FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language (●) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: L28931TN1986PLC012728

Pre-fill

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACG2038F

(ii) (a) Name of the company: BUTTERFLY GANDHIMATHI AP

(b) Registered office address

143,PUDUPAKKAM VILLAGE
KELAMBAKKAM
KANCHEEPURAM DIST
Tamil Nadu
603103

(c) *e-mail ID of the company: butterfly.investorrelations@bu

(d) *Telephone number with STD code: 04447415500

(e) Website: www.butterflyindia.com

(iii) Date of Incorporation: 24/02/1986

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (●) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) (●) Yes ( ) No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange of India Limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent U65993TN1994PTC027878 Pre-fill

Name of the Registrar and Transfer Agent

GNSA INFOTECH PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

4th and 5th Floors, F-Block, Nelson Chambers No.115, Nelson Manickam Road, Aminjikarai, Chennai 600029 Aminjikarai

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 1 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	CROMPTON GREAVES CONSUI	L31900MH2015PLC262254	Holding	75

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	40,000,000	17,879,551	17,879,551	17,879,551
Total amount of equity shares (in Rupees)	400,000,000	178,795,510	178,795,510	178,795,510

Number of classes: 1

Class of Shares Equity Shares of Rs 10/- each	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	40,000,000	17,879,551	17,879,551	17,879,551
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	400,000,000	178,795,510	178,795,510	178,795,510

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	569,389	17,310,162	17879551	178,795,51(	178,795,51	

Increase during the year	0	357,248	357248	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Physical Shares have been Converted to Demater		357,248	357248			
Decrease during the year	357,248	0	357248	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Physical Shares have been Converted to Demateri	357,248		357248			
At the end of the year	212,141	17,667,410	17879551	178,795,510	178,795,51	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ○ Yes ○ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
Date of registration of transfer (Date Month Year)	

Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock

Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0		0
Partly convertible debentures	0		0
Fully convertible debentures	0		0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 9,312,826,751

(ii) Net worth of the Company 2,921,882,529

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	13,409,663	75	0	
10.	Others	0	0	0	
	Total	13,409,663	75	0	0

Total number of shareholders (promoters) 1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,654,857	14.85	0	
	(ii) Non-resident Indian (NRI)	63,469	0.35	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,131,390	6.33	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	321,595	1.8	0	
10.	Others Clearing Members, Clearinc	298,577	1.67	0	
	Total	4,469,888	25	0	0

Total number of shareholders (other than promoters) 16,334

Total number of shareholders (Promoters+Public/ Other than promoters) 16,335

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	18,930	16,334
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	0	0	0	0	0	0
B. Non-Promoter	1	9	1	11	0	0
(i) Non-Independent	1	2	1	4	0	0
(ii) Independent	0	7	0	7	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	1	9	1	11	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 14

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PANGULURY MOHAN	00011179	Director	0	
SMITA ANAND	00059228	Director	0	
SHANTANU MAHARA.	00059877	Director	0	
MELEVEETTIL PADM/	00101997	Director	0	
SRINIVASAN TANJOR	00367302	Director	0	
BALASUBRAMANIAN	00490921	Director	0	
GNANASEKAR SUKUI	05284689	Director	0	
SUNDER MAHESWAF	07156606	Director	0	
SRIRAM RANGARAJA	09550640	Managing Director	0	
KALEESWARAN ARUI	07625839	Director	0	
NITHIYANANDAM AN/	10381096	Director	0	
PROMEET PROMODE	05307658	Director	0	
VELLATH ANTONY JC	ACFPJ5354D	CFO	0	
VIRAL PRAFUL SARV.	DCPPS5532B	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 7

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
R NAGARAJAN	AEVPN5250Q	CFO	05/04/2023	Cessation
ANANDA SHALINI E	AIBPB6876G	CFO	06/04/2023	Appointment
ANANDA SHALINI E	AIBPB6876G	CFO	20/10/2023	Cessation
VELLATH ANTONY	ACFPJ5354D	CFO	09/11/2023	Appointment
PROMEET PROMO	05307658	Director	19/07/2023	Change in Designation
KALEESWARAN AF	07625839	Director	21/12/2023	Change in Designation
NITHIYANANDAM A	10381096	Director	21/12/2023	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held: 4

