint a Director in place of Mr. Promeeth Ghosh (DIN: 05307658) who retires by rotation and being eligible offers himself for reappointment.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	60	54	6
2.	Number of votes cast by them	1,35,22,451	1,35,22,255	196
3.	% of votes cast	100.00%	99.998%	0.002%



RESULT:

I report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through remote e-voting and e-voting at the AGM with requisite majority.

Resolution No. 3

Ordinary Resolution for ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	60	55	5
2.	Number of votes cast by them	1,35,22,451	1,35,22,265	186
3.	% of votes cast	100.00%	99.998%	0.002%

RESULT:

I report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through remote e-voting and e-voting at the AGM with requisite majority.

Resolution No. 4

Ordinary Resolution for the appointment of M/s. Alagar & Associates LLP (Formerly known as M/s. M. Alagar & Associates), Practicing Company Secretaries as the Secretarial Auditors of the Company and to fix remuneration.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voting	60	56	4
2.	Number of votes cast by them	1,35,22,451	1,35,22,385	66
3.	% of votes cast	100.00%	99.999%	0.001%



RESULT:

I report that the Ordinary Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through remote e-voting and e-voting at the AGM and with requisite majority.

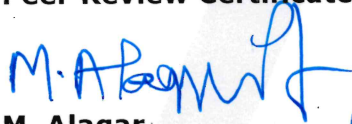
You may accordingly declare the result of the remote e-voting and e-voting during the AGM.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to Remote e-voting/e-voting at the AGM shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Yours truly,

**For Alagar & Associates LLP
(Formerly known as M. Alagar & Associates)
Company Secretaries
Firm Registration No: L2025TN019200
Peer Review Certificate No.: 6814/2025**



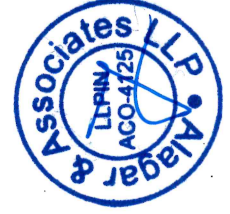
**M. Alagar
Designated Partner
FCS:7488/COP:8196
UDIN: F007488G000943984**



Date: August 06, 2025
Place: Chennai

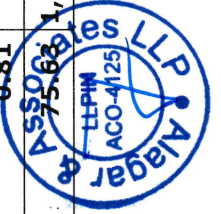
Annexure I

Date of the AGM/EGM	Tuesday, August 05, 2025
Total Number of Shareholders as on record date (i.e. July 29, 2025 – cut-off date for voting purposes)	17,973
No. of Shareholders present in the meeting either in person or through proxy:	Not Applicable (The meeting is conducted through Video Conferencing or Other Audio-Visual Means)
Promoter and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	01
Public:	46

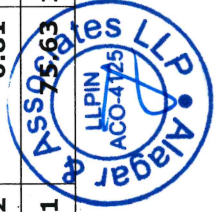


The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

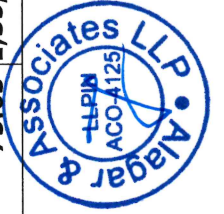
Resolution No.	1.To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary Resolution							
Whether promoter/ promoter group are interested in the agenda /resolution?	No							
Category	Mode of Voting	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	E-Voting		1,34,09,663	100.00	1,34,09,663	0	100.00	0
	Poll	1,34,09,663	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1,34,09,663	100.00	1,34,09,663	0	100.00	0
Public- Institutions	E-Voting		77,246	99.21	77,246	0	100.00	0
	Poll	77,861	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		77,861	99.21	77,246	0	100.00	0
Public- Non- Institutions	E-Voting		35,542	0.81	35,523	19	99.95	0.05
	Poll	43,92,027	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		43,92,027	0.81	35,542	35,523	19	99.95
Total		1,78,79,551	1,35,22,451	0.81	1,35,22,432	19	99.999	0.001



Resolution No.	2. To appoint a Director in place of Mr. Promeet Ghosh (DIN: 05307658) who retires by rotation and being eligible offers himself for reappointment.									
Resolution required: (Ordinary/ Special)	Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda /resolution?	No									
Category	Mode of Voting	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	E-Voting		1,34,09,663	100.00	1,34,09,663	0	100.00	0		
	Poll	1,34,09,663	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total		1,34,09,663	100.00	1,34,09,663	0	100.00	0		
Public- Institutions	E-Voting		77,246	99.21	77,246	0	100.00	0		
	Poll	77,861	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total		77,861	99.21	77,246	0	100.00	0		
Public- Non Institutions	E-Voting		35,542	0.81	35,346	196	99.45	0.55		
	Poll	43,92,027	0	0	0	0	0	0		
	Postal Ballot (if applicable)		0	0	0	0	0	0		
	Total		43,92,027	0.81	35,346	196	99.45	0.55		
Total		1,78,79,551	1,35,22,451	75.63	1,35,22,255	196	99.998	0.002		



Resolution No.		3. Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company									
Resolution required: (Ordinary/ Special)		Ordinary Resolution									
Whether promoter/ promoter group are interested in the agenda /resolution?		No									
Category	Mode of Voting	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	E-Voting		1,34,09,663	100.00	1,34,09,663	0	100.00	0			
	Poll	1,34,09,663	0	0	0	0	0	0			
	Postal Ballot (if applicable)		0	0	0	0	0	0			
	Total	1,34,09,663	1,34,09,663	100.00	1,34,09,663	0	100.00	0			
Public- Institutions	E-Voting		77,246	99.21	77,246	0	100.00	0			
	Poll	77,861	0	0	0	0	0	0			
	Postal Ballot (if applicable)		0	0	0	0	0	0			
	Total	77,861	77,246	99.21	77,246	0	100.00	0			
Public- Non Institutions	E-Voting		35,542	0.81	35,356	186	99.48	0.52			
	Poll	43,92,027	0	0	0	0	0	0			
	Postal Ballot (if applicable)		0	0	0	0	0	0			
	Total	43,92,027	35,542	0.81	35,356	186	99.48	0.52			
Total		1,78,79,551	1,35,22,451	75.63	1,35,22,265	186	99.998	0.002			



4. Appointment of M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), Practicing Company Secretaries as the Secretarial Auditors of the Company and to fix remuneration

Ordinary Resolution

Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda / resolution?									
Resolution No.	Mode of Voting	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	No
Promoter and Promoter Group	E-Voting		1,34,09,663	100.00	1,34,09,663	0	100.00	0	0
	Poll	1,34,09,663	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	1,34,09,663	1,34,09,663	100.00	1,34,09,663	0	100.00	0	0
Public- Institutions	E-Voting		77,246	99.21	77,246	0	100.00	0	0
	Poll	77,861	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	77,861	77,246	99.21	77,246	0	100.00	0	0
Public- Non Institutions	E-Voting		35,542	0.81	35,476	66	99.81	0.19	0.19
	Poll	43,92,027	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0	0
	Total	43,92,027	35,542	0.81	35,476	66	99.81	0.19	0.19
Total		1,78,79,551	1,35,22,451	75.63	1,35,22,385	66	99.999	0.001	0.001

