



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

August 6, 2016

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,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Thro' NEAPS

Dear Sir,

Sub: Details of voting Results of the 29th Annual General Meeting of the
Company held on August 5, 2016.

Pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we submit herewith the details regarding the voting results of the business transacted at the 29th Annual General Meeting (AGM) of the members of the Company held on Friday, 5th August 2016 in the prescribed format.

We also enclose the consolidated report of the scrutinizer on e-voting and voting through ballot paper at the AGM. 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
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, 5120 E-mail : butterflyho@butterflyindia.com

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED - VOTING RESULTS OF 29TH ANNUAL GENERAL MEETING

Date of the AGM	05.08.2016
Total number of shareholders on record date	15827
No. of shareholders present in the meeting either in person or through proxy :	84
Promoters and Promoter Group:	21
Public	63
No. of shareholders attended the meeting through video conferencing	NIL
Promoters and Promoter Group:	
Public	

1. Adoption of Audited Financial Statement, Report of the Board of Directors and Auditors for the year ended 31.3.2016

Resolution required(Ordinary/Special): Resolution No.1			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - Against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)		(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and promoter Group	E-Voting	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	0	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	0	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3552	0	100.0000	0
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6526	0	100.0000	0
Total		17879551	14102304	78.8739	14102304	0	100.0000	0



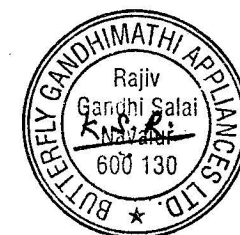
2. Payment of dividend for financial year ended on 31.3.2016

Resolution required(Ordinary/Special) Resolution No.2			Ordinary					
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	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	0	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	0	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3552	0	100.0000	0
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6526	0	100.0000	0
Total		17879551	14102304	78.8739	14102304	0	100.0000	0



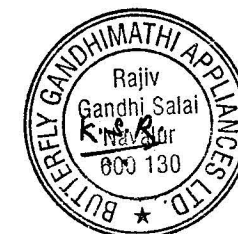
3. Reappointment of Mr.V.M.Kumaresan:

Resolution required(Ordinary/Special) Resolution No.3			Ordinary					
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	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	0	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	0	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3552	0	100.0000	0
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6526	0	100.0000	0
Total		17879551	14102304	78.8739	14102304	0	100.0000	0



4. Ratification of appointment of M/s.Rudhrakumar Associates as Statutory Auditors:

Resolution required(Ordinary/Special) Resolution No.4			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - Against	% 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	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	0	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	0	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3552	0	100.0000	0
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6526	0	100.0000	0
Total		17879551	14102304	78.8739	14102304	0	100.0000	0



5. Reappointment of Mr.V.M.Seshadri as Managing Director :

Resolution required(Ordinary/Special) Resolution No.5			Special					
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	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	0	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	0	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3552	0	100.0000	0
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6526	0	100.0000	0
Total		17879551	14102304	78.8739	14102304	0	100.0000	0



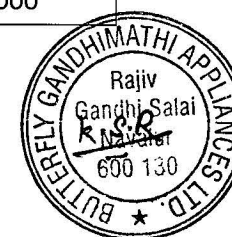
6. Reappointment of Mr.V.M.Gangadharam as Executive Director :

Resolution required(Ordinary/Special) Resolution No.6			Special					
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	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	0	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	0	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3552	0	100.0000	0
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6526	0	100.0000	0
Total		17879551	14102304	78.8739	14102304	0	100.0000	0



7. Amendment to Articles of Association of the Company:

Resolution required(Ordinary/Special) Resolution No.7			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - Against	% 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	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	-	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	-	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3549	3	99.9156	0.0844
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6523	3	99.9540	0.0460
Total		17879551	14102304	78.8739	14102301	3	99.9999	0.0000



8. Remuneration of the Cost Auditors:

Resolution required(Ordinary/Special) Resolution No.8			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding Shares (3)=[(2)/(1)]* 100	No. of Votes - in favour	No. of Votes - Against	% 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	11644778	11644778	100.0000	11644778	0	100.0000	0
	Poll*	11644778	0	0	0	0	-	0
	Total	11644778	11644778	100.0000	11644778	0	100.0000	0
Public-Institutions	E-Voting	3430548	2451000	71.4463	2451000	0	100.0000	0
	Poll*	3430548	0	0	0	0	-	0
	Total	3430548	2451000	71.4463	2451000	0	100.0000	0
Public-Non Institutions	E-Voting	2804225	3552	0.1266	3549	3	99.9156	0.0844
	Poll*	2804225	2974	0.1061	2974	0	100.0000	0
	Total	2804225	6526	0.2327	6523	3	99.9540	0.0460
Total		17879551	14102304	78.8739	14102301	3	99.9999	0.0000

*Voting through Ballot Paper at the AGM venue



K.J.REBELLO
ADVOCATE, MADRAS HIGH COURT

New No.364, Llyods Road, Flat No.7, 'Kurupam Court', 2nd Floor, Gopalapuram, Chennai – 600086;
Email:elawise@gmail.com; Ph:044-28352996

CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairman of 29th Annual General Meeting of the Equity Shareholders of Butterfly Gandhimathi Appliances Ltd., held on the 5th August 2016 at 11.00 a.m at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District, Tamil Nadu.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and poll conducted at the 29th Annual General Meeting of Ms/.Butterfly Gandhimathi Appliances Limited on August 5, 2016.

