



June 28, 2025

To, The Manager - Listing <b>BSE Limited ("BSE")</b> , Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai - 400 001.	To, The Manager - Listing <b>National Stock Exchange of India Limited ("NSE")</b> , "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai - 400 051.
<b>BSE Scrip Code: 517421</b>	<b>NSE Symbol: BUTTERFLY</b>
<b>ISIN: INE295F01017</b>	<b>ISIN: INE295F01017</b>
<b>Our Reference: 13/2025-26</b>	<b>Our Reference: 13/2025-26</b>

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 and 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of the 38<sup>th</sup> Annual General Meeting and Annual Report for the Financial Year 2024-25**

We wish to inform you that the 38<sup>th</sup> Annual General Meeting ("AGM") of Butterfly Gandhimathi Appliances Limited ("the Company") will be held on **Tuesday, August 05, 2025 at 11:00 A.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") in compliance with the applicable circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") and that the deemed venue of the meeting shall be the Corporate Office of the Company situated at E-34, 2nd Floor, Egattur Village, Rajiv Gandhi Salai, Navalur - 600130.

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), as amended from time to time, please find enclosed Notice convening the AGM and the Annual Report of the Company, including Business Responsibility and Sustainability Report ("BRSR") for the Financial Year 2024-25.

In terms of Regulation 46 of the Listing Regulations, the said Notice of AGM and Annual Report including BRSR is also available on the website of the Company and can be accessed at <https://butterflyindia.com/wp-content/uploads/2025/06/Annual-Report-2025.pdf>

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing the facility to its Members to exercise their right to vote by electronic means, through remote e-Voting services of National Securities Depository Limited ("NSDL") as well as e-Voting during the AGM. The e-Voting instructions and the process to join meeting through VC/ OAVM is set out in the AGM Notice.

Further, in accordance with applicable circular(s) issued by MCA and SEBI, the Notice of AGM along with the Annual Report of the Company including BRSR is being sent through electronic mode to only those Members whose email addresses are registered with the Company/ Depository Participant(s). Additionally, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company will be sending a letter to those Shareholders whose e-mail addresses are not registered with Company/ DPs, providing the weblink/ QR code from where the Annual Report can be accessed on the Company's website.

**Information at a glance:**

Particulars	Details
Mode	Video Conference and Other Audio-Visual Means ("VC/ OAVM")
Time and date of AGM	Tuesday, August 05, 2025, 11:00 A.M.

**Regd.office :** 143.Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam - Pin 603 103,  
Chengalpattu District, Phone : +91-44-47415500 CIN No : L28931TN1986PLC012728.  
E-mail : [gmal@butterflyindia.com](mailto:gmal@butterflyindia.com), Web : [www.butterflyindia.com](http://www.butterflyindia.com)

**Corporate office :** E-34, 2nd Floor, Egattur Village, Rajiv Gandhi Salai, Navalur - 600130, Chengalpattu District.  
Phone : 044-49005100 E-mail : [butterflyho@butterflyindia.com](mailto:butterflyho@butterflyindia.com),



Participation through videoconferencing	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Helpline number for VC participation	1800 22 55 33
Video recording and transcripts	<a href="https://butterflyindia.com/investor-relations/">https://butterflyindia.com/investor-relations/</a>
Cut-off date for e-Voting	Tuesday, July 29, 2025,
Remote e-Voting start time and date	Friday, August 1, 2025, at 9:00 A.M. (IST)
Remote e-Voting end time and date	Monday, August 4, 2025, at 5:00 P.M. (IST)
Remote e-Voting website of NSDL	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>

You are requested to take the above information on record.

Thanking you,

For **Butterfly Gandhimathi Appliances Limited**

**Jayant Barde**  
**Company Secretary & Compliance Officer**  
**Membership No.: A61954**

Encl: A/a

**Regd.office** : 143.Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam - Pin 603 103,  
Chengalpattu District, Phone : +91-44-47415500 CIN No : L28931TN1986PLC012728.  
E-mail : [gm@butterflyindia.com](mailto:gm@butterflyindia.com), Web : [www.butterflyindia.com](http://www.butterflyindia.com)

**Corporate office** : E-34, 2nd Floor, Egattur Village, Rajiv Gandhi Salai, Navalur - 600130, Chengalpattu District.  
Phone : 044-49005100 E-mail : [butterflyho@butterflyindia.com](mailto:butterflyho@butterflyindia.com),



# FUTURE-READY, *TODAY*

ANNUAL REPORT 2024 - 25



Butterfly Gandhimathi Appliances Limited



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To read this report online or to download please visit us at [www.butterflyindia.com](http://www.butterflyindia.com)

## Financial Highlights F.Y. 2024-25

**₹ 86,450.15 Lakhs**  
Revenue from operations

**₹ 6,525.21 Lakhs**  
Operating EBITDA

**7.55%**  
EBITDA margin



# FUTURE-READY, *TODAY*

Over the past year, we have shown great resilience in the face of challenges. Even with disruptions in the supply chain and global economic uncertainties, we created a positive plan to adapt and strengthen our legacy.

Using our industry knowledge and creative spirit, we moved forward with clear purpose, expanding our reach and connecting with our customers. We embraced a multichannel approach and introduced smart pricing strategies with a focus on offering premium products. We also dedicated ourselves to developing innovative, energy-efficient items that meet changing market needs.

The coming together of Butterfly Gandhimathi Appliances Limited (**'Butterfly'**) and Crompton Greaves Consumer Electricals Limited (**'Crompton'**) has further accelerated our growth momentum and empowered us to realise our quest for innovation and excellence.

Through our quality products, we have built trust with our loyal customers. Today, we are excited to introduce smarter, user-friendly, and attractive designs that will enhance our position in this vibrant industry.



## ABOUT BUTTERFLY

# Where Innovation Meets Convenience

Butterfly is one of the most renowned domestic kitchen and electrical appliances brands in India. Our pioneering spirit has enabled us to consistently introduce innovative and high-quality products in the market. Today, we have a notable presence in South India and continue to grow our footprint across the nation.

**38**

Years of Expertise

**1**

Manufacturing Unit

**1**

Research Centre

### What Drives Us

At Butterfly, every product is designed with a purpose to simplify chores and add convenience to the life of every consumer. Our products seamlessly combine functionality, safety and durability.

Among  
top 3 kitchen and  
small domestic  
appliances brands  
in India

### Our Philosophy

Our philosophy is to offer our consumers high-quality kitchen and electrical appliances with ergonomic features and aesthetically pleasing designs at great value while upholding the fundamental principles of transparency, integrity, accountability and compliance with the applicable laws. We remain dedicated to maximising shareholder value and embrace all stakeholders as partners in our success.

### Stronger Together

The combined forces of Crompton and Butterfly entities to foster innovative and customer-centric product development. By embracing the core tenets of 'Crompton 2.0', we derived strategic direction for our business, which enhanced our efficiency and reach.

**1**

Head Office

**15**

Branches

**24,000+**

Retail Outlets

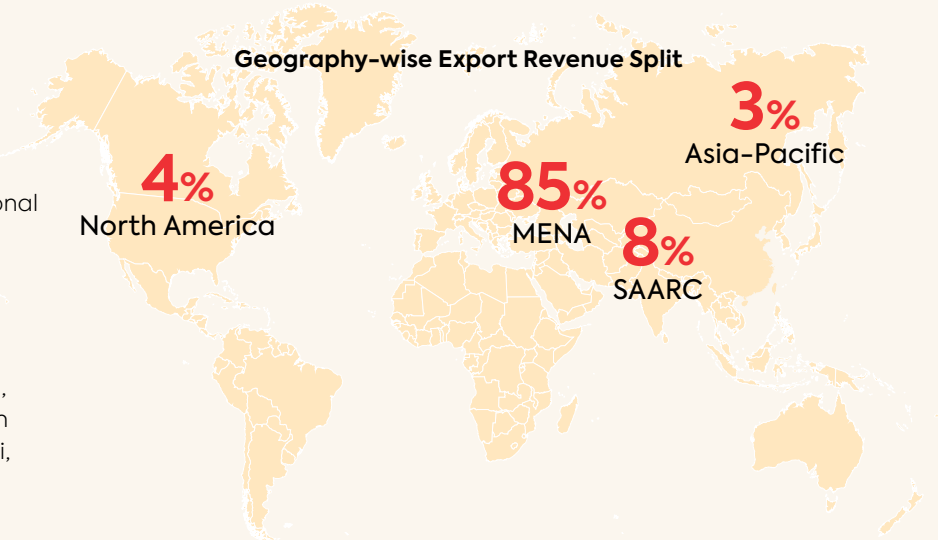
**590+**

Distributors

### Our Presence

Butterfly is one of the most reliable and recognisable names in South India's home appliances market. We are steadily increasing our presence in other parts of India and have also forayed into international markets with a diversified portfolio.

Butterfly have one Head Office and 15 branch offices located across various regions. These include three branches in Tamil Nadu; two each in Kerala, Karnataka, and Bhubaneswar; and one branch each in Telangana, Andhra Pradesh, Delhi, Mumbai, Ahmedabad and Kolkata.



### Our Purpose

Enriching life for generations with smart and responsible solutions.

### Our Mission

We strive to create products that are safe, energy-efficient, dependable and environment-friendly by constantly improving our core technology.

### Our Values

**C.R.E.A.T.E.**

#### Caring

Respect people from diverse backgrounds and perspectives, act with empathy, demonstrate genuine concern, and proactively help others.

#### Responsible

Understand and align business priorities with long-term goals and consumer preferences to drive Crompton's future-focused growth through innovation with purpose.

#### Entrepreneurial

Stay agile and adapt to ever-changing business landscapes, continuously experiment, courageously take risks, swiftly learn from failures, and make decisive, data-driven decisions.

#### Accountable

Set aspirational goals and high-quality standards, takes ownership and accountability for both self and teams' performance, and establish a strong commitment to excellence, emphasising both outcomes and effectiveness.

#### Team Player

Collaborate to innovate, solve challenges, manage conflict, and leverage network to achieve shared objectives.

#### Ethical

Commit to authenticity, integrity, ethical conduct, and sustainability in all interactions with stakeholders, prioritising what is right for business, community, and the environment.

## WHAT WE OFFER

# Modern Appliances for Every Home



LPG stoves



Mixer grinders



Juicer mixer grinders



Food processors



Pressure cookers



Wet grinders



Chimneys

# #1

LPG SS gas stove brand in South India

# #2

LPG glass top gas stove brand in South India

# #2

Mixer grinder brand in South India

# #2

Pressure cooker brand in South India

# 350+

SKUs



Power hobs



Vacuum flasks



Non-stick cookware



Stainless steel utensils



Vegetable choppers



Hand blenders



Electric rice cookers



### Bolt and Quadro Gas Stoves

In November, Butterfly introduced the Quadro Jumbo Plus 4-burner glass top gas stove to meet increasing consumer demand for jumbo burners that support faster cooking. The brand also strengthened its energy-efficient Shakti series with the launch of the Bolt 2B Shakti model.



### Magnum Air Fryer

In August 2024, we launched the Magnum Air Fryer, a versatile kitchen appliance that caters to the demand for healthy cooking with little to no oil. As lifestyle changes predominantly impact customer preferences, innovative products such as these promote healthier eating habits and are in great demand among urban consumers.



Iron box



Tower fan



Electric kettle

## VISION FOR TURNAROUND

# Focusing on Fundamental Shifts



## Product Portfolio Optimisation

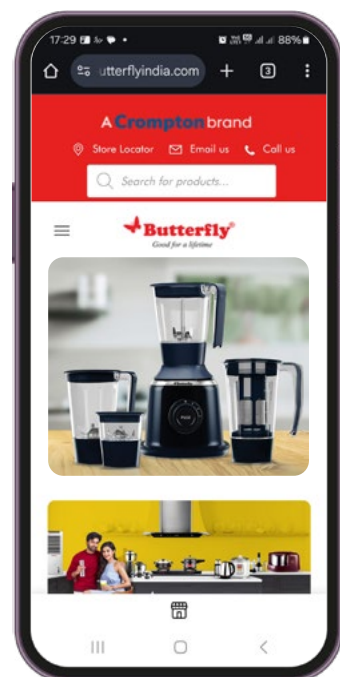
- We are optimising our product portfolio by focusing on core categories. Our extensive offerings cater to regional needs, allowing us to align our portfolio in accordance with diverse consumer demands. With a phased approach, we are temporarily shifting our focus away from smaller segments like sandwich makers and pop-up toasters. However, we intend to re-enter these categories in future with a distinctive emphasis on adapting to evolving culinary traditions and introducing innovative, energy-efficient and connected appliances.

## Digital Penetration

- With the rapid proliferation of the internet, consumers can easily access products through online platforms such as e-commerce sites, social media and search engines. However, many consumers prefer to buy them from physical stores. We use advanced analytics and personalised digital touchpoints to enhance customer engagement across e-commerce as well as traditional retail channels. This multichannel approach has enabled us to reach consumers in urban centres and emerging markets in Tier-II and III cities.

## Prudent Pricing Strategy

- Through competitive pricing, we are targeting price-sensitive consumers in Tier-II and III markets. By bridging price gaps across channels and providing different product choices at similar price points, we are approaching budget-conscious buyers interested in purchasing quality products with premium features.



## Product Laddering

- Our product laddering strategy helps us serve a broader range of consumers and increase market share. It allows consumers to move up to higher-value products based on their needs gradually. Butterfly offers various products, from the efficient Compact range to stylish options like the Curve and Blueline Pressure Cookers and advanced products like the Reflection Pro Electric Chimney with gesture control. As consumers' lifestyles evolve, they tend to upgrade to higher-tier products, maximising revenue potential and enhancing brand loyalty.

## Premiumisation

- Rising income and changing preferences have increased the demand for premium products. Our premium range is characterised by cutting-edge features and innovative designs, prioritising energy efficiency and convenience for modern homes. We have developed state-of-the-art air fryers, multi-functional cooktops and high-end mixer grinders to cater to evolving customer requirements and create the perfect blend of performance and aesthetic value.

## Cost Optimisation

- To address supply chain challenges and rising raw material costs, we have adopted cost optimisation strategies. We have streamlined sourcing for different product categories and utilised advanced technology to improve operational efficiency, optimise costs and ensure the quality of our products. This disciplined approach has helped to enhance unit economics and improve margins substantially.

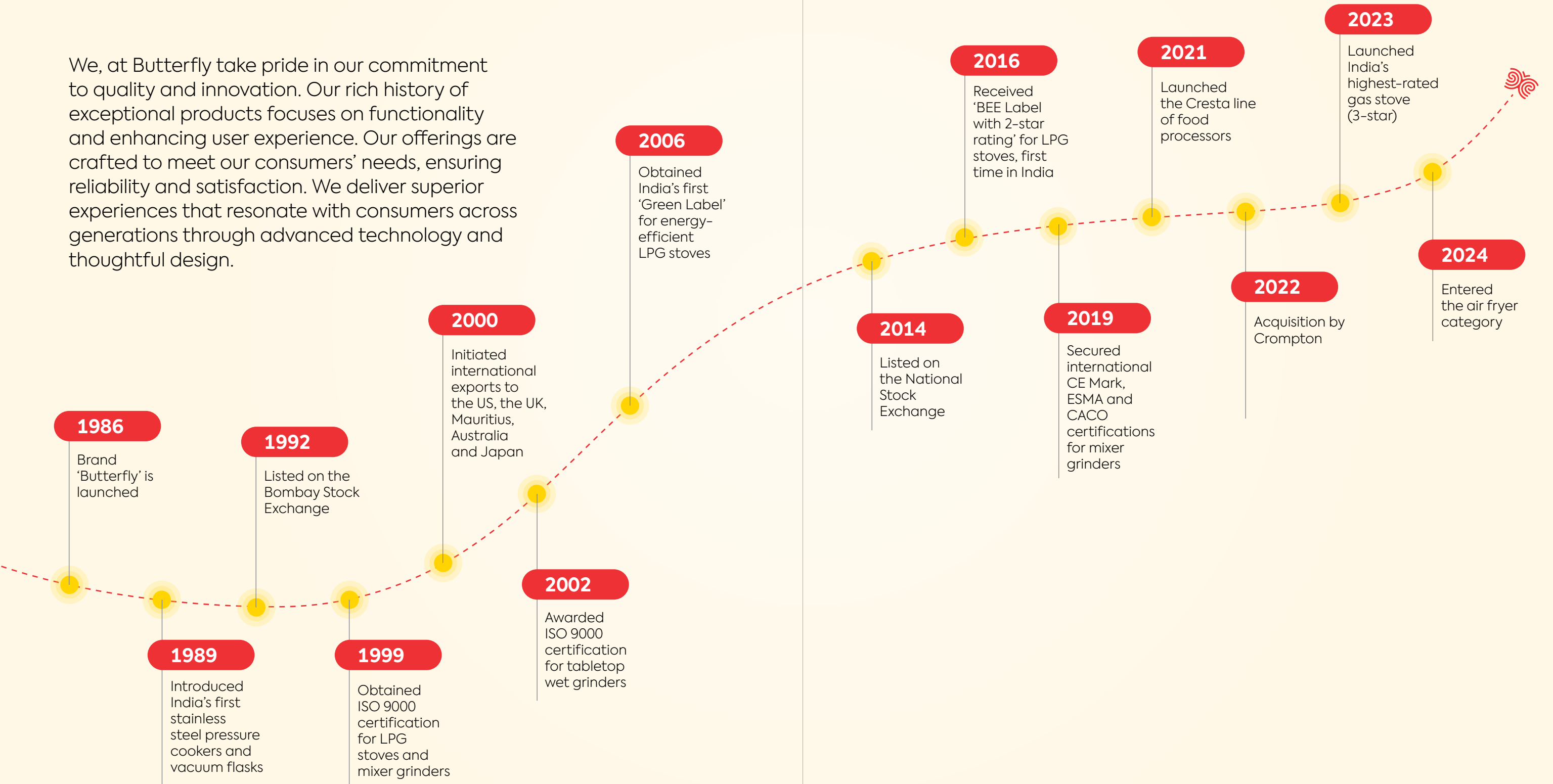




A PEEK INTO OUR PAST

# Transforming Kitchens for Decades

We, at Butterfly take pride in our commitment to quality and innovation. Our rich history of exceptional products focuses on functionality and enhancing user experience. Our offerings are crafted to meet our consumers' needs, ensuring reliability and satisfaction. We deliver superior experiences that resonate with consumers across generations through advanced technology and thoughtful design.



