



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

21-08-2015

Listing Compliance Department,
National Stock Exchange Limited,
'Exchange Plaza', Plot No.C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051

Dear Sir,

**Sub: 28th Annual General Meeting of the company held on
20th August, 2015 - Consolidated Scrutinizer's Report**

Enclosed please find Consolidated Scrutinizer's Report dated 20.08.2015 on the remote e-voting and on the Poll through Ballot Paper on Resolutions contained in the Company's Notice to the said Annual General Meeting.

Kindly upload the same in your website.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited

Executive Director-cum-Company Secretary

Regd. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District.
Phone : +91-44-67415590 / 91 / 93 / 94 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, 5120 E-mail : butterflyho@butterflyindia.com / butterflyco@butterflyindia.com

Consolidated Scrutinizer's Report
(Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended)

To,

The Chairman of 28th Annual General Meeting of the Equity Shareholders of Butterfly Gandhimathi Appliances Ltd. held on the 20th August 2015 at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District.

Dear Sir,

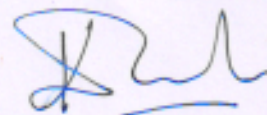
I, K.J. Rebello, Advocate, Madras High Court has been appointed as a scrutinizer by the Board of Directors of Butterfly Gandhimathi Appliances Ltd (the Company) for the purpose of :

(i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended (Rules) and

(ii) Poll through ballot paper under the Provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the Resolutions contained in the Notice to the 28th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 20th August 2015 at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i.e. by remote e-voting) and voting by poll by using ballot paper system at the AGM for the resolutions contained in the Notice to the 28th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and ballot paper at the AGM is restricted to make a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency Authorized under the Rules and engaged by the Company, to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting) and by ballot at the AGM.

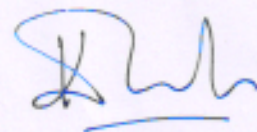
K.J. REBELLO, Advocate, Madras High Court,
Flat No.7, Kurupam Court (II Floor), New Door No. 364, Lloyds Road, Gopalapuram,
CHENNAI – 600 086



3. I have issued separate Scrutinizer's Report dated 20th August 2015 on the remote e-voting and on the poll through ballot paper on the resolutions contained in the Notice to the AGM. I submit herewith my consolidated Scrutinizer's report on the results of voting through electronic means (i.e. by remote e-voting) and ballot paper at the AGM as under:

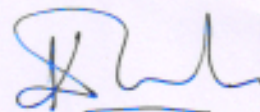
Item No. of the Notice	Votes in favour of the resolution		Votes against the resolution		Invalid Votes
	Nos	% of total number of valid votes cast (Favour and Against)	Nos	% of total number of valid votes cast (Favour and Against)	Nos
Item No.1 – Ordinary Resolution : To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors	1,41,89,997	100.00	0	0.0000	0
Item No.2 – Ordinary Resolution : To reappoint Mr. V.M. Seshadri, Director, who retires by rotation.	1,29,38,274	99.9999	50	0.0001	0
Item No.3 – Ordinary Resolution : To reappoint Mr. V.M. Gangadharam, Director, who retires by rotation.	1,36,95,864	99.9999	50	0.0001	0
Item No.4 – Ordinary Resolution : To appoint M/s. Rudhrakumar Associates as Statutory Auditors .	1,41,02,529	99.3839	87418	0.6161	0

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Item No.5 – Ordinary Resolution : To appoint Mrs.Maheswari Mohan as Women Independent Director.	1,41,89,947	99.9999	50	0.0001	0
Item No.6 – Special Resolution: To reappoint Mr.V.M.Kumaresan, Executive Director-Technical.	1,37,00,650	99.9999	50	0.0001	0
Item No.7 – Ordinary Resolution : To approve remuneration of the Cost Auditor.	1,41,89,997	100.00	0	0.0000	0
Item No.8 – Special Resolution : Amendment to Articles of Association of the Company .	1,41,89,997	100.00	0	0.0000	0
Item No.9 – Special Resolution : Approval of Borrowing Powers to the Board of Directors.	1,41,89,997	100.00	0	0.0000	0

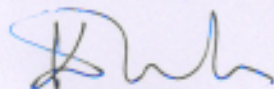
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4. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,

Yours faithfully,



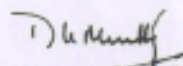
(K.J. REBELLO)

Advocate, Madras High Court

PLACE : CHENNAI

DATE : 20th August 2015

Countersigned by
For Butterfly Gandhimathi Appliances Limited



(D. Krishnamurthy)

Executive Director-cum-Company Secretary.

K.J. REBELLO, Advocate, Madras High Court,
Flat No.7, Kurupam Court (II Floor), New Door No. 364, Lloyds Road, Gopalapuram,
CHENNAI - 600 086