



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

January 10, 2015

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

Dear Sir,

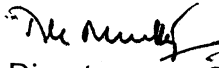
Quarterly Compliance Report on Corporate Governance – Compliance with clause 49 of the Listing Agreement

Enclosed please find Quarterly Compliance Report on Corporate Governance in the prescribed format for the quarter ended on 31.12.2014.

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

Encl:a/a.

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 / 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

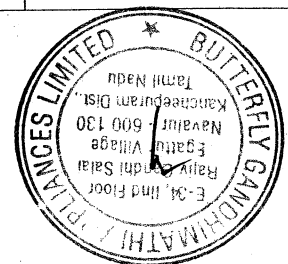


BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **Butterfly Gandhimathi Appliances Limited**
 Quarter ending on : **31.12.2014**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 II	Yes	
(A) Composition of Board	49(IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' Compensation & Disclosures	49 (IIC)	Yes	
(D) Other Provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	
(F) Whistle Blower Policy	49 (IIF)	Yes	
III. Audit Committee	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV Nomination and Remuneration Committee	49 (IV)	Yes	
V Subsidiary Companies	49 (V)	N.A.	
VI Risk Management	49 (VI)	Yes	
VII Related Party Transactions	49 (VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	



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

CIN No: L28931TN1986PLC012728

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

(C) Remuneration of Directors	49 (VIIC)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Disclosure of resignation of Directors	49 (VIII F)	Yes	
(G) Disclosure of formal letter of appointment	49 (VIII G)	Yes	
(H) Disclosure in the Annual Report	49 (VIII H)	Yes	
(I) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (VIII I)	N.A.	
IX.CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	
XI. Compliance	49 (XI)	Yes	

For Butterfly Gandhimathi Appliances Limited

Dh. Muthy

Executive Director-cum-Company Secretary &
Compliance Officer