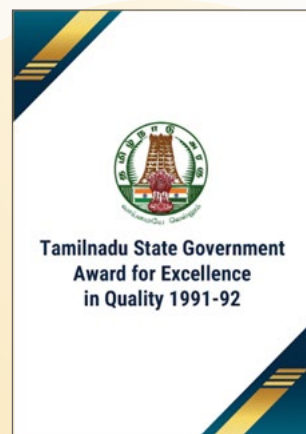
## OUR TROPHY CABINET

# Achievements that Inspire Us

At Butterfly, we are proud to be recognised for our innovative solutions that add real value to daily lives, making every moment spent inside the kitchen more enjoyable. The accolades we have accumulated over the years continue to motivate us.



The Ministry of Micro, Small & Medium Industries, Government of India, presented the National Award in 2010 for excellence in LPG stoves and appliances



The Government of Tamil Nadu awarded a Quality Award in 1991-92 for excellence in production quality in medium-sector industries



The Bureau of Energy Efficiency recognised Butterfly in 2016 as the first manufacturer authorised to use the 'BEE Label - 2 Star rating' for domestic gas stoves



Butterfly's Kitchen Appliances recognised by ET Edge as one of the Iconic Brands of India in 2023



The Bureau of Indian Standards awarded a Certificate of Appreciation in January 2024 for consistently exceeding quality standards through sample appraisals at the factory and in the market over three years



Berkshire Media Pvt. Ltd. honoured Butterfly in 2023 at the Best Company of the Year Awards



The Bureau of Indian Standards granted the first licence for portable water bottles in India in January 2024

## CHAIRMAN'S MESSAGE

# Celebrating the Change



We are re-positioning and re-branding Butterfly to build distinction in the home space. Today's consumers are rapidly evolving in their needs, expectations, lifestyles and aspirations. The new Butterfly is dynamic and ever-evolving and keeps pace with the changing world of the consumers. The brand will offer intuitive and intelligent products that are relevant and effortlessly transform everyday life. Butterfly will call out to its consumers with the new tagline, **'Celebrating Change'**. The new brand will continue to cherish its legacy and stand taller with the strength of Crompton.



### Dear Shareholders,

I am pleased to present to you Butterfly's Annual Report for the Financial Year 2024-25.

The Indian kitchen appliances industry has witnessed a dynamic transformation, influenced by changing consumer preferences and lifestyle shifts. One of the key trends shaping the industry is the increasing adoption of modern kitchens, which offer seamless functionality and aesthetic appeal. This has led to a growing demand for appliances that are energy-efficient, smart and visually appealing, aligning with the kitchen's design ethos. Consumers prefer appliances that offer convenience, good looks and sustainability with the willingness to premiumise. This leads to a shift towards sleek, inclusive designs that blend seamlessly with the kitchen space.

The business was challenging last year, and there was a slowdown in consumer demand even during the festive season. There was moderate growth in online sales and suppressed demand in the micro-finance institutions (MFI) channel. Amidst this, we remained focused on strengthening our fundamentals and made key structural interventions to drive profitable business scale-up.

The improved performance in the year's second half reflects our efforts to stabilise our business and our ambition to grow in a vastly competitive market. The second half of F.Y. 2024-25 delivered 5.41% growth with 7.83% EBITDA while sustaining our strong position in the South markets.

In our journey towards becoming a consumer-led organisation, we have restructured our marketing and sales function to enhance insight-led portfolio management and a robust go-to-market strategy that accounts for changing channel dynamics. We successfully executed various festive campaigns, including the 'Gifts of Diwali' and a cause-based campaign for the Onam festival — #FromKeralaWithLove.

### Consumer at the Core

In sync with our motto of being close to the consumer, we have launched a new series of products — 'Idea First Series', that will offer consumers a first-of-its-kind interaction with a kitchen appliance. These products are conceived with a deep respect for consumers' ingenuity and practical wisdom, embodying a modern experience that reflects their evolving needs and aspirations. We have also outlined our near-term and long-term product pipeline to sustain our position and build better loyalty.

### Strategic Initiatives and Operational Excellence

We exemplified our unwavering commitment to quality by launching the 'Good for Lifetime' programme, which enhances our quality processes across in-house and sourced products. This initiative underscores our dedication to delivering enduring value to our customers. We have strengthened our commercial hygiene and governance frameworks, improving value chain management and enhancing profitability. In line with our omnichannel strategy, we have also optimised our portfolio balance between offline and online channels, ensuring efficient allocation of advertising and promotional spends to maximise return on investment.

### Future-ready Talent Pool

In our endeavour to cultivate an agile and empowered workplace, we have rolled out an employee engagement survey, and improvement actions are currently underway to address the insights gathered. Additionally, we have enhanced our training programmes to cover functional and behavioural skills, ensuring that our workforce is equipped to excel. Furthermore, we have introduced various health initiatives to promote employee well-being and enhance employee benefits, reinforcing our commitment to supporting our most valuable asset—our people. In alignment with our strategic objectives, we are harmonising our tools and processes with Crompton to foster consistency and efficiency across operations. Additionally, we are leveraging our combined talent pool to explore cross-functional synergies, preparing both teams to navigate an increasingly competitive market landscape.

### Performance Highlight

Total revenue for F.Y. 2024-25 stood at ₹86,450.15 Lakhs with EBITDA of 7.56%. The key categories delivered moderate growth in the second half of F.Y. 2024-25. However, our auxiliary categories declined as we took a calibrated approach towards product portfolio and trade spending to enhance profitability. Measured price increases and channel optimisation resulted in improved gross margins. Our frugal approach to investments and ROI- led A&P to help expand the EBITDA margin by 351 bps. Our cash position as of 31<sup>st</sup> March 2025 is ₹966.70 Lakhs.

### Looking Ahead

Moving forward, we remain optimistic about expanding our growth horizon. Our growing portfolio emphasises the need for innovation and consumer-first features. With this, we aim to make the time spent in the kitchen more enjoyable, effortless and enriching. This urge to understand specific consumer needs drives us to lead the kitchen space strategically and sustainably. The positive response towards our products and their consistent offtake across channels is a testament to the preference for Butterfly products. It gives us the confidence to embrace change, navigate industry dynamics and stage a turnaround in the days ahead.

We remain grateful to all our stakeholders for their continued support and trust in the Butterfly brand.

Regards,

**P M Murty**  
Chairman & Independent Director



KEY PERFORMANCE INDICATORS

# Resilience at the Core

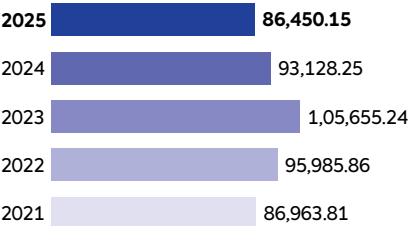
Our operating margin improved by 4.62% due to diversified revenue streams. We maintain a strong liquidity position with substantial cash accrual, low bank limit utilisation and ₹966.70 Crore in cash equivalents as of March 31, 2025. We have no medium-term debt obligations. Capital expenditures will be managed and funded through internal accruals, supported by our parent company, Crompton. Our improved credit risk profile further strengthens our financial standing.



## Financial KPIs

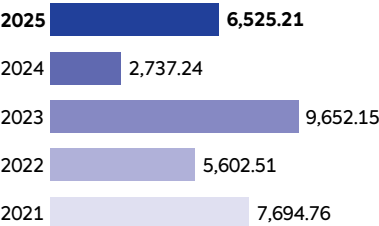
Revenues (₹ Lakhs)

86,450.15



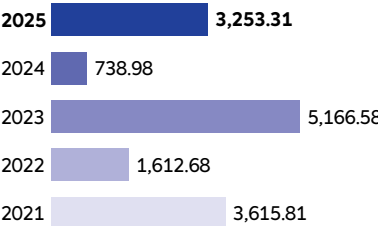
EBITDA (₹ Lakhs)

6,525.21



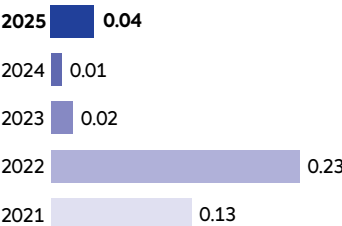
Profit after Tax (₹ Lakhs)

3,253.31



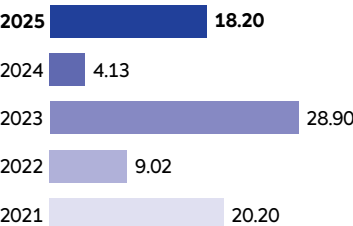
Net Debt-equity Ratio

0.04



Earnings per Share (₹)

18.20



## Sustainability KPIs

We recognise the impact of our operations on the environment and society, leading to a greater focus on our sustainability performance. We prioritise using recycled materials, minimising waste and improving energy efficiency. Our products aim to significantly reduce household energy consumption as part of our commitment to sustainability. We seek to serve communities through initiatives in education, infrastructure and development. Additionally, we adhere to a strict corporate governance framework to ensure ethical operations.

CO<sub>2</sub> Emissions Intensity (Scope 1) (MT CO<sub>2</sub>e)

289



CO<sub>2</sub> Emissions Intensity (Scope 2) (MT CO<sub>2</sub>e)

4,466



Non-renewable Energy Capacity (GJ)

24,245



CSR Expenditure (₹ Lakhs)

76.50



## MARKETING CAMPAIGNS

# Expanding our Reach

Our multi-channel approach enables us to consistently enhance customer interactions. Through online and offline marketing campaigns, we seek to engage a wider audience and expand our reach to more towns and cities nationwide.

### Pressure Cooker Carnival Display Contest

Executed a high-impact 50|50 Pressure Cooker Display Carnival — 50 Pressure Cookers showcased for 50 days across 70 top dealers in South India, strengthening brand visibility and fuelling market share growth.



17

Celebrity Influencers

2.63 Mn

Reach

11.7%

Engagement Rate

360

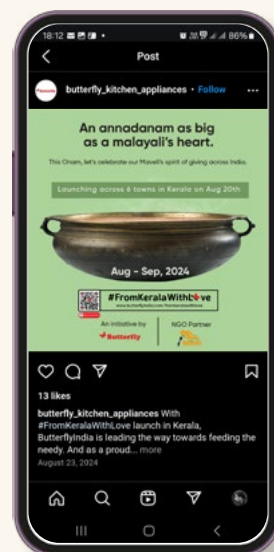
Counters

4,345

Demos

### #FromKeralaWithLove

Our #FromKeralaWithLove initiative, in collaboration with NGO Bhumi, celebrated Onam by extending help to the less fortunate. Customers could purchase merchandise to provide Onam sadya to the beneficiaries. The campaign promoted engagement through community feasts across Ernakulam, Thrissur, Palakkad, Kozhikode, Trivandrum and Kollam. This effort bolstered customer engagement through social media, on-ground activations and merchandise sales. The #SelfieToPledge campaign increased brand awareness across 1,200+ locations. This initiative helped blend online as well as offline efforts and broadened its long-term impact.



### EXXTRAA Onam

To improve customer conversion rates amid competitive offers, Butterfly launched the EXXTRAA Onam 2024 campaign from July 30 to September 30, featuring discounts of up to 64% on popular products, in Kerala. We maximised visibility with standees in 450 stores and QR code tabletop displays at each counter. This increased consumer interaction and made the campaign effective.



### Additional Offers

Significant discounts were given on selected products to provide customers with the best value for money. Additionally, warranties were extended on certain products to offer customers complete peace of mind. A loyalty plan was also introduced which helped promote warranty enrolments, strengthen dealer relationships and align incentives with business goals, rewarding dealers for every 700 points earned.



### Integration of ATL and BTL Strategies

We integrated our Above the Line (ATL) and Below the Line (BTL) strategies to improve our marketing initiatives. Along with television commercials, we broadened our reach and engagement through targeted digital campaigns. We also used marketing vans to directly interact with customers.

GREAT FESTIVAL OFFERS!

### Gifts of Diwali Campaign

Our recent campaign made waves and elevated our brand across Tamil Nadu, Andhra Pradesh, and Telangana, boosting our share of voice (SOV) to 9% in Tamil Nadu and increasing SOV efficiency in Andhra Pradesh and Telangana by 3x. We achieved 836 gross rating points (GRPs) in Tamil Nadu and 843 in Andhra Pradesh and Telangana.

Key highlights included six planet installations, 17 vibrant van activations, and product merchandising in 200 outlets. We also organised energetic sales camps in Chennai, Coimbatore, Hyderabad, and Bengaluru. To enhance our visibility, we distributed 650 standees, 11,000 posters, 1.1 million leaflets and 50,000 danglers.





## MANUFACTURING AND INNOVATION

# Designed to Perform

Over the past year, we have diligently tracked our growth parameters and focused on streamlining manufacturing operations to improve efficiency, optimise resources and reduce costs. We also introduced new technologies to our production units and implemented quality improvement initiatives to drive innovative product development.

### Consolidation of Manufacturing Operations

We consolidated the operations of one plant into the main plant, which has helped to improve efficiency and reduce costs. These measures are expected to streamline production, enhance resource utilisation and simplify supply chain processes. Additionally, outsourcing of operations for wire pan stand and enamel coating has helped to optimise unit operations further.

### Technological Advancements

We have invested in modern manufacturing infrastructure to enhance precision, speed and efficiency of our processes.

#### Key improvements include:

- Laser-cutting technology for precise circle cutting in pressure cooker production.
- Hydraulic transfer press for bottom and lid forming, to enhance durability and production efficiency.
- 4 station winding machines for motor stator production.

- Elimination of spinning operation in 750ml jars to optimise manufacturing processes.
- Multi-combination tooling for lid manufacturing to reduce material waste and improve output consistency.

Automation and process optimisation initiatives contributed to a 13% increase in productivity over the previous year.

### Quality Improvement Initiative

The 'Good for Lifetime' initiative focuses on ongoing product evaluation and continuous improvement. It includes rigorous testing protocols, robust shop floor quality control and enhanced supplier collaboration to ensure the quality of products. By integrating lean manufacturing principles and standard work combination techniques, we are focusing on product longevity and reliability.



### Performance and Safety

Butterfly prioritises a high-performance work culture through Total Employee Involvement (TEI). This initiative emphasises employee communication, motivation and a strong safety culture at the shop floor. It also includes capability-building programmes for employees.

#### Following measures were adopted to ensure excellence at the shop floor:

- Monthly shop floor meetings to facilitate two-way communication.
- Formulation of a structured safety framework, incorporating 1A +3P+5R, 1 core Approach, 3 guiding Principles and 5 safety Rules to foster a safer workplace.
- Supervisor development programmes for training frontline managers in technical and personal development modules.

# 78%

Reduction in recordable workplace accidents in F.Y. 2024-25

### Sustainable Manufacturing

We integrated eco-friendly processes and product designs to reiterate our commitment to sustainable operations.

#### Key achievements in F.Y. 2024-25 include:

- Received ISO 14001 and ISO 45001 certifications for environmental and occupational health and safety management.
- Implemented RoHS compliance for electrical and electronic components to reduce the use of hazardous substances.
- Bakelite part outsourced for cookers to ensure responsible waste management.
- Compliance with Pollution Control Board (PCB) regulations.
- Regulatory amendments obtained for air and water emissions.

### Energy-efficient Products

- The Shakti series gas stoves were introduced to reduce energy consumption.
- The Triply Cooker is under development to improve heat distribution and cooking efficiency.

# 74%

Thermal efficiency of Shakti gas stoves

### Insight-led Innovation

Butterfly's structured approach to product development accelerates innovation while ensuring durability, energy efficiency and performance. Our consumer-centric designs help make every day cooking seamless and remain at the core of our innovation strategy.



#### Elektra Air Fryer

- Digital touch functionality
- Transparent visible window with an internal lamp
- Double-wall body for added safety and heat resistance



#### Magnum Air Fryer

- Delay timer function
- Automatic shut-off
- Compact body for easy portability

### Certifications

- Star Label Programme certification for thermal-efficient LPG stoves (Bureau of Energy Efficiency)
- ESMA and Singapore Spring approvals for mixer grinders
- Four BIS Certification Marks Licenses
- ISO 9001 Quality Management System Certification
- CE Certificate for mixer grinders, pressure cookers and tabletop wet grinders (Europe)
- G Mark for mixer grinders and wet grinders (in Gulf countries)



## MANUFACTURING AND INNOVATION

# Celebrating Success: Fostering a Culture of Excellence

At Butterfly, we foster a positive work environment that celebrates our employees' achievements and promotes continuous improvement. Various initiatives reflect our commitment to recognising individual contributions, enhancing team cohesion, and advancing our organisational culture.

Below, we share personal stories highlighting our efforts in employee recognition, safety awareness, and sustainable practices, showcasing how these initiatives enhance morale and drive our success as an organisation.

### Star Employee of the Month

Implemented a monthly recognition programme for top-performing employees on the shop floor to boost morale, motivation, and engagement. This initiative has significantly improved overall operational performance by acknowledging individual contributions and fostering a culture of excellence.



# 338

Employees were Appreciated for F.Y.2024-25

### Long Service/Attendance Award

This significant initiative acknowledges and celebrates employees who have committed two decades to our organisation, contributing to its development and success in measurable ways.

