



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

April 05, 2014

General Manager,
Dept. of Corporate Services,
Bombay Stock Exchange Ltd.,
Floor-I, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Dear Sir,

Quarterly Compliance Report on Corporate Governance- Compliance with Clause 49 of the Listing Agreement

Enclosed please find Quarterly Compliance Report on Corporate Governance in the prescribed format for the quarter ended on 31.03.2014.

Please treat this as in compliance with the provisions of Clause 49 of the Listing Agreement.

Thanking you,

Yours faithfully,

For BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Executive Director-cum-Company Secretary

CC: The Secretary,
Madras Stock Exchange Limited,
Exchange Building
11, Second Line Beach
Chennai – 600 001.

The Secretary,
Ahmedabad Stock Exchange Limited,
I Floor, Kamadhenu Complex,
Opp. Sahajanand College, Panjara Pole,
Ahmedabad – 380 015

Regd. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District.
Phone : +91-44-67415590 / 91 / 93 / 94

E-mail : gmal@butterflyindia.com Web : www.butterflyindia.com / butterflygandhimathiappliances.com

Corporate Office : E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 603 103, Kancheepuram District.
Phone : 044 - 4900 5100, 5120 E-mail : butterflyho@butterflyindia.com / butterflyco@butterflyindia.com

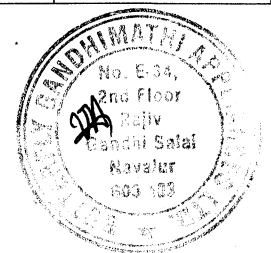


BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
Quarter ending on: 31st March, 2014

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO/NA)	REMARKS
1	2	3	4
I. Board of Directors	49(I)		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	N.A.	



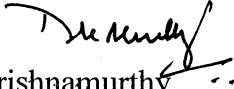
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PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO/NA)	REMARKS
1	2	3	4
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A.	
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	
VII. Compliance	49 (VII)	Yes	

For BUTTERFLY GANDHIMATHI APPLIANCES LIMITED


 D. Krishnamurthy
 Executive Director-cum-Company Secretary &
 Compliance Officer