

# 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

priya.vm@butterflyindia.com

(d) \*Telephone number with STD code

04449005180

(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	Bombay Stock Exchange Limited	1
2	National Stock Exchange Limited	1,024

(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

NELSON CHAMBERS, NO-115, NELSON MANICKAM ROAD,  
AMINJIKARI, CHENNAI

(vii) \*Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2022

(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	C7	Metal and metal 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 CONSUM	L31900MH2015PLC262254	Holding	55

## 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	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs.10/- each				
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
	Physical	DEMAT	Total			
<b>Equity shares</b>						
At the beginning of the year	664,468	17,215,083	17879551	178,795,510	178,795,510	

<b>Increase during the year</b>	0	0	0	310,930	310,930	0
i. Public 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				310,930	310,930	
Physical shares have been converted to Demat						
<b>Decrease during the year</b>	0	0	0	310,930	310,930	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				310,930	310,930	
Physical shares have been converted to Demat						
<b>At the end of the year</b>	664,468	17,215,083	17879551	178,795,510	178,795,510	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	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						
<b>Decrease during the year</b>	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						
<b>At the end of the year</b>	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)

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	<input type="text" value="29/07/2022"/>	
Date of registration of transfer (Date Month Year)	<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.) <input type="text"/>

Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	

Date of registration of transfer (Date Month Year)				<input type="text"/>		
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock				
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>		
Ledger Folio of Transferor				<input type="text"/>		
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	Surname		middle name		first name	
Ledger Folio of Transferee				<input type="text"/>		
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>	
	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	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

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

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

**(i) Turnover**

10,053,039,902

**(ii) Net worth of the Company**

2,350,060,225

**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	1,392,379	7.79	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)	9,833,754	55	0	
10.	Others	0	0	0	
	<b>Total</b>	11,226,133	62.79	0	0

**Total number of shareholders (promoters)**

12

**(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	3,331,768	18.63	0	
	(ii) Non-resident Indian (NRI)	107,687	0.6	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	2,000	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	1,533,474	8.58	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,204,784	6.74	0	
10.	Others Foreign Portfolio Investor, / #	473,705	2.65	0	
	<b>Total</b>	6,653,418	37.21	0	0

**Total number of shareholders (other than promoters)**

22,096

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

22,108

**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	19	12
Members (other than promoters)	21,288	22,096
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
<b>A. Promoter</b>	5	0	1	0	0	0
<b>B. Non-Promoter</b>	0	6	0	7	0	0
(i) Non-Independent	0	0	0	2	0	0
(ii) Independent	0	6	0	5	0	0
<b>C. Nominee Directors representing</b>	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	5	6	1	7	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

**(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)
SHANTANU MAHARAJ ✚	00059877	Additional director	0	
MELEVEETIL PADMA ✚	00101997	Director	0	
SRINIVASAN TANJORE ✚	00367302	Director	0	
BALASUBRAMANIAN	00490921	Director	0	
MATHEW JOB	02922413	Additional director	0	
GNANASEKAR SUKUMAR ✚	05284689	Director	0	
SUNDER MAHESWARAN ✚	07156606	Director	0	
RANGARAJAN SRIRAM ✚	09550640	Additional director	0	
NAGARAJAN RAMASAMI ✚	AEVPN5250Q	CFO	0	
VEMAGANTY MOHANI ✚	CCWPP0545D	Company Secretary	0	

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

11

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)
SHANTANU MAHARAJ	00059877	Additional director	30/03/2022	Appointment
MATHEW JOB	02922413	Additional director	30/03/2022	Appointment
RANGARAJAN SRIRAM	09550640	Additional director	30/03/2022	Appointment
V M LAKSHMINARAYA	00106346	Managing Director	30/03/2022	Cessation
V M BALASUBRAMANI	00106428	Managing Director	30/03/2022	Cessation
V M SESHADRI	00106506	Managing Director	30/03/2022	Cessation
V M GANGADHARAM	00106466	Whole-time director	30/03/2022	Cessation
V M KUMARESAN	00835948	Whole-time director	30/03/2022	Cessation
K GANESAN	00102274	Director	03/03/2022	Cessation
SUBRAMANIAN RAMA	ADSPR0409F	Company Secretary	18/05/2021	Cessation
VEMAGANTY MOHANI	CCWPP0545D	Company Secretary	30/06/2021	Appointment