# 46

Employees were Recognised by the Award

### National Energy Conservation Day Celebration and Recognition

On December 24<sup>th</sup>, we observed National Energy Conservation Day at the BGMAL-Pudhupakkam Factory, where we organised a series of energy-saving competitions to enhance awareness and encourage innovative practices among employees. We acknowledged and awarded outstanding contributions from participants, highlighting their efforts in promoting energy efficiency. As part of our commitment to sustainable practices, we reaffirmed our pledge to enhance energy consciousness in our operations to advance towards a more sustainable and environmentally responsible future.



### 54<sup>th</sup> National Safety Day

We commemorated the 54<sup>th</sup> National Safety Day by implementing a series of safety awareness initiatives, including a drawing competition and a quiz challenge. We also acknowledged and rewarded the top performing Department, employees, and who contributed and supported significantly in whole year for enhance the workplace safety, safety culture.



### External QCC Competition

The BGMAL Jar Team has been nominated for an external competition following their achievement of securing the first prize in the Crompton Group Level-1 competition. Additionally, this team has been awarded the Gold Award in the External Competition organised by the Quality Circle Forum of India (QCFI), where they competed against 202 participating organisations.



### Plant-level Kaizen Recognition

Implemented the Idea Box initiative on the shop floor to systematically collect and evaluate employee-generated suggestions. This programme recognises and rewards the most effective Kaizen contributions successfully executed, reinforcing our commitment to continuous improvement in operational efficiency and employee engagement.



### ISO 14001 and ISO 45001 Certification

Butterfly obtained ISO 14001 and 45001 certifications to enhance the effectiveness of factory Environmental Management System and Occupational Health & Safety Management System, ensuring rigorous adherence to statutory compliance with zero-tolerance.



## SUPPLY CHAIN AND PROCUREMENT

# Progressing with Agility

To ensure supply chain efficiency, we have diversified and restructured the procurement of critical components which has optimised costs, streamlined processes and enabled us to maintain adequate inventory levels.

### Enhancing Resilience

We have developed a broad supplier base to ensure timely delivery of critical components like mixer grinder jars or for enhancing process like pressure cooker polishing. Our efforts to build inventory for high-demand items has helped us to prepare for the peak season. Slow-moving and non-moving inventory was also lowered by 86%.

We prioritise a multi-sourcing strategy and focus on procuring material from local suppliers. Our emphasis on localisation has helped to reduce cost by ₹45 Lakhs during the year. Besides, we are adopting agile practices to ensure supply chain excellence, reduce off-season inventory and effectively respond to market demands.

The mini-production part approval process (PPAP) has further helped us to maintain the quality of products received from suppliers. It enables us to aim for defect-free production.

### Leveraging Data Analytics

Microsoft Power BI dashboards and management information systems (MIS) tools were implemented to offer data driven insights in real time for improving procurement and inventory decisions. Further, analysis of sales trends through the distributor management system (DMS) has enhanced demand planning and forecast accuracy.

### Expanding Reach

Butterfly is venturing beyond South India using Crompton's distribution network, with regional warehouses in Kolkata and Bhubaneshwar (eastern India), Jhajjar (northern India) and Ahmedabad and Mumbai (western India).

**86%**

Reduction in Slow-moving and Non-moving Inventory

**0.6%**

Yearly Savings through Optimised Procurement





## INFORMATION TECHNOLOGY

# Relying on Advanced Digital Solutions

In the past year, we have made significant strides to improve our IT infrastructure and introduce cutting-edge solutions to support organisational growth.

### Key IT Initiatives

#### » ERP Platform Enhancements

- **GST Compliance Configuration:** We have upgraded the SAP platform to enhance operational efficiency and regulatory compliance. We configured the ERP system to ensure Goods and Services Tax (GST) compliance, streamline tax reporting and adhere to statutory requirements.
- **Pricing Module Updates:** We updated the pricing module to accurately capture all applicable discounts, calculate gross profit calculations and support price management.

#### » Sales Automation Integration and Retail Engagement:

We onboarded in-shop store promoters to the sales automation application to monitor store-level tertiary sales effectively. This integration ensures timely stock replenishment and empowers the Company to enhance engagement and drive counter share.

#### » Advanced Product Data Management (PDM):

We integrated a robust PDM system to store, manage and track product-related data efficiently. This initiative has streamlined collaboration, minimised errors and enhanced our product lifecycle management processes.

#### » Security Enhancement Initiatives

- **Security Training:** Recognising employees' critical role in safeguarding against cyber threats, we implemented a comprehensive security awareness programme to educate employees on best practices.
- **Cloud-based Platform:** With the implementation of a web proxy solution, we now provide secure cloud-based web filtering to enhance user experience and compliance through advanced threat protection.
- **Secure Access:** We enabled single sign-on (SSO) for all organisational portals to simplify user access and ensure data privacy.

#### » Disaster Recovery (DR) and Cybersecurity Capabilities:

We established a functional near DR site to ensure quick recovery and minimal data loss during system failures. Additionally, we completed a disaster recovery drill which helped to verify the consistency and accuracy of business data replication in the event of an emergency. We also bolstered our security infrastructure through an extensive vulnerability assessment and penetration testing exercise.



### Key Activities Planned for F.Y. 2025-26

- **Sales Management:** We plan to implement a sophisticated digital management system to monitor and manage secondary sales, optimise data insights and decision-making capabilities.
- **Digital Transformation in HR:** We aim to launch an upgraded onboarding platform that will provide a seamless experience for new employees. Moreover, we will incorporate holistic feedback mechanisms to nurture continuous professional development and performance improvement. Furthermore, we have planned to streamline the organisational structure digitally to optimise operational efficiency.



- **Pricing Approval:** We intend to introduce a dynamic pricing approval system to foster strategic pricing management.
- **Cybersecurity:** We will continue to revamp our network infrastructure to enhance performance, security, scalability and reliability of our digital processes.



## TRENDS AND OPPORTUNITIES

# Adapting to an Evolving Market

The Indian household appliances market continues to evolve at a rapid pace. Driven by growing urbanisation, rising income and more exposure to global trends, today's consumers are aware and desire products that can effectively merge form and functionality. We are taking into consideration regional preferences to develop products across different price points. It has also led to changes in our marketing and distribution strategies, enabling us to reach a wider audience and drive growth in a dynamic industry.



**The demand for technologically advanced and feature-rich premium products continue to increase among modern consumers.**

### ➤ Butterfly's Approach

Taking into consideration consumer preferences, we are innovating products that meet evolving market demands. With the active involvement of our R&D and marketing teams, we analyse demand trends and create a roadmap for new product development. It has enabled us to create a strong premium portfolio.



**Consumers are prioritising energy-efficient appliances and considering the environmental impact of their decisions.**

### ➤ Butterfly's Approach

Our innovative products not only ensure functionality but also helps to reduce energy consumption. We have introduced India's first star-rated gas stove, user-friendly pressure cookers that reduce cooking time and energy efficient mixer grinders. The launch of the Magnum air fryer is the latest addition to this portfolio.



**Brands are using multichannel strategies to connect with online and offline consumers.**

### ➤ Butterfly's Approach

We pursue each sales channel on merit, strengthening store, online and quick commerce strategies to reach customers in metros and Tier-II and III cities. Our robust distribution network enables us to reach local stores, large retailers as well as online platforms. We are also expanding our digital footprint to improve revenue generation capacity.



**Seamless after-sales service has emerged as a key parameter for influencing customer decisions.**

### ➤ Butterfly's Approach



We remain dedicated to enhancing customer experience and have strengthened our after-sales services. Along with the introduction of doorstep service facilities for mixer grinders, we have revised the after-sales service charge to maximise client satisfaction. We also act upon customer feedback to upgrade our services.





## RISK MANAGEMENT

# Building Resilience

We have a robust risk management framework to identify, address and mitigate potential risks. While the Risk Management Committee oversees the effectiveness of our policies and processes, the Audit Committee supervises financial risks.

### Key Risks and Their Mitigation Strategies

	Potential Impact	Mitigation Strategies	Outcome
 <b>Regulatory Risk</b>	Lack of effective compliance tracker can lead to: <ul style="list-style-type: none"> <li>» Increased costs.</li> <li>» Limited growth opportunities.</li> <li>» Reduced profits and investment returns.</li> </ul>	<ul style="list-style-type: none"> <li>» Conducted an assessment of key applicable statutes, identifying gaps in compliance.</li> <li>» Initiated a compliance tracker for relevant governmental acts, regularly updated by function heads.</li> <li>» Introduced a pre-planned online compliance tool to improve risk mitigation measures.</li> </ul>	<ul style="list-style-type: none"> <li>» Compliance with all applicable regulations ensured.</li> <li>» Zero non compliance during the F.Y. 2024-25.</li> </ul>
 <b>Environment, Health, and Safety Risk</b>	Lack of a safe operational culture can lead to: <ul style="list-style-type: none"> <li>» Absence of a well-formulated EHS policy poses risks.</li> <li>» Non-compliance with hazardous waste regulations can result in:                             <ul style="list-style-type: none"> <li>o Catastrophic failures</li> <li>o Closures</li> <li>o Heavy monetary penalties</li> <li>o Reputational damage</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>» Implemented a robust safety initiative that integrates safety officers and champions.</li> <li>» Held regular awareness sessions, leadership safety walks and engaging events, including safety displays and injury-free day celebrations.</li> <li>» Established an emergency response team with defined roles and adopted comprehensive EHS policies.</li> <li>» Executed fire and electrical safety audits to address critical observations and maintain a safe working environment.</li> </ul>	<ul style="list-style-type: none"> <li>» Significant reduction in no. of safety incidents in manufacturing units.</li> <li>» Overall number of Injury per day reduced from 0.55 number per day to 0.083 number per day past three years.</li> </ul>

	Potential Impact	Mitigation Strategies	Outcome
 <b>Product Innovation Risk</b>	<ul style="list-style-type: none"> <li>» Inability to keep up with market trends and consumer needs can hinder progress.</li> <li>» Such challenges can result in disruptions and falling behind competitors.</li> </ul>	<ul style="list-style-type: none"> <li>» Conducted market research to align product development with consumer demands.</li> <li>» Created annual calendars featuring weekly progress reviews and feasibility studies.</li> <li>» Enhanced marketing and design capabilities and initiated a stage-gated product development process.</li> </ul>	<ul style="list-style-type: none"> <li>» Revamped NPD function. Introduced four new products during the F.Y. 2024-25.</li> </ul>
 <b>Product Quality Risk</b>	<ul style="list-style-type: none"> <li>» Lack of capability and consistency in quality assurance and controls.</li> <li>» Absence of a structured scorecard and monitoring for quality inspections can lead to:                             <ul style="list-style-type: none"> <li>o Negative impacts on turnaround times and capital management.</li> <li>o Detrimental effects on stakeholder satisfaction.</li> </ul> </li> </ul>	<ul style="list-style-type: none"> <li>» Enhanced the capabilities of the team to establish robust quality processes and assurance controls.</li> <li>» Implemented a comprehensive quality scorecard for internal quality control, product reviews, and development complaints.</li> <li>» Set specific targets to address poor quality.</li> <li>» Initiated rigorous supplier audits and defined stringent quality control measures.</li> </ul>	<ul style="list-style-type: none"> <li>» Reduced quality rejections during the year. Detailed PPR (Product Performance Report) and relevant improvement has been initiated with major vendors and to align with the same goal sheet of PPR has been deployed in May'25 for the vendors with high PPR.</li> </ul>
 <b>Human Resources Risks</b>	<ul style="list-style-type: none"> <li>» Lack of transparency in organisational policies.</li> <li>» No change management when updating the code of conduct.</li> <li>» Unacceptable employee behaviours and conflicts of interest.</li> <li>» Insufficient capability-building in critical positions.</li> <li>» Limited employee development initiatives can create serious threats.</li> </ul>	<ul style="list-style-type: none"> <li>» Enhanced employee policies with transparent communication through town hall meetings.</li> <li>» Created a Code of Conduct focusing on behaviour, culture and ethics.</li> <li>» Provided training to maintain high standards.</li> <li>» Launched performance management and skill training initiatives.</li> <li>» Established career planning to support employee growth and integrity</li> </ul>	<ul style="list-style-type: none"> <li>» Managed to reduce non-regrettable attrition.</li> </ul>
 <b>Supply Risk</b>	<ul style="list-style-type: none"> <li>» Inefficient buying practices can lead to leakages and wastages.</li> <li>» Single sourcing can increase vulnerability.</li> <li>» Inconsistent parameter-setting in vendor evaluation can negatively impact business continuity.</li> </ul>	<ul style="list-style-type: none"> <li>» Streamlined vendor selection, qualification and onboarding.</li> <li>» Improved procurement processes and cost-competitiveness via strategic re-negotiations and alternative vendor development.</li> <li>» Evaluated vendors based on cost, quality, capacity, and compliance</li> </ul>	<ul style="list-style-type: none"> <li>» Robust vendor onboarding process.</li> <li>» Developing share of business policy and improved delivery timelines and cost.</li> </ul>



## COMMITMENT TO ESG – ENVIRONMENT

# Aiming for a Better Tomorrow

As an appliance manufacturer, we realise the impact of our operations on the environment. We, therefore, strive to inculcate sustainable practices across our operations. From minimising resource consumption to promoting the use of recycled material and incorporating sustainable practices in our manufacturing and product development, we are firmly committed to build a better future.

## 100%

Plastic Waste and e-waste Recycled

## ISO 14001

Certification Obtained for Environmental Management Systems (EMS)

## ISO 45001

Occupational Health and Safety Management Systems (OHSMS)

### Compliance with Regulatory Norms

We strictly adhere to all environmental legislation and for F.Y. 2024-25 Butterfly has not incurred any significant penalties for environmental compliance related issues. We do not operate near ecologically sensitive areas and have established a system to track Scope 3 emissions.

### Waste Management

We ensure proper disposal of hazardous waste through a State Pollution Control Board-approved operator and achieved 100% plastic waste recycling, in line with EPR norms. We handle e-waste through a licenced, CPCB-approved recycler and promote segregation of waste at source with colour-coded bins. Our waste management system helps to minimise waste generation through the adoption of sustainable packaging solutions.

We replaced thermocol packaging with eco-friendly alternatives and minimised Bakelite waste by working with suppliers who helped in proper disposal and recycling of the material. These steps improved environmental compliance and communicated our expectations to supply chain partners, encouraging them to adopt similar practices.





## COMMITMENT TO ESG – SOCIAL

# Nurturing an Empowered Workforce

At Butterfly, we believe in nurturing a motivated and talented workforce. We seek to provide equal opportunities and have created an environment where people from different backgrounds can thrive and prosper. The coming together of Crompton and Butterfly has further sharpened our potential, bringing to the fore an empowered talent pool that is committed to take the organisation to new heights.



## Digitalisation of HR Processes

We have digitalised our HR processes to streamline employee experience. It has led to the launch of the following digital processes:

- » **SyncUp:** Butterfly's internal communication and engagement portal to foster seamless connectivity with team members. All in one page with simplified user interface. Single sign in for using all Company portals.
- » **HGS Portal:** New payroll system implemented for Butterfly. HGS gives seamless and hassle free Payroll experience. HGS payroll portal platform is available in SyncUp portal as well as employee can access via Mobile.
- » **SuccessFactors:** Launch of SuccessFactors will streamline and enhance various HR functions, including Recruitment, onboarding, Employee Central, performance management and Employee Separation.

Payroll systems have been upgraded for better transparency and employee access. In F.Y. 2025-26, new systems for managing contractual workers and

attendance tracking through facial recognition will be implemented across our offices and plants.

## Employee Engagement

We believe in fostering a supportive working environment that ensures employee well-being.

**The following initiatives have been implemented during the year:**

- » **Employee Engagement Survey:** Engaged employees are the backbone of a productive and successful company. Butterfly participated in the Gallup Employee Engagement Survey this year, achieving an impressive 88% participation rate. Our overall engagement score was 4.21, indicating strong employee involvement and commitment. The results were transparently communicated during a company-wide town hall meeting. Following this, we held in-depth discussions across various departments and developed a cross-functional action plan to address key themes and enhance engagement. These initiatives aim to build a more connected, motivated, and high-performing workforce.

- » **Festivals and Cultural Celebrations:** At Butterfly, we take pride in fostering a vibrant and inclusive workplace culture. This year, we celebrated key festivals such as Ayudha Puja, Pongal, and New Year across our locations, bringing employees together in the spirit of unity and tradition. These celebrations not only reinforced cultural connect but also enhanced employee engagement and belonging. The joyful participation and shared moments during these events reflect our commitment to building a positive and collaborative work environment.

## Health and Safety

Safety remains a top priority at Butterfly, particularly across its manufacturing units. Efforts in this area include:

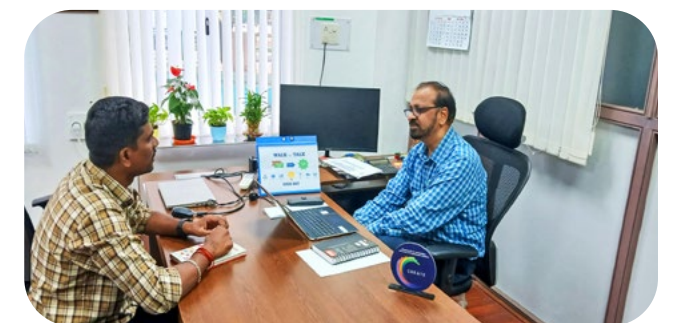
- » **Distribution of Safety Shoes and Other Personal Protective Equipment:** We distributed safety shoes and suitable PPEs per PPE Matrix to all shop floor employees to ensure enhanced protection and to reinforce our commitment to a safe working environment.
- » **Safety Training Programmes:** To enhance our positive safety culture, we conducted various cultural change training programmes like behaviour-based safety, 5C concept, operator roles in machine safe operation and PPE awareness. A total of 2,397 man-hours were dedicated to safety training throughout the year.

- » **Safety Campaigns:** Safety campaigns are among the best tools for enhancing safety behaviour and culture. So, along with the National Safety Day and Environmental Day celebrations, we conducted a special awareness campaign on near misses and personal protective equipment. We collaborated with the local police department to run safety campaigns focused on road safety awareness, helmet usage, and emergency preparedness. These initiatives reflect our commitment to employee well-being inside and outside the workplace.