1. I, K.J. Rebello, Advocate, Madras High Court has been appointed by the Board of Directors of Butterfly Gandhimathi Appliances Ltd ('the Company') as scrutinizer 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 Act') read with Rule 20 of the Companies (Management and Administration) Amended Rules, 2015 (Amended Rules 2015) ('the Rules') and
 - (ii) Poll through ballot paper under the provisions of Section 109 of the Act read with Rule 20 of the Rules, on the resolutions contained in the Notice to the 29th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on the 5th August 2016 at 11.00 a.m. at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District in a fair and transparent manner
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act 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 29th 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 authorized agency 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.



3. Further to the above, I submit my report as under:

- i. The e-voting period remained open from Tuesday, 2nd August 2016 (9.00 AM) to Thursday, 4th August 2016 (5.00 PM).
 - ii. The members of the Company as on the cut-off date i.e., 30th July 2016, were entitled to vote on the resolutions (Items No.1 to 8, as set out in the Notice of the 29th AGM of the Company).
 - iii. The votes cast were unblocked on August 5th at 3.00 PM in the presence of 2 witnesses, Mr.G.Mahendran and Mrs.M.Pushpalatha who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
 - iv. Thereafter the details containing inter-alia, 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 Ltd (NSDL) i.e., <https://www.evoting.nsdl.com>, and based on such reports generated.
4. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
6. I did not find any poll paper invalid.
7. I have issued separate Scrutinizer's Report dated 5th August 2016 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	Nos	% of total number of valid votes cast	Nos
Item No.1 – Ordinary Resolution : To consider and adopt Audited Financial Statement, Reports of the Board of Directors and Auditors	14102304	100.0000	0	0.0000	0
Item No.2 – Ordinary Resolution : To consider and approve payment of Dividend for financial year ended on 31.3.2016	14102304	100.0000	0	0.0000	0
Item No.3 – Ordinary Resolution : To reappoint Mr. V.M. Kumaresan, Director, who retires by rotation.	14102304	100.0000	0	0.0000	0
Item No.4 – Ordinary Resolution : To ratify appointment of M/s. Rudhrakumar Associates as Statutory Auditors .	14102304	100.0000	0	0.0000	0
Item No.5 – Special Resolution : To Reappoint Mr.V.M.Seshadri as Managing Director.	14102304	100.0000	0	0.0000	0
Item No.6 – Special Resolution: To reappoint Mr.V.M.Gangadharam as Executive Director.	14102304	100.0000	0	0.0000	0



Item No.7 –Special Resolution : To approve Amendment to Articles of Association of the Company .	14102301	99.9999	3	0.0000	0
Item No.8 – Ordinary Resolution : To approve remuneration of the Cost Auditor.	14102301	99.9999	3	0.0000	0

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 : 5th August 2016

Countersigned by
For Butterfly Gandhimathi Appliances Limited



(K.S.Ramakrishnan)
Company Secretary & General Manager (Legal).

VOTING RESULTS

[Twenty Ninth Annual General Meeting held on 05.08.2016]

On the basis of the Report submitted by the Scrutinizer Mr.K.J.Rebello, Advocate, Madras High Court, the results of the voting on the various businesses transacted at the Twenty Ninth Annual General Meeting of the Company held on 5th August 2016, are as below:

Item No.	Description	Type of Resolution	Results
1	Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors	Ordinary	Carried by requisite majority
2	Declaration of Dividend of Rs.1.25 per equity shares of the Company for the financial year ended on 31.3.2016	Ordinary	Carried by requisite majority
3	Reappointment of Mr.V.M.Kumaresan, Director of the Company, who retires by rotation.	Ordinary	Carried by requisite majority
4	Ratification of appointment of M/s.Rudhrakumar Associates as Statutory Auditors	Ordinary	Carried by requisite majority
5	Reappointment of Mr.V.M.Seshadri as Managing Director`	Special	Carried by requisite majority
6	Reappointment of Mr.V.M.Gangadharam as Executive Director`	Special	Carried by requisite majority
7	Amendment to Articles of Association of the Company	Special	Carried by requisite majority
8	Remuneration of the Cost Auditor of the Company for the year 2016-17	Ordinary	Carried by requisite majority

Place: Kelambakkam
Date : 5th August 2016


(V.M.Lakshminarayanan)
Chairman & Managing Director