## 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

1

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	29/07/2021	28,397	41	65.49

### B. BOARD MEETINGS

\*Number of meetings held

13

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	03/04/2021	11	9	81.82
2	05/04/2021	11	10	90.91

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
3	17/05/2021	11	11	100
4	14/06/2021	11	9	81.82
5	22/06/2021	11	11	100
6	04/08/2021	11	11	100
7	27/10/2021	11	11	100
8	07/02/2022	11	10	90.91
9	21/02/2022	11	11	100
10	22/02/2022	11	10	90.91
11	04/03/2022	10	9	90
12	18/03/2022	10	9	90

### C. COMMITTEE MEETINGS

Number of meetings held

32

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 +	03/04/2021	4	3	75
2	AUDIT COMM +	07/05/2021	4	4	100
3	AUDIT COMM +	17/05/2021	4	4	100
4	AUDIT COMM +	04/08/2021	4	4	100
5	AUDIT COMM +	27/10/2021	4	4	100
6	AUDIT COMM +	01/11/2021	4	4	100
7	AUDIT COMM +	07/02/2022	4	3	75
8	AUDIT COMM +	21/02/2022	4	4	100
9	AUDIT COMM +	26/03/2022	4	4	100
10	AUDIT COMM +	30/03/2022	3	3	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	
1	SHANTANU M	0	0	0	0	0	0	
2	MELEVEETTI	13	12	92.31	21	21	100	
3	SRINIVASAN	13	12	92.31	1	1	100	
4	BALASUBRAM	13	13	100	17	17	100	
5	MATHEW JOE	0	0	0	0	0	0	
6	GNANASEKA	13	13	100	6	6	100	
7	SUNDER MAH	13	13	100	0	0	0	
8	RANGARAJAI	0	0	0	0	0	0	

**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

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. V M Lakshminarayanan	Managing Director	7,181,000	0	0	2,596,000	9,777,000
2	Mr V M Balasubramanian	Managing Director	7,061,000	0	0	2,552,000	9,613,000
3	Mr V M Seshdaran	Managing Director	6,941,000	0	0	2,509,000	9,450,000
4	Mr V M Gangadharan	Executive Director	6,702,000	0	0	2,423,000	9,125,000
5	Mr V M Kumaresan	Executive Director	6,702,000	0	0	2,423,000	9,125,000
	Total		34,587,000	0	0	12,503,000	47,090,000

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	R Nagarajan	CFO	1,873,000	0	0	1,399,000	3,272,000
2	Priya Varshinee V N	Company Secretary	1,008,000	0	0	120,000	1,128,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		2,881,000	0	0	1,519,000	4,400,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. K. Ganesan	Independent Dir +	0	0	0	660,000	660,000
2	Mr. M. Padmanabha	Independent Dir +	0	0	0	1,140,000	1,140,000
3	Mr. A. Balasubrama	Independent Dir +	0	0	0	960,000	960,000
4	Mr. G. S. Samuel	Independent Dir +	0	0	0	660,000	660,000
5	Mr. T. R. Srinivasan	Independent Dir +	0	0	0	480,000	480,000
6	Ms. Maheswari Moh	Independent Dir +	0	0	0	480,000	480,000
	Total		0	0	0	4,380,000	4,380,000

#### 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

Whether associate or fellow

Associate  Fellow

Certificate of practice number

**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. ..  dated

(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 complied 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

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**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

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**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**