## Birthday Lunch with Factory Leadership Team

Butterfly launched a monthly employee birthday celebration initiative, incorporating a special lunch with the Factory Leadership team. This programme aims to enhance employee engagement and strengthen interpersonal relationships, promoting a positive organisational culture.



## Walk the Talk

This initiative commemorates our employees' milestones while enhancing workplace cohesion and a sense of community. By implementing structured activities and recognition programmes, we aim to promote engagement and foster interpersonal relationships among team members.



## COMMITMENT TO ESG – SOCIAL

### Safety Culture

We prioritise a strong safety culture to minimise workplace risks and ensure regulatory compliance. Major initiatives and outcomes in this area include:

- » **Safety Roadmap:** Butterfly set a goal of achieving zero accidents and creating an incident-free workplace. We established a multi-year safety roadmap to transition from a reactive to a proactive safety culture. Our leadership emphasises safety as a core value, starting each operational meeting with a safety briefing. These initiatives have significantly reduced annual injury incidents to 78% in the last year.
- » **Workplace Safety Initiatives:** We conducted a Hazard Identification and Risk Assessment (HIRA) for all machinery and processes. To prevent accidents, we established engineering controls such as full-perimeter guarding and error-proofing systems. Routine safety audits help to quickly address any safety gaps. By analysing incident data, we tackle root causes and prevent its recurrence. These improvements have significantly enhanced workplace safety for employees.

- » **Safety Framework:** We implemented a structured safety management framework at Butterfly, aiming for 'zero injuries'. Training at all levels reinforced core principles of safety leadership, employee engagement and procedural compliance. A multi-layer safety governance structure was established, including the participation of safety champions from each department. We held frequent safety meetings to help employees identify hazards proactively. This shift toward a 'safety-first' culture has significantly reduced unsafe behaviours at the workplace.
- » **Compliance and Certifications:** Butterfly achieved 100% compliance with health, safety and environmental regulations. To enhance our health and safety management, we started the process for ISO 45001 (Occupational Health and Safety) and ISO 14001 (Environmental Management) certifications. It will support our zero-incident goal and help to maintain high safety standards through periodic audits.

# 6.78

Recordable Injury Rate in  
F.Y. 2024-25



### Leadership Development

To maintain a competitive edge in a rapidly evolving business landscape, we need to focus on constant reinvention. At Butterfly, we have always believed that learning is vital to driving innovation, productivity, and business impact. We guide our employees towards a prosperous future by fostering a culture of continuous learning and skill development. This includes opportunities for growth through micro, macro, and on-the-job learning initiatives.

- » **The Crompton Leadership Development Programme (CLDP):** This seeks to cultivate leadership excellence by fostering growth, innovation, and strategic thinking. The programme, designed for senior management, focuses on developing essential leadership skills to tackle complex business challenges, enhance operational excellence, and influence the organisation's future. It is built around four key pillars: education, experience, exposure, and environment, which drive the learning process. The programme employs a blended learning approach emphasising multi-modal assessments to ensure effective knowledge transfer and real-world application.
- » **The Future Leadership Development Programme (FLDP):** This initiative at Crompton is designed to cultivate leadership excellence by fostering growth, innovation, and impactful decision-making. The programme, targeted at mid-management professionals, focuses on developing functional leadership skills, empowering participants to lead high-performing teams with confidence and strategic insight.

### Diversity, Equity and Inclusion (DEI)

At Butterfly, our DEI approach revolves around hiring, developing, and retaining the best talent. A diverse workforce, nurtured within an inclusive and supportive environment, enhances employee well-being and drives safety and business performance. Our recruitment and promotion processes are based solely on merit, recognising candidates for their achievements, capabilities, and potential.

To further strengthen our commitment, we have introduced policies that support and ensure the well-being of our employees. These include an enhanced travel policy for women employees to ensure their

safety and initiatives such as a nanny allowance for new mothers, helping them balance their professional and personal responsibilities. As an organisation, fostering such an equitable and empowering environment—within Butterfly, among our customers, and across our business partnerships—remains a top priority.

- » **Enrolment of Women in Manufacturing:** As part of our inclusivity efforts, Butterfly has strengthened the enrolment of women in our manufacturing workforce. We are proud to maintain a near-equal gender ratio of 48:52 (women to men), enabled by focused hiring, training, and safe workplace practices. This reflects our commitment to gender diversity and empowering women in core operational roles.
- » **Women Safety Training Programmes:** In line with our commitment to fostering a safe and inclusive workplace, Butterfly implemented dedicated women's safety training programmes this year. We distributed safety kits to all female employees, including those on-roll, off-roll, contractual, and in the blue-collar workforce. These initiatives highlight our dedication to safety, empowerment, and equal protection for every woman at Butterfly, promoting a culture of respect and care.
- » **Policy Improvements:** As part of our continuous policy enhancement efforts, Butterfly is committed to expanding wellness programmes tailored to our female employees. In the coming year, we plan to introduce targeted wellness initiatives such as regular health check-up camps, menstrual health awareness sessions, stress management workshops, nutrition and fitness programmes, and sessions on work-life balance. These initiatives aim to support women's well-being at work, promote a healthy lifestyle, and create a more supportive and inclusive work environment.

The Company is also exploring policies for differently-abled employees, focusing on fostering an inclusive manufacturing and production environment.

**SyncUp,  
HGS portal  
and  
SuccessFactors**  
implemented for employees



## COMMITMENT TO ESG – SOCIAL

# Creating a Lasting Impact on Communities

During the year, we undertook several initiatives focused on community development. Our initiatives aim to facilitate positive change within society and create a lasting impact on people.

We remain committed to enhancing educational opportunities through our corporate social responsibility (CSR) initiatives. As part of this commitment, we organised remedial classes for 1,200 children in four government schools in the villages of Pudupakkam and Thaiyur. These classes aim to bridge learning gaps and promote holistic development through critical thinking and creativity.

In addition, we have implemented smart classrooms in 26 government schools across Chengalpattu, Tamil Nadu. This initiative has supported the integration of digital tools, helping to modernise teaching methods and enhance student engagement.

Our efforts also extend to transforming school infrastructure. We have provided benches and desks to improve the learning environment for students in these schools.

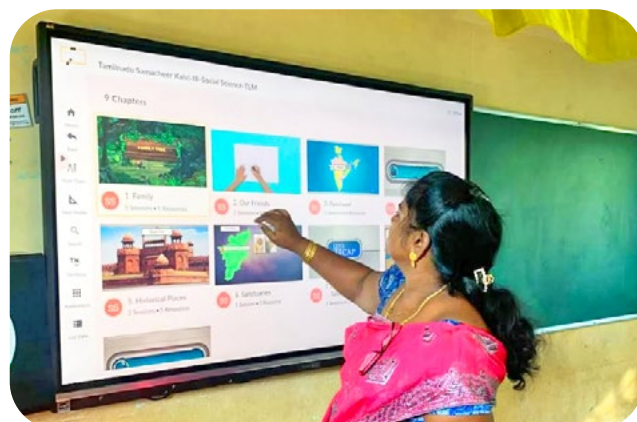
# 1,200

Children Enrolled in Remedial Classes in Four Government Schools

Smart classes in

# 26

Government Schools of Chengalpattu



At Butterfly, our employees are the driving force behind our corporate social responsibility (CSR) initiatives. Their active participation inspires us to do more and demonstrates a deep sense of corporate responsibility. Through a range of initiatives, we engage our employees and nurture a deeper connection with the communities we serve.



## Be My Santa

During Christmas of 2024, we ran a 'Be My Santa' campaign, which offered employees a opportunity to bring joy to 50 critically-ill children by fulfilling their special wishes. Examples of these heartfelt wishes include items like bikes, playhouses, toys, gaming consoles, and even sports kits.

This initiative allows the Butterfly family to connect with these young hearts, offering them moments of happiness and hope during the festive season. By participating, employees become Santa for a child, creating cherished memories that extend far beyond the gifts themselves.

# 150+

Ideas Received

# 30

Projects Shortlisted

# 500+

Employees Voted

# 1,000

Lives Impacted



## Donation of Old Toys

We organised a Company-wide toy collection drive, encouraging employees to donate pre-loved toys, books, games, stationery, and sports equipment for underprivileged children. The initiative aimed to instil values of sharing and empathy within the organisation. We raised awareness through internal communications and established collection points for convenient drop-offs over a 15–25-day period. The drive successfully gathered a significant volume of donations, which we then distributed through partner organisations. This effort underscored our commitment to community welfare and provided a meaningful way for our workforce to contribute to the lives of children in need.

# 10

Changemakers elected through employee votes



## Changemaker Grant

The Changemaker Grant is a distinctive initiative that empowers Butterfly employees to propose and lead social impact projects aligned with causes close to their hearts. Through this programme, we encourage employee engagement in CSR initiatives and provide a platform to transform their ideas into social impact. The Changemaker Grant process seeks to identify and support the most impactful projects. We ask employees to submit their project proposals and explain their ideas to teammates and other colleagues. All employees have the opportunity to vote for the projects. The top 10 projects which receive the highest number of votes receive CSR grants and implementation support from Butterfly. This voting process not only ensures transparency but also fosters excitement, collaboration and team building among employees around social causes. The Changemaker Grant, creates 'changemakers' who make a ripple effect of positive change within society while also deepening their long-term engagement with Butterfly's social responsibility efforts.

## Recognition from District Collector

For Impactful CSR Initiatives



## COMMITMENT TO ESG – GOVERNANCE

# Ensuring Rigorous Supervision

At Butterfly, we continuously strive to improve transparency and efficiency across our operations by regularly assessing our systems and practices. By aligning our values with stakeholders expectations, we uphold the highest standards of corporate governance in all our operations.



### Framework

Our corporate governance structure positions the Board at the core of our management strategy, responsible for strategy formulation and integrating stakeholder interests. With support from specialised committees i.e. Audit, Risk, Nomination & Remuneration and Stakeholders' Relationship, the Board promotes sound management practices to create sustainable value. Our foremost priority is keeping the Board informed on regulatory changes, corporate social responsibility, and strategic updates.

### Code of Conduct

Our code of conduct prioritises ethical standards, emphasising integrity and legal compliance. It guides decision-making, even in legally grey areas, ensuring adherence to regulatory frameworks.

This code, aimed at all employees, fosters a unified understanding and peak performance, embodying the principles central to our organisation's ethos.

### Vigil Mechanism and Whistleblower Policy

In F.Y. 2024-25, we trained employees on the Company's Code of Conduct, Prevention of Sexual Harassment and Whistleblower rights.

The Company has a zero-tolerance policy towards unethical behaviour. Our Vigil Mechanism and Whistleblower Policy allow employees to report violations confidentially, track complaints, provide feedback, conduct investigations, and enforce disciplinary actions, if necessary. These policies also protect whistleblowers from retaliation.

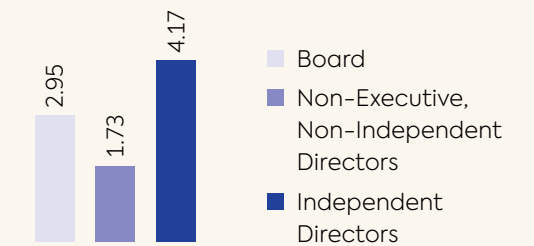
The Audit Committee supervises the Vigil Mechanism and whistleblowers can report misconduct through multiple channels.

We investigate any reported incident and take suitable action, if necessary, following the Vigil Mechanism and Whistleblower Policy. We received 9 whistleblower complaints during F.Y. 2024-25 and took suitable action following the Whistleblower Policy.

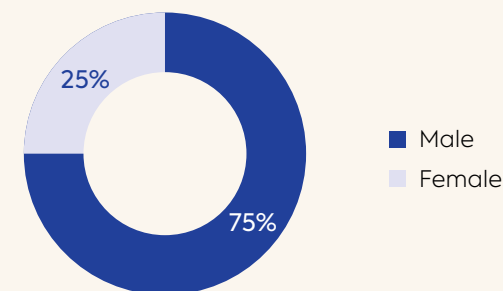
### Our Board of Directors

The Board of Directors is responsible for the Company's strategic oversight and management performance for its members and stakeholders. Key duties include reviewing corporate strategy, risk policies, annual budgets and business plans, setting performance goals and overseeing major capital expenditures. At Butterfly, the Board ensures that management functions align with the long-term interests of stakeholders.

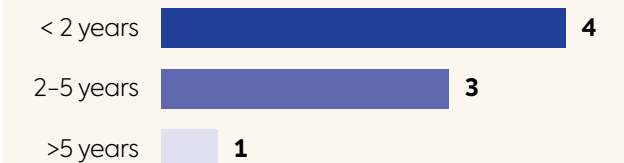
### Average Tenure in Years



### Board Diversity as on March 31, 2025



### Tenures of Board of Directors



Name of Director	DIN	Designation	Changes
Mr. Promeet Ghosh	05307658	Non-Executive Non-Independent Director	No change
Mr. Shantanu Khosla	00059877	Non-Executive Non-Independent Director	No change
Mr. Kaleeswaran Arunachalam	07625839	Non-Executive Non-Independent Director	No change
Mr. Nithiyanandam Anandkumar	10381096	Non-Executive Non-Independent Director	No change
Mr. P M Murty	00011179	Non-Executive Independent Director	No change
Ms. Smita Anand	00059228	Non-Executive Independent Director	No change
Mr. Raganathan Kunnawalkam Elayavalli	00058990	Non-Executive Independent Director	Appointed w.e.f. April 4, 2024
Ms. Maheshwari Mohan	07156606	Non-Executive Independent Director	No change
Mr. R. Sriram	09550640	Managing Director	Ceased w.e.f. June 14, 2024
Mr. G S Samuel	05284689	Non-Executive Independent Director	Retired w.e.f. July 31, 2024
Mr. T R Srinivasan	00367302	Non-Executive Independent Director	Retired w.e.f. July 31, 2024
Mr. A Balasubramanian	00490921	Non-Executive Independent Director	Retired w.e.f. July 31, 2024
Mr. M Padmanabhan	00101997	Non-Executive Independent Director	Retired w.e.f. July 31, 2024

BOARD OF DIRECTORS AND LEADERSHIP

# Leading With Responsibility



**Mr. P M Murty**  
Chairman, Non-Executive,  
Independent Director



Mr. P M Murty joined the Board on April 1, 2022. He holds a postgraduate diploma in management from the Indian Institute of Management, Calcutta. He brings over 42 years of experience from Asian Paints Limited, serving in various senior roles including Managing Director from 2009 to 2012. He earned the 'CEO of the Year' award by Business Standard for 2009-2010.



**Mr. Promeet Ghosh**  
Non-Executive  
Non-Independent Director



Mr. Promeet Ghosh joined the Board on May 12, 2023. He holds bachelor's degree in engineering (Electrical & Electronics) from the National Institute of Technology, Trichy, and an MBA from the Indian Institute of Management, Calcutta. He is the Managing Director and Chief Executive Officer of Crompton. He possesses over two decades of investment banking experience. He spent 18 years at DSP Merrill Lynch, contributing significantly to the development of its M&A franchise. Subsequently, as Deputy Head at Temasek India, he led the expansion of the firm's Indian investments. Mr. Ghosh served as an advisor to Temasek until March 2023.



**Mr. K E Ranganathan**  
Non-Executive  
Independent Director



Mr. K E Ranganathan joined the Board on April 4, 2024. He is a qualified Chartered Accountant, a Company Secretary and Fulbright Scholar. He has an in-depth understanding of corporate management within relevant laws and regulations. During his 40 years of corporate career with two major business conglomerates i.e. TVS and Murugappa Group – he has demonstrated versatility by working across pivotal functions. Initially, he dedicated 15 years to the core finance domain, followed by eight years in leadership roles encompassing sales, marketing, distribution, supply chain, IT, and HR. Since 2006, he has served as the Managing Director of renowned companies, where his adept leadership has consistently delivered commendable business outcomes. His extensive exposure to international business operations through parent companies such as Roca, Whirlpool, and Suzuki further amplifies his expertise, enabling him to navigate global markets effectively.



**Mr. Shantanu Khosla**  
Non-Executive  
Non-Independent Director



Mr. Shantanu Khosla joined the Board on March 31, 2022. He holds the bachelor's degree in mechanical engineering from IIT Bombay and an MBA from IIM Calcutta. He is the Non-Executive Vice Chairman of Crompton. He is recognised for his strategic acumen, consumer focus, and brand equity development. As former Managing Director and CEO of Procter & Gamble India, he led business expansion and innovation, strengthening P&G's global consumer goods position.

He has received Distinguished Alumnus Awards from IIT Bombay and IIM Calcutta in 2012 and 2020 respectively.



**Ms. Smita Anand**  
Non-Executive  
Independent Director



Ms. Smita Anand joined the Board on April 1, 2022. She holds an MBA degree in Human Resources from Allahabad University. She has has around 31 years of global management consulting and HR expertise. She has held key leadership positions, including Managing Director at Leadership Consulting India, and Asia head of Board/CEO Succession Solutions at Korn Ferry. Notably, she led consulting businesses across Asia Pacific for AONHewitt in Shanghai (2002-2011). Her background also features senior roles at Ernst & Young and leading Human Capital Services at PricewaterhouseCoopers.



**Ms. Maheshwari Mohan**  
Non-Executive  
Independent Director



Ms. Maheshwari Mohan joined the Board on March 31, 2015. She is a practising lawyer specialising in civil, corporate, intellectual property rights, and family law. She is also an academician who teaches young lawyers and law students legal drafting and is the founder of the Co-Draft Academy of Law.