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	19/07/2023	19,557	57	75.04
NOTICE CONVENING MEE	28/10/2023	19,551	60	
NOTICE CONVENING MEE	28/10/2023	4	4	100
NOTICE CONVENING MEE	28/10/2023			

B. BOARD MEETINGS

*Number of meetings held: 8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	04/04/2023	10	10	100
2	12/05/2023	10	10	100
3	22/05/2023	10	9	90

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
4	31/07/2023	10	10	100
5	15/09/2023	10	9	90
6	19/10/2023	10	10	100
7	09/11/2023	12	11	91.67
8	05/02/2024	12	12	100

C. COMMITTEE MEETINGS

Number of meetings held | 23

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	04/04/2023	6	6	100
2	AUDIT COMM	05/05/2023	6	5	83.33
3	AUDIT COMM	12/05/2023	6	6	100
4	AUDIT COMM	22/05/2023	6	6	100
5	AUDIT COMM	31/07/2023	6	6	100
6	AUDIT COMM	15/09/2023	6	6	100
7	AUDIT COMM	19/10/2023	6	6	100
8	AUDIT COMM	09/11/2023	6	5	83.33
9	AUDIT COMM	05/02/2024	6	6	100
10	AUDIT COMM	29/03/2024	6	6	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	(Y/N/NA)
1	PANGULURY	8	8	100	19	19	100	

2	SMITA ANANI	8	7	87.5	23	19	82.61	
3	SHANTANU M	8	8	100	19	19	100	
4	MELEVEETTI	8	8	100	22	22	100	
5	SRINIVASAN	8	8	100	5	5	100	
6	BALASUBRAI	8	8	100	18	18	100	
7	GNANASEKA	8	8	100	19	19	100	
8	SUNDER MAI	8	8	100	4	4	100	
9	SRIRAM RAN	8	8	100	8	8	100	
10	KALEESWAR	2	2	100	0	0	0	
11	NITHIYANANI	2	2	100	0	0	0	
12	PROMEET PF	7	5	71.43	4	2	50	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SRIRAM RANGAR/	MANAGING DIF	21,587,690	0	2,170,469	4,799,110	28,557,269
	Total		21,587,690	0	2,170,469	4,799,110	28,557,269

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	V. A. JOSEPH	CHIEF FINANCI	3,694,309	0	2,445,766	18,460	6,158,535
2	B. ANANDA SHALII	CHIEF FINANCI	3,909,888	0	0	1,018,358	4,928,246
3	VIRAL SARVAIYA	COMPANY SEC	2,068,248	0	0	0	2,068,248
	Total		9,672,445	0	2,445,766	1,036,818	13,155,029

Number of other directors whose remuneration details to be entered: 7

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PANGULURY MOH	DIRECTOR	0	0	0	810,000	810,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	SMITA ANAND	DIRECTOR	0	0	0	780,000	780,000
3	MELEVEETTIL PAI	DIRECTOR	0	0	0	900,000	900,000
4	BALASUBRAMANIA	DIRECTOR	0	0	0	780,000	780,000
5	GNANASEKAR SU	DIRECTOR	0	0	0	810,000	810,000
6	SRINIVASAN TANJ	DIRECTOR	0	0	0	390,000	390,000
7	SUNDER MAHESW	DIRECTOR	0	0	0	360,000	360,000
	Total		0	0	0	4,830,000	4,830,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	M.Alagar & Associates
Whether associate or fellow	○ Associate ● Fellow
Certificate of practice number	8196

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 08 dated 04/04/2023 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director	
DIN of the director	07625839
To be digitally signed by	

○ Company Secretary

● Company secretary in practice

Membership number	7488	Certificate of practice number	8196

Attachments

List of attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach

Attach

Attach

Attach

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company