



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

May 28, 2019

General Manager – DCS,
Dept. of Corporate Services,
BSE Ltd,
Floor I, P.J.Towers,
Dalal Street,
Mumbai – 400 001
Scrip: 517421

Manager,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Scrip: BUTTERFLY

Dear Sir,

**Sub: Submission of Secretarial Compliance Report for the financial
year ended 31.03.2019**

With reference to the above, we are enclosing Secretarial Compliance Report for the financial year ended 31.3.2019 as per SEBI circular No.CIR/CFD/CMD1/27/2019 dated 08.02.2019 issued by M/s.A.K.Jain & Associates, Company Secretaries.

Kindly take the above documents on record.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited

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

Encl:a/a.

Regd. office:143,Pudupakkam Village,Vandalur - Kelambakkam Road,Kelambakkam - Pin 603 103,
Kancheepuram, District, Phone +91-44-47415500
E- mail gmal@butterflyindia.com web : www.butterflyindia.com/butterflygandhimathiappliances.com

Corporate Office: E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 103. Kancheepuram District.
Phone: 044 - 49005100/5120, E- mail: butterflyho@butterflyindia.com/ butterflyco@butterflyindia.com
CIN no. is I28931TN1986PLC12728



**SECRETARIAL COMPLIANCE REPORT
OF M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
FOR THE FINANCIAL YEAR ENDED 31.03.2019**

We, A.K. Jain & Associates, have examined:

- a) all the documents and records made available to us and explanation provided by M/s. **BUTTERFLY GANDHIMATHI APPLIANCES LIMITED** ("the listed entity),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31.03.2019 in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



A. K. Jain

- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;

and circulars/ guidelines issued thereunder;

and based on the above examination, We hereby report that, during the Review Period:

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Not Applicable			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



B. S.

Sr.No	Action taken by	Details of violation	Details of Action taken E.g. fines, warning letter, debarment, etc.	Observations/Remarks of the Practicing Company Secretary, if any
Not Applicable				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended. (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

Place: Chennai
Date: 15.05.2019

For A.K.JAIN & ASSOCIATES
Company Secretaries



B. Sridhar

BALU SRIDHAR

Partner

M.No. F5869

C.P. No. 3550