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

**C** Chairperson **M** Member



BOARD OF DIRECTORS AND LEADERSHIP



**Mr. Kaleeswaran Arunachalam**  
Non-Executive  
Non-Independent Director

M

Mr. Kaleeswaran Arunachalam joined the Board on November 9, 2023. He is a qualified Chartered Accountant and currently holding the position as the Chief Financial Officer of Crompton. He, with a career spanning over two decades, possesses extensive expertise in corporate finance, financial planning and analysis, business partnering, investor relations, fundraising, treasury management, strategic planning, audit, and risk management. In his most recent position as Global CFO of Eicher Motors Limited, he played a pivotal role in establishing a platform for the next decade's journey of Royal Enfield. This involved creating a robust business and financial model, emphasising portfolio pricing programmes, driving cost leadership, achieving significant penetration in retail finance, and bolstering digital marketplace presence. During his tenure at Eicher Motors, he successfully established a Centre of Excellence for internal controls and a shared services platform for global accounting and reporting.



**Mr. Nithiyandam Anandkumar**  
Non-Executive  
Non-Independent Director

M

Mr. N Anandkumar joined the Board on November 9, 2023. He is a seasoned professional in the consumer durables industry with rich experience spanning over three decades across varied consumer-facing product categories. He started his career as a management trainee in Crompton Greaves Electricals Limited (in the erstwhile Crompton Greaves Ltd.) in 1991. Anandkumar's three-decade-long journey with Crompton has seen him taking roles of increasing responsibilities, including leadership roles in sales and distribution, business head for domestic and kitchen appliances and global head for customer service and delivering strategic objectives for the organisation consistently. He has a passion for coaching and takes pride in creating leaders. He has led several transformational projects, such as the GTM excellence project in diverse markets and product categories and has led breakthrough innovation as business head. Currently, he is the Group Sales and Service Head for Crompton Greaves Electricals Limited, and his area of interest is working on critical transformative projects that help create future ready organisations.



**Ms. Swetha Sagar**  
Manager & Chief Business Officer

Nil

Ms. Swetha Sagar has been appointed as the Manager & Chief Business Officer of the Company with effect from June 15, 2024. She holds a Bachelor's degree in Electronics & Communication Engineering from TEC, Madras University. She has also completed the Advanced Programme for Marketing Professionals from IIM Calcutta and holds an MBA in Marketing and HR from the Indian Institute of Planning & Management. In her current role, she continues to lead the Butterfly business. Ms. Sagar brings with her over 19 years of extensive experience in brand management, strategic planning, and business development. She has held key leadership roles in reputed organisations such as Versuni India (formerly Philips Domestic Appliances), Hindustan Coca-Cola, and Hutchinson Essar.

- Audit Committee
- Nomination & Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee

C Chairperson M Member

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# MANAGEMENT DISCUSSION AND ANALYSIS

## Global Economy

The global economy has shown resilience and expected to grow moderately in the F.Y.2024-25. Several factors have influenced the growth including dynamic job markets, consumer spending, global tensions, monetary policies, regulatory changes, and sustainability efforts. Advanced economies are experiencing a decline in inflation, while emerging markets have shown mixed results, especially countries facing currency declines and supply challenges. Consumer spending has been moderate and focussed more on essentials items. Geopolitical tensions, differing monetary policies, and financial market fluctuations are still risks for global growth, affecting supply chains and international trade. Sustainability is becoming more important with countries focusing more on green energy and sustainable practices.

## Indian Economy

Despite global headwinds, the Indian economy demonstrated steady growth. The country's real GDP growth is projected at 6.4% driven by growing domestic consumption, reviving rural demand, structural reforms and resilient agricultural output. Additionally, the Reserve Bank of India's measured approach, including calibrated repo rate cut is anticipated to keep inflationary pressures under check. The private consumption was boosted by better job opportunities and increasing incomes levels, while strong agricultural performance helped rural consumption. The services sector remains a key contributor to growth.

The government's major initiatives such as 'Make in India', 'Start-up India', 'Digital India', and 'the Smart City Mission' are creating new opportunities. Focus on tax reforms, increasing spends on infrastructure and urban development is aiding India's growth trajectory. In recent, there were several announcements encouraging local manufacturing and boosting the consumer durable sector.

## Indian Economy Outlook

The Indian economy has shown steady growth over the years, making it one of the fastest-growing economies worldwide. For F.Y. 2025-26, the outlook for the Indian economy remains largely positive, with GDP growth expected to remain between 6.3% and 6.8%. Backed by the Indian government's push for structural reforms and growing consumer confidence, the country is poised to handle global challenges.

## Kitchen Appliances Industry Market Overview

Over the years, the kitchen appliances industry in India has witnessed change in consumer lifestyle with increasing preference for modern kitchens. With more households investing in modern technologies and convenient cooking solutions, the demand is projected to rise. Additionally, technological advancements and a growing emphasis on energy-efficient and smart appliances are influencing consumer choices. Government's support for manufacturing is also helping brands to expand their offering and improve product quality,

## Key Growth Drivers

- Increasing health and wellness awareness is aiding demand for appliances like air fryers, juicers and blenders
- Consumers are showing preference for convenience, good looks, and sustainability with the willingness to pay premium
- Energy-efficient appliances are becoming popular due to rising energy costs and environmental concerns
- Online channel is becoming more crucial for consumers to find and buy products

## Key Sectoral Challenges

- The market is highly competitive with several domestic and international brands
- Lower incomes in smaller cities make affordability an important factor for consumers
- Brands need to keep changing to meet new consumer trends
- Keeping up with stricter regulations can slow down how fast products get to market

## Kitchen Industry Outlook

The kitchen appliances industry in India is expected to grow significantly in the coming years due to increasing urbanisation, rising disposable incomes, and a shift towards modern cooking practices. Consumers want advanced and energy-efficient appliances, driven by the desire for convenience and enhanced lifestyle. Additionally, the growing trend of online shopping is making it easier for consumers to access a wide range of products. Government initiatives like 'Make in India' are also encouraging domestic manufacturing, which could lead to better quality at competitive pricing. Overall, the segment is expected to grow with evolving technology and consumer preference.

## Company Overview

Founded in 1986, Butterfly Gandhimathi Appliances Limited ("Butterfly") is a leader in the Indian appliances sector and a well-recognised brand in the South Indian market known for its innovative, high-quality and reliable products. The brand has been well-received by customers for its differentiated designs and user-friendly features. Butterfly is one of the leading kitchen appliances manufacturing companies, offering a diverse range of products such as LPG stoves, mixer grinders, pressure cookers, chimney, hobs, air fryers, kettles, water bottles, flasks etc.

## Uplifting Brand Identity

The Company is continuously working towards strengthening the brand connection with its consumers. Last year, it focused on advertising and campaigns that really connect with the audience. Festive campaigns, especially for Onam, helped highlight the brand's values. The Company is improving its processes to ensure integrated and effective marketing effort and achieve better engagement. Leveraging the brand legacy and consumers trust, the company has now repositioned and rebranded itself to establish a distinctive identity through new tagline 'Celebrating Change'. It reflects the commitment to innovation and responsiveness to evolving consumer needs by offering products that enhance everyday life with ease.

## Consumer Centric Innovation

The Company understands the importance of using new technology and features in its products. It has launched a new range called 'Idea First Series' which offers unique propositions that addresses consumer needs. The company is committed to short-term and long-term plans to grow its market position and customer loyalty. The company promotes innovation through teamwork among business and R&D team to better meet customer needs. Leveraging Crompton expertise, it has further strengthened its innovation capabilities.

## Strengthening Operations

The company focuses on understanding advanced methodologies and tools that delivers high-quality results. It has implemented several initiatives to optimise its manufacturing process and cost to deliver right product quality. It consolidated the operations of one plant into the main plant, which has helped to improve efficiency and reduce costs. Investments have been made to modernise manufacturing processes, including the establishment of

an automated production line for pressure cookers and introduction of a laser-cutting machine for precision fabrication. These upgrades have increased production speed and consistency while minimising material waste.

## Human Resources

Over the past year, the company has improved its HR practices to focus on digitalisation, employee engagement, capability building and workplace safety. It has launched SyncUp portal for internal communication and upgraded its payroll systems for improved transparency. Plans are in place to implement SuccessFactors and introduce contractual workforce management system. To promote employee engagement and well-being, it has conducted engagement survey and conducted health check-ups. Workplace safety remains a priority and regular training programmes have been conducted to create a secure working environment. Leadership development efforts are being taken for skill-building through customised training programs. Additionally, the company is focusing on diversity by hiring skilled women and supporting differently abled employees, fostering an inclusive workplace.

## Business Performance

In the fiscal year, the company reported a revenue of ₹ 86,450.15 Lakhs compared to ₹ 93,128.25 Lakhs in the previous year. The first half of the last fiscal year experienced business decline as the Company implemented strategic interventions aimed at driving business revival and enhancing profitability. Key initiatives included a revised pricing structure, improved management of trade spends, a shift in marketing strategies, and a focus on enhancing commercial hygiene. These changes paid off, resulting in a 5% revenue growth in the second half of the year and a notable improvement in EBIT.

On the channel front, the retail channel, which accounts for ~60% of the revenue, remained flat. The alternate channel continued to perform robustly. In terms of product categories, we saw strong growth of 12% in key segments during H2, although auxiliary categories saw big decline in F.Y.2024-25. In mixer grinders category, <600W segment grew strongly in trade channel driven by the price restructuring. Glass top gas stoves saw good traction whereas pressure cookers business was supported by high impact campaigns and channel expansion across South India.

The combination of improved average selling prices (ASPs), optimised spending, and a favourable product mix has improved our margins and mitigated the increase in commodity costs. Overall, the strategic changes have laid a strong foundation for future growth and profitability.





Financial Performance

(₹ Lakhs) (except total debt)				
Particulars	F.Y. 2024-25	F.Y. 2023-24		
Net sales	86,450.15	93,182.25		
Finance costs	518.68	642.44		
Total net income	3,309.14	654.48		
Long-term borrowings	-	-		
Total debt (as times of equity)	0.04	0.01		
Short-term borrowings	-	-		
Depreciation	2,309.43	1,806.27		
Capital expenditure	852.56	2,124.90		
Investments	8,448.08	3,216.98		
EBITDA	6,525.21	2,737.34		
PBT	4,394.68	562.86		
PAT	3,253.31	738.98		

Particulars	F.Y. 2024-25	F.Y. 2023-24	Change (%/bps)	Explanation
Debtors' turnover ratio (x)	8.1	7.29	0.81	Indicates improved efficiency in receivables collection. Better Credit control and Strong Collection efforts
Inventory turnover ratio (x)	4.46	4.61	-0.15	Reduction in COGS in line with sales
Interest coverage ratio (x)	12.58	4.26	8.32	Profitability has increased coupled with the lower interest expenses
Current ratio (x)	2.31	1.57	0.74	Indicates improvement in short term liquidity
Debt-equity ratio (x)	0.04	0.01	0.03	Lease liability has increased compared to previous year
Operating profit margin (%)	7.55	2.94	4.61	Operating profitability has increased due to improved margins and optimisation of all spends
Net profit margin (%)	3.76	0.79	2.97	Net profit has increased due to Margin improvements and control on spends
Return on net worth (x)	10.54	2.56	7.98	Reflects stronger profitability and improved equity utilisation

\* Interest service coverage ratio is calculated on EBITDA

Safety

The Company prioritises the health and safety of its people. It emphasises the importance of a safety culture, minimises workplace risks and helps to provide continuous training to employees. These practices have minimised safety incidents, and the Company aims for zero accidents. Comprehensive safety measures, including Hazard Identification and Risk Assessments (HIRA) and engineering controls like full perimeter guarding, have been implemented. Regular audits help proactively address safety issues. A structured safety management framework emphasises 'zero injuries', offering training across all levels and involving safety champions to encourage employee participation in hazard identification. The Company is also committed

to environmental sustainability by using eco-friendly packaging alternatives and by minimising waste. Safety and environmental expectations are communicated to supply chain partners for consistent performance.

Sustainability

Butterfly strives to create high-quality, energy-efficient and sustainable products. This commitment emphasises its aim to minimise ecological impact and contribute to a cleaner future. By prioritising innovative product development, the Company aims to reduce its environmental footprint.

Risk Management

Butterfly aims to identify, assess, and mitigate potential risks through a robust risk management framework. It enables the Company to protect its interests and ensure long-term viability in a competitive environment. Risk management is integrated into decision-making at all levels, employing top-down and bottom-up approaches. The risk management team identifies significant risks and evaluates mitigation strategies, which are regularly updated. The risk management committee oversees the framework's implementation, the audit committee monitors financial risks, and the internal audit team ensures the effectiveness of the risk management processes.

Internal Control Systems

Butterfly has established robust internal control frameworks and management processes to protect assets and optimise utilisation. An Enterprise Resource Planning (ERP) system allows senior management to access data-driven insights for real-time monitoring and informed decision-making. Adherence to accounting standards is essential for our financial reporting practices. Butterfly's internal controls aim to ensure operational efficiency while meeting legal and regulatory requirements and supporting reliable financial reporting. Internal auditors conduct assessments to evaluate the effectiveness of these controls, ensuring compliance and enhancing governance.

Cautionary Statement

As per the relevant laws and regulations, certain statements in the management discussion and analysis report relating to the Company's goals, forecasts, outlook, expectations and estimates may be considered 'forward-looking statements'. Actual outcomes could differ from these predictions, expectations and other explicit or implicit statements. The operations of the Company could significantly change depending on several variables. These include environmental factors, macroeconomic factors that affect supply and demand, governmental policies and taxation, natural disasters, and other factors over which the Company has no direct control.

# BOARD’S REPORT

Dear Members,

The Board of Directors (“Board”) are pleased to present the 38<sup>th</sup> (Thirty Eight) Annual Report of Butterfly Gandhimathi Appliances Limited (“the Company” or “Butterfly”) on the business and operations, along with the audited Financial Statements for the Financial Year ended March 31, 2025.

## 1. State of the affairs of the Company

In the face of a challenging economic environment marked by higher inflation, degrowth among peer companies, and a generally sluggish market, the Company undertook strategic measures to optimise its product portfolio by concentrating on high-potential offerings and advancing digital penetration to broaden customer access. A prudent pricing strategy was implemented to maintain competitiveness while safeguarding margins, complemented by premiumisation initiatives aimed at enhancing brand equity through the introduction of premium product variants. Concurrently, cost optimisation efforts were pursued to improve operational efficiency, and product laddering was employed to provide a structured range of offerings tailored to diverse customer segments. Collectively, these initiatives have reinforced the Company’s market position and underpin its commitment to sustainable growth despite prevailing macroeconomic challenges.

The performance of the business(es) of the Company are detailed out in the Management Discussion and Analysis Report (“MDA”), which forms part of this Annual Report.

## 2. Financial performance

The Company’s financial performance for the year ended March 31, 2025 is summarised below:

Particulars	(₹ in Lakhs)	
	F.Y. ended on March 31, 2025	F.Y. ended on March 31, 2024
Revenue from Operations (Net)	86,450.15	93,128.25
Other Income	697.58	485.77
Operating Expenditure	79,924.94	90,390.91
Operating Profit before Depreciation and Finance Cost	6,525.21	2,525.80
Operating Profit before Depreciation, Finance cost and Exceptional Items	6,525.21	2,737.34
Finance Cost	518.68	642.44
Depreciation	2,309.43	1,806.27
Profit before Exceptional Items and Tax	4,394.68	774.40
Exceptional Items	-	211.54
Profit before Tax	4,394.68	562.86
Income Tax/ Deferred Tax	1,141.37	(176.12)
Profit after Tax	3,253.31	738.98
Other Comprehensive Income net of tax	55.83	(84.50)
Total Comprehensive Income for the year	3,309.14	654.48
Earnings Per Equity Share (Face Value of ₹ 10/- (Rupees Ten Only)	18.20	4.13

## 3. Performance at a glance

- During the year under review, the Revenue from operations amounted to ₹ 86,450.15 Lakhs as against ₹ 93,128.25 Lakhs during the previous year.
- EBITDA for the year stood at ₹ 6,525.21 Lakhs as against ₹ 2,525.80 Lakhs during the previous year.
- Depreciation for the year stood at ₹ 2,309.43 Lakhs as against ₹ 1,806.27 Lakhs during the previous year.
- Interest expense for the year stood at ₹ 518.68 Lakhs as against ₹ 642.44 Lakhs during the previous year.
- Profit before Tax stood at ₹ 4,394.68 Lakhs as against ₹ 562.86 Lakhs during the previous year.

- No material changes or commitments have occurred between the end of the Financial Year and the date of this Report, which affects the Financial Statements of the Company with respect to the reporting year.

## 4. Dividend

The Board has not recommended any dividend for the Financial Year 2024-25.

In terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Listing Regulations”), the Company has formulated a Dividend Distribution Policy. The said policy is enclosed as **Annexure-1** to this Report.

It is also available on the Company’s website and can be accessed at <https://butterflyindia.com/wp-content/uploads/2021/04/Dividend-Distribution-Policy-20.10.2020.pdf>

## 5. Transfer to reserves

Your Company does not propose to transfer any amount to the General Reserve.

## 6. Report on Management Discussion and Analysis (“MDA”)

As required under Regulation 34, read with Schedule V (B) of the Listing Regulations, report on MDA is presented in a separate section, forming part of this Annual Report and are restricted to the areas, which are relevant to the current scenario and outlook of the Company.

## 7. Share capital

During the year under review, there was no change in the share capital of the Company.

The total paid-up share capital of the Company as on March 31, 2025 stood at ₹ 17,87,95,510 divided into 1,78,79,551 equity shares of ₹ 10 each.

Your Company has neither issued any shares with differential rights as to dividends, voting or otherwise nor issued any sweat equity shares during the year under review.

## 8. Financial liquidity

Cash and cash equivalent as on March 31, 2025 stood at ₹ 966.70 Lakhs vis-à-vis ₹ 4,091.10 Lakhs in the previous year. The Company’s working capital management is robust and involves a well-organised process, which facilitates continuous monitoring and control over receivables, inventories and other parameters.

## 9. Credit rating

CRISIL, a credit rating agency has provided the Company’s credit rating for its bank facilities. During the financial year under review there was no change in the credit rating. The details of the ratings are as follows:

Instrument(s)	Rating(s)
1. Long-Term Rating	CRISIL AA/Stable
2. Short-Term Rating	CRISIL A1+

## 10. Public deposits

No public deposits have been accepted or renewed by your Company during the Financial Year under review, pursuant to the provisions of Section 73 and 74 of (the “Act”) read with the Companies (Acceptance of Deposits) Rules, 2014. Hence, the requirement for furnishing of details relating to deposits covered under Chapter V of the Act or the details of deposits which are not in compliance with the Chapter V of the Act is not applicable.

## 11. Particulars of loans, guarantees or investments

During the year under review, the Company has not granted any Loans and/ or given any Guarantees and/ or provided any security and/or made any investments under the provisions of Section 186 of the Act, read with Companies (Meetings of Board and its Powers) Rules, 2014.

## 12. Internal control systems

### 12.1 Internal controls and its adequacy

Your Company prioritises reinforcing financial and operational controls to enhance transparency, accountability and efficiency in its processes. Your Company adheres to an internal control framework that includes key process coverage that impacts the reliability of financial reporting, periodic control testing to assure design and operational effectiveness, implementation of remedial measures and regular monitoring by senior management and the Audit Committee of the Board. Internal audits are conducted periodically and any design deficiencies or operational inefficiencies are reported and improvement measures are recommended. The adequacy of controls is reviewed by the Audit Committee of the Board and specific processes are assessed for improvement in systems and outcomes.

### 12.2 Internal controls over financial reporting

The Company’s internal financial controls are commensurate with the scale and complexity of its operations. These systems are designed keeping in view the nature of activities carried out at each location and the various business operations. The Company has documented a robust and comprehensive internal control system for all the major processes to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, laws and regulations, safeguarding of assets, timely preparation of reliable financial information, accuracy and



completeness in maintaining accounting records, prevention & detection of frauds & errors and economical and efficient use of resources.

### 13. Vigil Mechanism/ Whistle-Blower Policy (“WB Policy”)

During the Financial Year under review, trainings were conducted to keep the employees informed of the Company’s Code of Conduct (“COC”), Prevention of Sexual Harassment and Whistle-Blower rights. This ensures compliance and a controlled environment, while achieving our objectives.

The Company has established a reputation for doing business with integrity and maintained zero tolerance towards any form of unethical behaviour. Your Company has formulated a WB Policy intending to provide a mechanism for employees to report violation(s). It also assures them of the process that will be observed to address the reported violation. The Policy also lays down the procedures to be followed for tracking complaint(s), giving feedback, conducting investigation, and taking disciplinary action(s). It also provides assurances and guidelines on confidentiality of the reporting process and protection from reprisal to complainant(s). No personnel have been denied access to the Audit Committee of the Board. The Audit Committee oversees the functioning of this policy. Protected disclosures can be made by a whistle-blower through several channels to report actual or suspected fraud(s) and violation(s) of the COC.

The WB Policy also establish a framework to encourage and safeguard genuine whistleblowing by Vendor(s).

Any incident that reported, is investigated and suitable action is taken in line with the WB Policy.

The WB Policy of your Company is available on the website of the Company and can be accessed at the web-link [https://www.butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy\\_28092022.pdf](https://www.butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy_28092022.pdf)

Your Company received 9 (Nine) Whistle-Blower complaints during the F.Y. 2024-25 and suitable action(s) were taken, in accordance with the WB Policy.

### 14. Holding Company

Pursuant to Section 2(87)(ii) of the Act, Crompton Greaves Consumer Electrical Limited (“Crompton”), the Holding Company, incorporated on February 25, 2015 *inter alia*, engaged in the business of manufacturing, trading, selling and distribution of fans, lighting, pumps and appliances. The equity shares of the Crompton are listed on BSE Limited (“BSE”) and National Stock Exchange Limited (“NSE”).

Total revenue of Crompton on a consolidated basis for the F.Y. ended March 31, 2025, was ₹ 7,932.38 Crore (including ₹ 68.83 Crore as other income). Profit after Tax was ₹ 564.08 Crore as compared to ₹ 441.78 Crore in the previous year.

Pursuant to Section 2(87)(ii) of the Act, Crompton holds 75% of the paid up equity share capital of the Company.

### 15. Subsidiaries, associates and joint venture companies

The Company does not have any Subsidiaries, Associates or Joint Venture during the financial year or at any time after the closure of the financial year and till the date of this report.

### 16. Board of Directors & Key Managerial Personnel

Your Company’s Board consists of distinguished professionals with a track record of integrity and excellence. Their collective experience, strategic acumen, and leadership strength contribute significantly to the Company’s governance and growth

The Board of your Company comprises of 8 (Eight) members as on the date of this Report.

#### 16.1 Directorate

##### a) Appointment(s), Re-appointment(s), and Retirement by Rotation of Directors

The appointment and remuneration of Directors are governed by the Policy devised by the Nomination and Remuneration Committee (“N&RC”) of your Company. The detailed Nomination and Remuneration Policy is available on the website of the Company and can be accessed at <https://butterflyindia.com/wp-content/uploads/2025/05/BGMAL-Policy-for-Appointment-Evaluation-OF-BOD-Senior-Management.pdf>

##### Appointment of Mr. Kunnawalkam Elayavalli Ranganathan (DIN: 00058990) as Non-Executive Independent Director of the Company

During the year under review, the Board of the Company at its meeting held on April 4, 2024, and on the basis of the recommendation of the N&RC and based on the evaluation of balance of skills, knowledge, experience and expertise, considered and approved the appointment of Mr. Kunnawalkam Elayavalli Ranganathan (DIN: 00058990) as an Additional Director (Non-Executive, Independent) for a period of 5 (Five) consecutive years commencing from April 4, 2024 to April 3, 2029, who is not liable to retire by rotation.

The resolution pertaining to the above appointment was duly approved by the shareholders of the Company, with requisite majority, on May 28, 2024, by means of Postal Ballot, through remote e-Voting, details of which have been provided in the Report on Corporate Governance which forms part of this Annual Report.

##### Retirement by rotation and subsequent re-appointment

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Promeet Ghosh (DIN: 05307658) is liable to retire by rotation at the forthcoming Annual General Meeting (“AGM”) and, being eligible, has offered himself for re-appointment. The Board recommends re-appointment of Mr. Promeet Ghosh for the consideration of the Members of the Company at the forthcoming AGM. The relevant details including brief profile of Mr. Promeet Ghosh is included separately in the Notice of AGM and Report on Corporate Governance of this Company, forming part of the Annual Report.

##### Retirement & Cessation

During the year under review, Mr. Rangarajan Sriram (DIN: 09550640), Managing Director, had resigned from its position w.e.f. closure of business hours of June 14, 2024 to pursue career options outside the organisation. Mr. Sriram confirmed that there was no other material reason other than those provided herein above. The Board recognised and expressed their gratitude for the exceptional leadership and contributions made by Mr. Sriram during his tenure as the Managing Director of the Company.

Pursuant to completion of the respective tenure of Mr. A. Balasubramanian (DIN: 00490921), Mr. M. Padmanabhan (DIN: 00101997), Mr. G. S. Samuel (DIN: 05284689) and Mr. T. R. Srinivasan (DIN: 00367302), retired w.e.f. July 31, 2024. The Board placed on record its appreciation for the contribution made by them during their tenure as Non-Executive, Independent Directors of the Company.

#### 16.2 Key Managerial Personnel (“KMP”)

During the year under review, Mr. Rangarajan Sriram, Managing Director of the Company, resigned w.e.f. closure of business hours of June 14, 2024.

Ms. Swetha Sagar G was appointed as the Manager & Chief Business Officer w.e.f. June 15, 2024 for a period of 5 (Five) years effective from June 15, 2024 and the resolution pertaining to the appointment of Ms. Swetha Sagar G was duly approved by the shareholders of the Company, with requisite majority, at the 37<sup>th</sup> Annual General Meeting of the Company held on July 19, 2024, details of which have been provided in the Report on Corporate Governance which forms part of this Annual Report.

The Board in its meeting held on May 13, 2025, on the recommendation of Nomination & Remuneration Committee, pursuant to Section 203 of the Act and the Regulation 6 of the Listing Regulations, and Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 appointed Mr. Jayant Barde (A-61954) as the Company Secretary & Compliance Officer of the Company w.e.f. May 13, 2025.

In accordance with the provisions of Section 2(51) and Section 203 of the Act read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force the following are the KMPs of the Company:

1. Ms. Swetha Sagar G, Manager & Chief Business Officer (“Manager & CBO”)
2. Mr. V. A. Jospeh, Chief Financial Officer
3. Mr. Viral Sarvaiya, Company Secretary & Compliance Officer\*
4. Mr. Jayant Barde, Company Secretary & Compliance Officer#

\*Resigned w.e.f. April 07, 2025

#Appointed w.e.f. May 13, 2025

### 16.3 Independent Directors

The Independent Directors of the Company have submitted requisite declarations confirming that they continue to meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. The Independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct. The terms and conditions of appointment of the Independent Directors are placed on the website of the Company and can be accessed at <https://butterflyindia.com/investor-relations/#downcont>.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in the varied fields and holds high standards of integrity.

All the Independent Directors of the Company have registered themselves with Indian Institute of Corporate Affairs, Manesar ("IICA") for the inclusion of their names in the data bank maintained by IICA. In terms of Section 150 of the Act read with the Companies (Appointment & Qualification of Directors) Rules, 2014 as amended, since all the Independent Directors of the Company have served as Directors for a period of not less than 3 (Three) years on the Board of listed Company(ies) as on the date of inclusion of their names in the database, they are not required to undertake online proficiency self-assessment test conducted by the Institute.

As on the date of this report, Mr. P. M. Murty, Ms. Smita Anand, Ms. Maheshwari Mohan and Mr. Kunawalkam Elayavalli Ranganathan are the Independent Directors of the Company. The details of the membership of committees and the qualifications and expertise of all the Directors is covered in the Report on Corporate Governance which forms part of this Annual Report.

### 16.4 Non-Independent Directors

As on March 31, 2025, Mr. Shantanu Khosla, Mr. Promeet Ghosh, Mr. Kaleeswaran Arunachalam, and Mr. Nithiyanandam Anandkumar were the Non-Executive Non-Independent Directors of the Company.

Mr. Shantanu Khosla, Non-Executive Director liable to retire by rotation was re-appointed at the Annual General Meeting of the Company held on July 19, 2024.

### 16.5 Board effectiveness

#### Familiarisation Programme for Independent Directors

Your Company has in place a structured induction programme for induction of new Directors as well as other initiatives to update the existing Directors on a continuous basis. The Familiarisation Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth, to acclimatise them with the processes, business and functionalities of the Company and to assist them in performing their role as Independent Directors of the Company. The programme of the Company provides information relating to the Company, operational activities, business model of the Company, geographies in which Company operates, etc. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company. Further, the Familiarisation Programme also provides information relating to the financial performance of the Company, budget and control process of the Company.

Regular presentations and updates on relevant statutory changes encompassing economic outlook; market trends; peer trends; changes in laws where Company is operating are made to the Directors at regular Board/ Committee(s) Meetings of the Company.

The Manager & CBO along with senior leadership team makes presentation(s) on the performance & strategic initiatives of the Company

The Familiarisation Programme, topics covered and details of programs conducted during the year under review have been disclosed on the website of the Company at <https://butterflyindia.com/wp-content/uploads/2025/06/Familiarization-Programme-for-FY-24-25.pdf>

#### Evaluation of the Board's performance

In terms of requirements of the Act read with the Rules framed thereunder and the Listing Regulations, the Board carried out the annual performance evaluation of the Board of Directors as a whole, Committees of the Board and individual Directors. Your Company believes that the process of performance evaluation at the Board level is pivotal to its Board Engagement and Effectiveness. Criteria for Board evaluation is duly approved by N&RC. Performance evaluation

is facilitated by the Chairperson of the Board who is supported by the Chairperson of N&RC.

The process of Board Evaluation is conducted through structured questionnaires which includes various aspects of the Board's functioning such as adequacy of the Board composition diversity, skill set of members, the appointment process, understanding of roles and responsibilities, circulation of board papers, quality of information provided, strategic oversight, risk evaluation, acquisitions guidance, individual Board Members' and contributions, execution of duties, governance performance for the Board as a whole, Committees of the Board and Individual Directors and has been undertaken digitally.

The parameters for performance evaluation of the Board *inter alia* includes the composition of the Board, understanding the terms of reference, adherence to the charters, the effectiveness of discussions at the Committee Meetings, the information provided to the Committee to discharge its duties/ obligations and performance of the Committee, support provided to the Board vis-à-vis its responsibilities.

Some of the performance indicators for the Committees *inter alia* includes understanding the terms of reference, the effectiveness of discussions at the Committee Meetings, the information provided to the Committee to discharge its duties/ obligations and performance of the Committee, support provided to the Board vis-à-vis its responsibilities.

Performance of individual Directors was evaluated based on parameters such as attendance at the Meeting(s), contribution to Board deliberations, engagement with colleagues on the Board, ability to guide the Company in key matters, knowledge, and understanding of relevant areas, and responsibility towards stakeholders. All the Directors were subject to self-evaluation and peer evaluation.

The performance of the Independent Directors were evaluated taking into account the above factors as well as independent decision-making and non-conflict of interest. Further, the evaluation process was based on the affirmation received from the Independent Directors that they meet the independence criteria as required under the Act and the Listing Regulations.

In addition to the questionnaires, detailed one-on-one in sighting was carried out by the Chairperson of the N&RC with individual Board Members. A quantitative analysis and Board effectiveness brief with in-sighting feedback and trends was shared by the Chairperson of the N&RC to all the Board Members. Thereafter, the following process was followed to assimilate and process the feedback:

- A separate Meeting of the Independent Directors was held, wherein performance of Non-Independent Directors including the Manager & CBO, Chairperson of the Board and of the Board as a whole was evaluated;
- The entire Board discussed the findings of the evaluation with the Independent Directors and also evaluated the performance of the Individual Directors including the Manager & CBO, the Board as a whole and all Committee(s) of the Board; and
- As an outcome of the above process, individual feedback was shared with each Director.

The Board Evaluation discussion was focused on how to make the Board more effective as a collective body in the context of the business and the external environment in which the Company functions. From time to time during the year, the Board was apprised of relevant business issues and related opportunities and risks. The Board discussed various aspects of its functioning and that of its Committee(s) such as structure, composition, Meetings, functions and interaction with management and what needs to be done to further augment the effectiveness of the Board's functioning.

The overall assessment of the Board was that it was functioning as a cohesive body including the Committee(s) of the Board. They were functioning well with periodic reporting by the Committee(s) to the Board on the work done and progress made during the reporting period. The Board also noted that the actions identified in the past questionnaires based evaluations had been acted upon.

The Board of Directors has expressed its satisfaction with the evaluation process.



### Remuneration policy and criteria for selection of candidates for appointment as Directors, KMP's and Senior Management

The Company has in place a policy for remuneration of Directors, KMP's and Members of Senior Management as well as a well-defined criteria for the selection of candidates for appointment to the said positions, which has been approved by the Board based on the recommendation of N&RC. The Policy broadly lays down the guiding principles, philosophy and the basis for payment of remuneration to the Executive and Non-Executive Directors (by way of sitting fees and commission), KMP's and members of Senior Management.

The criteria for the selection of candidates for the above positions cover various factors and attributes, which are considered by the N&RC and the Board of Directors while selecting candidates. The policy on remuneration of Directors, KMP's and Senior Management is given as an Annexure to Report on Corporate Governance and is also available at the website of the Company and can be accessed at <https://butterflyindia.com/wp-content/uploads/2025/05/BGMAL-Policy-for-Appointment-Evaluation-OF-BOD-Senior-Management.pdf>

## 17. Number of Meetings of the Board & its Committee(s)

### 17.1 Board Meetings

Regular Meetings of the Board and its Committee(s) are held to discuss and decide on various business policies, strategies, financial matters, digitalisation, governance and other businesses.

The schedule of the Board/ Committee Meetings to be held in the forthcoming financial year is circulated to the Directors in advance to enable them to plan their schedule for effective participation in the meetings. Due to business exigencies, the Board also approves several proposals by circulation as and when required.

Your Board of Directors met 7 (Seven) times during the F.Y. 2024-25. The details of the meetings and the attendance of the Directors are mentioned in the Report on Corporate Governance which forms part of this Annual Report.

### 17.2 Board Committee(s)

The Board has established Committee(s) as a matter of good corporate governance practice and as per the requirements of the Act and the Listing Regulations.

The Company has the following 6 (Six) Board-level Committee(s), which have been established in compliance with the requirements of the business and relevant provisions of applicable laws and statutes:

1. Audit Committee
2. Nomination & Remuneration Committee ("N&RC")
3. Corporate Social Responsibility Committee ("CSR Committee")
4. Risk Management Committee ("RMC")
5. Stakeholder Relationship Committee ("SRC")
6. Share Transfer Committee ("STC")

The composition, terms of reference, number of meetings held and business transacted by the Committee(s) are given in the Report on Corporate Governance which forms part of this Annual Report.

The details of Composition of the Mandatory Committee(s) of the Board are as follows:

#### 17.2.1 Audit Committee

The Audit Committee comprises of 4 (Four) Members out of which 3 (Three) are Independent Directors. The Committee is chaired by Mr. K. E. Ranganathan (Non-Executive, Independent Director). The other Members of the Committee are Mr. P. M. Murty (Non-Executive, Independent Director), Ms. Smita Anand (Non-Executive, Independent Director), and Mr. Promeet Ghosh (Non-Executive, Non-Independent Director). Details of the roles and responsibilities of the Audit Committee, the particulars of Meetings held and attendance of the Members at such Meetings, are given in the Report on Corporate Governance, which forms part of this Annual Report.

Mr. K. E. Ranganathan and Mr. Promeet Ghosh were appointed as the Members of the Audit Committee w.e.f. May 14, 2024.

Mr. A. Balasubramanian, Mr. M. Padmanabhan and Mr. G. S. Samuel ceased to be Committee Member(s) w.e.f. July 31, 2024, pursuant to their retirement as Directors of the Company upon completion of the second term as an Independent Directors. Additionally, Mr. Shantanu Khosla ceased to be the Member of the Committee w.e.f. July 31, 2024, and Mr. K. E Ranganathan was appointed as the Chairperson of the Committee w.e.f. August 1, 2024.

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

#### 17.2.2 Nomination & Remuneration Committee ("N&RC")

The N&RC comprises of 4 (Four) Members out of which 3 (Three) Members are Independent Directors. The Committee is chaired by Ms. Smita Anand (Non-Executive, Independent Director). The other Members of the Committee are Mr. P. M. Murty (Non-Executive, Independent Director), Ms. Maheshwari Mohan (Non-Executive, Independent Director) and Mr. Promeet Ghosh (Non-Executive, Non-Independent Director). Details of the roles and responsibilities of the N&RC, the particulars of Meetings held and attendance of the Members at such Meetings, are given in the Report on Corporate Governance, which forms part of this Annual Report.

Mr. Promeet Ghosh and Ms. Maheshwari Mohan were appointed as the Members of N&RC w.e.f. May 14, 2024.

Mr. A. Balasubramanian, Mr. M. Padmanabhan and Mr. G. S. Samuel ceased to be a Committee Member w.e.f. July 31, 2024, pursuant to their retirement as Directors of the Company upon completion of second term as Independent Directors. Additionally, Mr. Shantanu Khosla ceased to be the Member of the Committee w.e.f. July 31, 2024.

N&RC is *inter alia* responsible for, recommendation and approval of appointment and remuneration of the Directors, KMP's and Senior Management. N&RC is also entrusted with the responsibility of framing the criteria for evaluation of the individual Directors, Chairman of the Board, the Board as a whole and its Committees. It also routinely evaluates the working and effectiveness of the Board and manages the succession planning for Board Members and KMP's.

During the year under review, all the recommendations made by the N&RC were accepted by the Board.

#### 17.2.3 Corporate Social Responsibility Committee ("CSR Committee")

The CSR Committee comprises of 4 (Four) Members out of which 3 (Three) are Independent Directors.

The Committee is chaired by Mr. Shantanu Khosla (Non-Executive, Non-Independent Director). The other Members of the Committee Mr. P. M.

Murty (Non-Executive, Independent Director), Ms. Smita Anand (Non-Executive, Independent Director) and Ms. Maheshwari Mohan (Non-Executive, Independent Director). Details of the roles and responsibilities of the CSR Committee, the particulars of Members held and attendance of the Members at such Meetings, are given in the Report on Corporate Governance, which forms part of this Annual Report.

Mr. R. Sriram (Managing Director) ceased to be the Member of the Committee w.e.f. June 14, 2024 and Mr. G. S. Samuel (Non-Executive Independent Director) and Mr. T. R. Srinivasan (Non-Executive Independent Director) ceased to be the member of the Committee w.e.f. July 31, 2024, pursuant to their retirement as Directors of the Company upon completion of second term as Independent Directors.

In compliance with Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended, the Company has set up CSR Committee and statutory disclosures with respect to the CSR Committee and an Annual Report on CSR Activities forms part of this Report as **Annexure-2**. The CSR Policy as recommended by the CSR Committee and as approved by the Board is available on the website of the Company and can be accessed at <https://butterflyindia.com/wp-content/uploads/2021/04/CSR-POLICY-20.10.2020.pdf>

#### 17.2.4 Stakeholders' Relationship Committee and Share Transfer Committee ("SRC and STC")

##### 17.2.4.1 Stakeholders' Relationship Committee

As on March 31, 2025, the SRC comprises of 4 (Four) Members out of which 2 (Two) Members are Independent Directors. The Committee is chaired by Ms. Maheshwari Mohan (Non-Executive Independent Director). The other Members of the Committee are, Ms. Smita Anand (Non-Executive Independent Director) Mr. Nithiyanandam Anandkumar (Non-Executive Non-Independent Director) and Mr. Promeet Ghosh (Non-Executive Director Non-Independent Director). Details of the roles and responsibilities of the SRC, the particulars of Meetings held and attendance of the Members at such Meetings are given in the Report on Corporate Governance, which forms part of this Annual Report.

Mr. Nithiyanandam Anandkumar and Ms. Maheshwari Mohan were appointed as the Members of the Committee w.e.f. May 14, 2024, and July 25, 2024 respectively.

Mr. M. Padmanabhan and Mr. T. R. Srinivasan ceased to be the Committee Members w.e.f. July 31, 2024, pursuant to their retirement as the Independent Directors of the Company and Mr. Rangarajan Sriram, Managing Director of the Company, ceased to be the Member of the Committee w.e.f. from June 14, 2024. Additionally, Mr. Promeet Ghosh ceased to be the Chairman the Committee and Ms. Maheshwari Mohan was appointed as the Member and Chairperson of the Committee w.e.f. July 25, 2024.

During the year under review, all the recommendations made by the SRC were accepted by the Board.

#### 17.2.4.2 Share Transfer Committee

As on March 31, 2025, the STC comprises of 3 (Three) Members out of which 2 (Two) Members are Independent Directors. The Committee is chaired by Ms. Maheshwari Mohan (Non-Executive Independent Director). The other Members of the Committee are Ms. Smita Anand (Non-Executive Independent Director) and Mr. Promeet Ghosh (Non-Executive Non-Independent Director). Details of the roles and responsibilities of the STC, the particulars of Meetings held and attendance of the Members at such Meetings are given in the Report on Corporate Governance, which forms part of this Annual Report.

Mr. M. Padmanabhan and Mr. T. R. Srinivasan ceased to be a Committee Member w.e.f. July 31, 2024, pursuant to their retirement as the Independent Directors of the Company upon completion of second term as an Independent Directors. Additionally, Mr. Promeet Ghosh ceased to be the Chairperson of the Committee and Ms. Maheshwari Mohan was appointed as the Member & Chairperson of the Committee w.e.f. July 25, 2024.

SRC and STC is *inter alia* responsible for various aspects of interest of the stakeholders, monitoring the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement of the quality of investor services as and when the need arises, resolve the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report and non-receipt of declared dividends, etc.

During the year under review, all the recommendations made by the STC were accepted by the Board.

#### 17.2.5 Risk Management Committee (“RMC”)

The RMC comprises of 6 (Six) Members. The Committee is chaired by Mr. P. M. Murty (Non-Executive Independent Director). The other Members of the Committee are Mr. K. E. Ranganathan (Non-Executive Independent Director), Ms. Smita Anand (Non-Executive Independent Director), Ms. Maheshwari Mohan (Non-Executive Independent Director), Mr. Shantanu Khosla (Non-Executive Non-Independent Director) and Mr. Kaleeswaran Arunachalam (Non-Executive Non-Independent Director). Details of the roles and responsibilities of the RMC, the particulars of meetings held and attendance of the Members at such Meetings, are given in the Report on Corporate Governance, which forms part of this Annual Report. During the year under review, all the recommendations made by the RMC were accepted by the Board.

Mr. K. E. Ranganathan and Mr. Kaleeswaran Arunachalam were appointed as the members of the Committee w.e.f. May 14, 2024.

Mr. A. Balasubramanian, Mr. G. S. Samuel, ceased to be the Member of the Committee w.e.f. July 31, 2024, pursuant to their retirement as the Independent Directors of the Company. Mr. M. Padmanabhan ceased to be the Chairman & Member of the committee w.e.f. July 31, 2024 pursuant to his retirement as the Independent Director of the Company and Mr. P. M. Murty was appointed as the Chairman of the Committee w.e.f. August 1, 2024.

RMC assists the Board in monitoring and reviewing the risk management plan and implementation of the risk management and mitigation framework of the Company. The main objective of the RMC is to assist the Board in fulfilling its corporate governance oversight responsibilities with regard to the identification, evaluation and mitigation of risks including risks related to cyber security.

### 18. Risk Management Framework

In the realm of today’s dynamic economic environment, navigating risk is critical aspect of our sustainable growth objective. Our commitment to effective risk management is not just the cornerstone of our operations but a testament to our dedication to stakeholders’ trust and long-term success. Developing an agile and robust risk management framework will enable us to overcome obstacles, innovate and deliver value to consumers in rapidly changing market

landscapes. In this section, we delve into our risk management framework, highlighting the proactive measures undertaken to identify, assess and mitigate potential threats. By embracing this framework, we strive to enhance value creation, safeguard assets and capitalise on opportunities amidst an ever evolving business landscape. The Board has formulated the Risk Management Policy identifying the elements of risk that the Company may face, such as strategic, financial, credit, market, liquidity, security, property, legal, regulatory and other risks, pursuant to the provisions of Section 134(3)(n) of the Act, which has been exhibited on the Company’s website and can be accessed at <https://butterflyindia.com/wp-content/uploads/2022/04/Risk-Management-Policy.pdf>

### 19. Particulars of contracts or arrangements with related parties

In accordance with the requirements of the Act and the Listing Regulations, your Company has a Policy on Related Party Transactions (“RPTs”) uploaded on the Company’s website and can be accessed at <https://butterflyindia.com/wp-content/uploads/2025/05/BGMAL-RPT-Policy.pdf>

All the RPTs transactions are placed before the Audit Committee for its review and approval and also before the Board for its approval, wherever required. Prior omnibus approval of the Audit Committee and the Board is obtained for all the transactions which are of a foreseen and repetitive nature. A statement giving details of all RPTs is placed before the Audit Committee for their noting/ approval every quarter.

There were no material significant transactions with related parties during the financial year as per the last audited financial statements.

The details pertaining to RPTs during the year is given in Form AOC-2, as a good corporate governance practice attached as **Annexure – 3**.

None of the Directors and the KMP’s has any pecuniary relationships or transactions vis-à-vis the Company. All RPTs are mentioned in the notes to the accounts. The Directors draw attention of the Members to the Notes to the financial statements which sets out the disclosure for RPT’s.

### 20. Transfer to Investor Education and Protection Fund (“IEPF”)

Pursuant to the applicable provisions of the Act, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the IEPF Rules”), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Government of India, after completion of 7 (Seven) years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the Members for 7 (Seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

During the year under review, since 7 (Seven) years have not elapsed from the date of declaration and payment of any dividend, transfer of unpaid dividend and the shares on which dividend has not been paid or claimed, to IEPF is not applicable to the Company.

Further, in F.Y. 2023-24, in compliance with the applicable provisions of the Act and IEPF Rules, the Company transferred an unclaimed dividend of ₹ 5,82,689 (Rupees Five Lakhs Eighty Two Thousand Six Hundred and Eighty Nine Only) for F.Y. 2015-16 to the IEPF Fund. Additionally, 2,97,583 (Two Lakhs Ninety Seven Thousand Five Hundred and Eighty Three) equity shares of ₹ 10 (Rupees Ten Only) each, for which dividends remained unclaimed for 7 (Seven) consecutive years, were transferred to the IEPF Authority’s demat account. Members may reclaim both the unclaimed dividend and corresponding shares, along with any accrued benefits, by following the procedure prescribed under Rule 7 of the IEPF Rules.

### 21. Significant and material orders passed by the Regulators or Courts or Tribunals, Statutory and Quasi-Judicial Body

During the year under review, there were no significant/ material orders passed by the regulators or courts or tribunals impacting the going concern status of your Company and its operations in future.

### 22. Risk arising out of litigation, claims and uncertain tax positions

The Company is exposed to a variety of different laws, regulations, positions and interpretations thereof which encompasses direct taxation and



legal matters. In the normal course of business, provisions and contingencies may arise due to uncertain tax positions and legal matters.

Based on the nature of matters, the management applies significant judgement when considering evaluation of risk, including how much to provide for the potential exposure of each of the matters. These estimates could change substantially over time as new facts emerge as each matter progresses, hence these are reviewed regularly. For matters where expert opinion is required, the Company involves the best legal counsel.

## 23. Auditors

### a) Statutory Auditors

M/s. ASA & Associates LLP, Chartered Accountants (Firm Registration Number: 009571N/N500006), were appointed as Statutory Auditors of the Company by the shareholders of the Company at the 35th Annual General Meeting (“AGM”) held on July 14, 2022 to hold office as Statutory Auditors for a second term of 5 (Five) consecutive years, commencing from the conclusion of the 35th AGM till the conclusion of the 40th AGM.

The Board at their Meeting held on May 13, 2025, and basis the recommendation of the Audit Committee approved a remuneration of M/s. ASA & Associates at ₹ 30.5 Lakhs for the F.Y. 2025-26.

The Auditors’ Report for the F.Y. 2024-25 does not contain any reservation, qualification or adverse remark, on the financial statements of the Company. Auditors’ Report is self-explanatory and therefore, does not require further comments and explanation. The report given by the auditors on the financial statements of the Company form part of this Annual Report.

Further, in terms of Section 143 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended notifications/ circulars issued by the Ministry of Corporate Affairs from time to time, no fraud has been reported by the Auditors of the Company where they have reason to believe that an offence involving fraud is being or has been committed against the Company by officers or employees of the Company and therefore no details are required to be disclosed under Section 134(3)(ca) of the Act.

The Audit Committee reviews the independence and objectivity of the Auditors and the effectiveness of the Audit Process.

### b) Cost Auditors

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Amendment Rules, 2014, your Company is required to maintain cost records as specified by the Central Government. Accordingly, the Company has made and maintained such cost accounts and records in the prescribed manner. The records maintained by the Company under Section 148 of the Act are required to be audited by a Cost Accountant.

The Board at its Meeting held on May 13, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. S. Mahadevan & Co, Cost Accountants (Firm Registration Number: 000007), as the Cost Auditors of the Company to conduct audit of the cost records of the Company for the F.Y. 2025-26.

A remuneration of ₹ 2.25 Lakhs plus applicable taxes and out-of-pocket expenses, has been fixed for the Cost Auditors subject to the ratification of such fees by the Members at the ensuing AGM.

Accordingly, the matter relating to the ratification of the remuneration payable to the Cost Auditors for the F.Y. 2025-26 will be placed at the ensuing AGM. Your Company has received consent and eligibility certificate from M/s. S. Mahadevan & Co.

M/s. S. Mahadevan & Co., have confirmed that the cost records of the Company for the F.Y. 2024-25, are free from any disqualifications as specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Act.

### c) Secretarial Auditors & Secretarial Audit Report

The Board at its meeting held on May 14, 2024, appointed M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), Practicing Company Secretaries as Secretarial Auditors of the Company to conduct the Secretarial Audit for F.Y. 2024-25.

The Secretarial Audit Report is annexed herewith as **Annexure-4** to this Report. There has been no qualification, reservation, or adverse remark given by the Secretarial Auditors in their Report.

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Third amendment to the Listing Regulations, as per Regulation 24(1) (b), the Board , at its meeting held on May 13, 2025, based on recommendation of the Audit

Committee approved the appointment of M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), Practicing Company Secretaries (ICSI Unique Code: L2025TN019200) as Secretarial Auditors to conduct audit of the Secretarial records of the Company for a period of consecutive 5 (Five) Financial Years i.e. from F.Y. 2025-26 to F.Y. 2029-30 subject to the approval of the members of the Company at the ensuing Annual General Meeting.

The Board of Director(s) at their meeting held on May 13, 2025, basis the recommendation of the Audit Committee, approved the remuneration of M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates) ₹ 1.40 Lakhs for conducting the audit of the secretarial records of the Company for the F.Y. 2025-26.

Pursuant to the provisions of Regulation 24A of the Listing Regulations read with the SEBI Circulars issued in this regard, M/s M. Alagar & Associates, has undertaken an audit for the F.Y. 2024-25 for all applicable compliances as per SEBI Regulations and circulars/ guidelines issued thereunder.

### d) Internal Auditors

Pursuant to the provisions of Section 138 of the Act, the Board, at its meeting held on May 13, 2025, based on the recommendation of the Audit Committee, approved the appointment of M/s. Ernst & Young to conduct the internal audit of your Company for the F.Y. 2025-26.

## 24. Material changes and commitments affecting financial position between the end of the financial year and date of the report

No material changes or commitments have occurred between the end of the Financial Year and the date of this Report, which affects the Financial Statements of the Company with respect to the reporting year.

## 25. Awards and recognitions

The detailed section on awards & recognitions forms part of this Annual Report.

## 26. Enhancing stakeholders value

Your Company is dedicated towards generating sustainable value and ensuring meaningful returns for its stakeholders. Accordingly, the Company is dedicated to achieve high levels of operating performance, cost competitiveness, and striving for excellence in all areas of operations. The Company firmly believes that its success in the marketplace and good reputation are among the primary determinants of stakeholders value. Its close relationship with customers and a deep understanding of their challenges and expectations drive the development of new products and services. Anticipating customer requirements early and being able to address them effectively requires a strong commercial backbone.

Your Company continues to develop this strength by institutionalising sound commercial processes and building world-class commercial capabilities across its marketing and sales teams. The Company uses an innovative approach in the development of its products and services, as well as execution of growth opportunities.

The Company is also committed to creating value for all its stakeholders by ensuring that its corporate actions positively impact the economic, societal and environmental dimensions of the triple bottom line.

## 27. Business Responsibility and Sustainability Report (“BRSR”)

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the initiatives taken by the Company from an environmental, social, and governance perspective are provided in the BRSR which is included as a separate section in the Annual Report.

## 28. Corporate Governance

The Board reaffirm their continued commitment to good corporate governance practices. During the year under review, the Company has complied with the provisions relating to corporate governance as provided under the Listing Regulations. The compliance report together with a certificate from practicing Company Secretaries Firm confirming the compliance of the Corporate Governance norms as stipulated in Regulation 34(3) of the Listing Regulations is provided in the Report on Corporate Governance, which forms part of this Annual Report and provided as **Annexure-5**.

### 29. Particulars of employees

There was 1 (One) employee who was in receipt of remuneration of not less than ₹ 1,02,00,000 (Rupees One Crore and Two Lakhs Only), and 2 (Two) employees who were in receipt of remuneration of not less than 8,50,000 (Rupees Eight Lakhs and Fifty Thousand Only) per month.

Disclosures concerning the remuneration of Directors, KMPs and employees as per Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-6** to this Board’s Report. Your Directors affirm that the remuneration is as per the remuneration policy of the Company.

Details of employee remuneration as required under provisions of Section 197(12) of the Act, read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection at the Registered Office of your Company during working hours. The Annual Report and accounts are being sent to the shareholder’s excluding the aforesaid exhibit. Any Member interested in obtaining such information may write to the Company Secretary & Compliance Officer at [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com)

### 30. Reporting of fraud by auditors

During the year under review, neither the Statutory Auditors, the Secretarial Auditors nor the Cost Auditors nor the Internal Auditors have reported to the Audit Committee of the Board, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in this Report.

### 31. Annual return

As required under Section 92 (3) read along with Section 134(3)(a) of the Act, the Annual Return of the Company is placed on the Company’s website and can be accessed at <https://butterflyindia.com/wp-content/uploads/2025/06/Annual-Return-2024-25.pdf>

### 32. Compliance with Secretarial Standards (“SS-1 and SS-2”)

Your Directors state that applicable Secretarial Standards issued by the Institute of Company Secretaries of India (“**ICSI**”) i.e. SS-1 and SS-2 relating to ‘Meetings of the Board of Directors’ and ‘General Meetings’ respectively, have been duly followed by the Company.

### 33. Conservation of energy, technology, absorption and foreign exchange outgo

Information relating to energy conservation, technology absorption, foreign exchange earned and spent, and research and development activities undertaken by the Company in accordance with Section 134(3)(m) of the Act read with Rule 8(3) of Companies (Accounts) Rules, 2014, are given in **Annexure-7** of this Board’s Report.

### 34. Disclosures pertaining to the Sexual Harassment of Women at the workplace (Prevention, Prohibition and Redressal) Act, 2013 (“POSH”)

Your Company is committed in creating a healthy working environment that enables employees to work without fear of prejudice and gender bias. Your Company is committed to ensure that every employee is treated with dignity and respect and works in a conducive work environment, which promotes professional growth of employee and encourages equality of opportunity. The Company has zero tolerance towards any act on the part of any executive, which may fall under the ambit of “**sexual harassment**” at workplace, and is fully committed to uphold and maintain the dignity of every woman executive working in the Company. Further, to provide an empowering and enabling atmosphere to women employees, the Company has continuously endeavoured to build the work culture, which promotes the respect and dignity of all women employees across the organisation.

The Company has formulated a comprehensive policy on prevention, prohibition and redressal against sexual harassment of women at workplace, which is also in accordance with the provisions of POSH. The said policy has been made available on the website of the Company. The Company has constituted of Internal Complaints Committee (“**ICC**”) under the POSH Act and has complied with the provision relating to the same. All employees (permanent, contractual, temporary, trainees) are covered under this Policy. The constitution of ICC is as per the POSH Act and includes an external member who is an independent POSH consultant with relevant experience. The POSH Policy is gender inclusive, and the framework ensures complete anonymity and confidentiality.

The employees are sensitised from time to time in respect of matters connected with prevention of sexual harassment. Training programmes on POSH were conducted at unit levels to sensitise the employees to uphold the dignity of their female colleagues at workplace.

During the year under review, no complaints were received.

### 35. Registrar & Share Transfer Agent (“RTA”)

M/s. GNSA Infotech Private Limited is the RTA of the Company. Their contact details are mentioned in the Corporate Governance Report and same is also available on the website of the Company <https://www.butterflyindia.com/investor-relations/>

### 36. Listing with Stock Exchanges

The equity shares of your Company are listed on The National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”). Details of the Company in the Stock Exchanges are as follows:

NSE Symbol	<b>BUTTERFLY</b>
BSE Scrip Code	<b>517421</b>
ISIN	<b>INE295F01017</b>

Your Company has paid the Annual Listing Fees for the F.Y. 2024-25 and F.Y. 2025-26 of both NSE and BSE, where the equity shares of the Company are listed.

### 37. Directors’ responsibility statement

Your Directors’ would like to assure the Members that the Financial Statements for the year under review confirm in their entirety the requirements of the Act and guidelines issued by the SEBI. Pursuant to the provisions of Section 134(3)(c) of the Act, to the best of their knowledge and based on the information and explanations received from the Company, your Directors confirm that:

- (a)

in the preparation of the annual accounts for the Financial Year ended March 31, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- (b)

the accounting policies selected and applied consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the

Company as at March 31, 2025 and of the profit and loss of the Company for that year;

- (c)

sufficient care has been taken and that adequate accounting records have been maintained for safeguarding the assets of the Company and for prevention and detection of fraud and other irregularities;
- (d)

the annual accounts have been prepared on a going concern basis;
- (e)

proper internal financial controls laid down by the Directors were followed by the Company and such internal financial controls are adequate and were operating effectively; and
- (f)

the systems devised to ensure compliance with the provisions of all applicable laws were adequate and operating effectively.

### 38. Insider trading

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”), as amended from time to time, your Company has instituted a comprehensive Code titled as “**Policy on Determination of Legitimate Purpose for Sharing UPSI**” which lays down guidelines and advises the Directors and Employees of the Company on procedures to be followed and disclosures to be made while dealing in securities of the Company.

### 39. General

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the financial year under review:

- (i)

The Company has not resorted to any buy-back of the equity shares during the financial year under review;
- (ii)

The Company has not issued equity shares with differential rights as to dividend, voting or otherwise;
- (iii)

The Company does not have any scheme of provision of money for the purchase of its own shares by employees or by trustees for the benefit of employees;
- (iv)

The Company has not issued Sweat Equity Shares to the employees of the Company;
- (v)

There has been no change in the nature of business of the Company as on the date of this report;
- (vi)

There was no revision in the Financial Statements;



## Annexure - 1

# Dividend Distribution Policy

- (vii) There were no proceedings, either filed by the Company or filed against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts during the year under review;
- (viii) No instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act;
- (ix) Disclosure of reason for difference between valuation done at the time of taking loan from bank and at the time of one-time settlement. There was no instance of onetime settlement with any Bank or Financial Institution; and
- (x) No fraud has been reported by the Auditors to the Audit Committee or the Board.
- (xi) During the year under review, the company complied with the provisions of the Maternity Benefit Act 1961 along with all the applicable amendments & undertook necessary measures to ensure compliance for all eligible employees.

### 40. Rights of Shareholders

- Right to participate in, and to be sufficiently informed of, decisions concerning fundamental corporate changes;
- Opportunity to participate effectively and vote in General Meetings and during the postal ballot conducted by the Company;
- Being informed of the rules, including voting procedures that govern general shareholder meetings;
- Opportunity to ask questions to the Board at General Meetings;
- Effective Members participation in key corporate governance decisions such as election of Members of Board;
- Exercise of ownership rights by all Members, including institutional investors; adequate mechanism to address the grievances of the Members;
- Protection of minority Members from abusive actions by, or in the interest of, controlling Members acting either directly or indirectly, and effective means of redress;

- To receive Dividends and other corporate benefits like rights, bonus etc. once approved;
- To inspect statutory registers and documents, including minutes books of the general meetings, as permitted under law; and
- Any other rights as specified in the statutory enactments from time to time.

### 41. Acknowledgement

Your Directors wish to convey their gratitude and appreciation to all the employees of the Company posted at all its locations for their tremendous personal efforts as well as collective dedication and contribution to the Company's performance. Your Directors would also like to thank the shareholders, customers, dealers, suppliers, bankers, Government and all other business associates, consultants and all the stakeholders for their continued support extended to the Company and the Management.

### 42. Cautionary statement

Statements in the Board's Report and the Management Discussion and Analysis Report, describing the Company's objectives, projections, estimates, expectations or predictions may be 'forward-looking statements' within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company is not obliged to publicly amend, modify or revise any forward-looking statement, on the basis of any subsequent development, information or events or otherwise.

For **Butterfly Gandhimathi Appliances Limited**

Place: Mumbai  
Date: May 13, 2025

**P. M. Murty**  
Chairman  
DIN: 00011179

### 1. Background:

This Policy is formulated in accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 introduced on 8th July 2016. This policy will be effective from 2nd April 2020, being the date of its approval by the Board of Directors of the Company.

### 2. Objective:

The objective of this Policy is to lay down the criteria and parameters that are to be considered by the Board of Directors of the Company while deciding on the declaration of Dividend from time to time. This Policy is applicable to dividend declared/ recommended on the equity shares of the Company and does not cover dividend on preference shares, if any, where the rate of dividend is governed by the terms of the issue of preference shares or any other form of dividend.

### 3. Parameters to be considered for declaration of Dividend:

The Board of Directors may declare interim dividend /recommend final dividend for consideration of shareholders of the Company.

As in the past, subject to the provisions of applicable laws, the Company's dividend pay-out will be determined by the Board of Directors from time to time based on the available financial resources, investment requirements and other factors more fully described hereunder.

The Board of Directors of the Company will consider the following parameters while recommending/ declaring Dividend:

#### 3.1 Financial Parameters/Internal Factors:

1. Standalone/net operating profit after tax;
2. Operating cash flow of the Company for the year;
3. Liquidity position, aggregate Debt of the Company, debt service coverage position etc.;
4. Loan repayment and Working Capital requirements;
5. Capital expenditure requirements;
6. Resources required for funding acquisitions, mergers and/or new businesses;

7. Cash flow required for meeting tax demands and other contingencies;
8. Regulatory (and growth requirement of) Capital Adequacy;
9. Regulatory (and growth requirement of) Solvency;
10. Trend of dividends paid in the past years;
11. Any windfall, extraordinary or abnormal gains made by the Company; &
12. Any other factor not explicitly covered above but which is likely to have a significant impact on the Company.

#### 3.2 External Factors:

1. Prevailing legal requirements, regulatory restrictions laid down under the applicable laws including tax laws and changes made in accounting laws;
2. Dividend pay-out ratios of companies in the same industry;
3. Any other factor that has a significant influence / impact on the Company's working/financial position of the Company.

The Board of Directors may additionally recommend special dividend in special circumstances.

#### 4. Circumstances under which the shareholders may not expect Dividend:

The shareholders of the Company may not expect Dividend under the following circumstances:

- 4.1. In the event of inadequacy of profits or whenever the Company has incurred losses;
- 4.2. Significant cash flow requirements towards higher working capital requirements/ tax demands/ or others, adversely impacting free cash flows;
- 4.3. An impending/on-going capital expenditure program or any acquisition or investment in joint ventures requiring significant allocation of capital;
- 4.4. Allocation of cash required for buy back of securities;
- 4.5. Any of the above referred internal or external factors restraining the Company from considering dividend;

## 5. Utilisation of retained earnings:

The Company may declare dividend out of the profits of the Company for the year or out of the profits of any previous year or years or out of the free reserves available for distribution of Dividend, after having due regard to the parameters laid down in this policy, Profits retained in the business will be invested in the business / operations of the Company and may be used for augmenting working capital, repayment of borrowings, funding capital expenditure/ acquisition(s) and for all other corporate purposes.

## 6. Parameters to be adopted with regard to various classes of shares:

Presently, the Authorised Share Capital of the Company is divided into equity shares of ₹ 10/- each. At present, the issued and paid-up share capital of the Company comprises only equity shares.

Currently, the Company has issued one class of equity shares with equal voting rights. As and when the Company issues different class of shares, the Board of Directors may suitably amend this Policy.

## 7. Procedure:

- 7.1 The dividend proposal placed before the Board for consideration shall be in terms of this Policy.
- 7.2 The Company shall ensure compliance of provisions of applicable Laws and this Policy in relation to Dividend declared by the Company.

## 8. EFFECTIVE DATE

This Policy, as approved by the Board of Directors, at its meeting held on July 8, 2016 which was further amended on May 14, 2024 and is hosted on the website of the Company [www.butterflyindia.com](http://www.butterflyindia.com)

## 9. Disclosure:

The Company shall make appropriate disclosures as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

## 10. General:

- 9.1 This Policy would be subject to revision/ amendment in accordance with the guidelines as may be issued by Ministry of Corporate Affairs, Securities Exchange Board of India or such other regulatory authority as may be authorised from time to time, on the subject matter.
- 9.2 The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this Policy.
- 9.3 In case of any amendment(s), clarification(s), circular(s) etc., issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

## Annexure - 2

# Annual Report on Corporate Social Responsibility (CSR) Activities

For the Financial Year 2024-25

[Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended]

## 1. Brief outline on CSR Policy of the Company:

The Company have always been contributing to CSR activities much before it became mandated under the Companies Act, 2013. The Company focusses on fulfilling its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for carrying out socially useful activities/ projects and programmes for welfare, sustainability and development of community at large. The activities or projects that will be undertaken by the Company shall include one or more of the activities specified in CSR Policy as may be recommended by the CSR Committee and approved by the Board of Directors.

## 2. Composition of CSR Committee:

Sr. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR committee held during the year	Number of meetings of CSR committee attended during the year
1.	Mr. Shantanu Khosla	Chairman - Non-Executive Non-Independent	2	2
2.	Mr. P. M. Murty	Member - Non-Executive Independent	2	2
3.	Ms. Smita Anand	Member - Non-Executive Independent	2	2
4.	Ms. Maheshwari Mohan	Member - Non-Executive Independent	2	2
5.	Mr. Rangarajan Sriram*	Member - Managing Director	2	1
6.	Mr. G. S. Samuel#	Member - Non-Executive Independent Director	2	1
7.	Mr. T. R. Srinivasan#	Member - Non-Executive Independent Director	2	0

\*Ceased to be a Committee Member w.e.f. June 14, 2024, pursuant to resignation from the position of Managing Director of the Company.

#Ceased to be a Committee Member(s) w.e.f. July 31, 2024, pursuant to their retirement as Directors of the Company upon completion of the second term as an Independent Director(s).

## 3. Provide the web-link where composition of CSR committee, CSR policy and CSR projects approved by the board are disclosed on the website of the Company:

- Composition of CSR committee: <https://butterflyindia.com/investor-relations/#policies>
- CSR Policy: <https://butterflyindia.com/wp-content/uploads/2021/04/CSR-POLICY-20.10.2020.pdf>

## 4. Provide the executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:

Not Applicable

5. (a) Average net profit of the Company as per Section 135(5): **₹ 3,795.61 Lakhs**  
 (b) Two percent of average net profit of the Company as per Section 135(5): **₹ 75.91 Lakhs**  
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**  
 (d) Amount required to be set off for the financial year, if any: **₹ 1.85 Lakhs**  
 (e) Total CSR obligation for the financial year (5(b)+5(c)- 5(d)): **₹ 74.06 Lakhs**
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): **₹ 76.50 Lakhs**  
 (b) Amount spent in Administrative Overheads: **Nil**  
 (c) Amount spent on Impact Assessment, if applicable: **Nil**  
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)]: **₹ 76.50 Lakhs**  
 (e) CSR amount unspent for the Financial Year: **Nil**  
 (f) Excess amount for set-off, if any: **₹ 2.44 Lakhs**



## 7. Details of unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sr. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR account under sub-Section (6) of Section 135 (in ₹)	Balance amount in unspent CSR account under sub-Section (6) of Section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-Section (5) of Section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1.	F.Y. 2023-24	Nil	Nil	1,09,44,000	Nil	NA	Nil	NA
2.	F.Y. 2022-23	64,000	NA	64,000	64,000	July 18, 2023	Nil	NA
3.	F.Y. 2021-22	NA	NA	NA	NA	NA	NA	NA

## 8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered address
(1)	(2)	(3)	(4)	(5)	(6)		
				NA			

## 9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

For **Butterfly Gandhimathi Appliances Limited**

**Shantanu Khosla**

Chairman

Place: Mumbai  
Date: May 13, 2025

## Annexure - 3

### Form No. AOC-2 Particulars of contracts / arrangements made with related parties.

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

This form pertains to the disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

### Details of contracts or arrangements or transactions not at arm's length basis

The details of contracts or arrangements or transactions not at arm's length basis for the year ended March 31, 2025 are as follows:

Particular	Nature of relationship	Duration of contract	Date of approval by board	Salient Terms	Justification	Date of special resolution	Amount paid as advances	(₹ in Lakhs)
Not Applicable								

### Details of material contracts or arrangements or transactions at arm's length basis: Not Applicable

### Details of contracts or arrangements or transactions at arm's length basis:

The details of material contracts or arrangements or transactions at arm's length basis for the Financial Year ended March 31, 2025, are as follows:

Particulars	Nature of relationship	Duration of contract	Date approved by the Board*	Salient terms	(₹ in Lakhs)
<b>Nature of Contract</b>					
<b>Availing of services</b>					
Crompton Greaves Consumer Electricals Limited ("Crompton")	Holding Company	2 years (November 1, 2022 to October 31, 2024)	October 15, 2022	Mr. Rajasekar T. <sup>§</sup> (Receiving management resources for Human Resources on Secondment from Crompton)	8.92
				Mr. Gaurishankar Mathapati <sup>#</sup> (Receiving management resources for IT on Secondment from Crompton)	31.25
				Mr. Vaibhav Kunkolienkar <sup>^</sup> (Receiving management resources for Procurement on Secondment from Crompton)	(8.23) <sup>@</sup>
		2 Years (February 2, 2023 to February 1, 2025)	January 23, 2023	Ms. Shristi Gupta (Receiving management resource for all Planning & Logistics related activities on Secondment from Crompton)	58.69
				Mr. Viral Sarvaiya <sup>1</sup> (Receiving management resources for all Secretarial related activities on Secondment from Crompton)	25.64
		2 years (March 25, 2023, to March 24, 2025)	March 25, 2023	Mr. Rangarajan Sriram <sup>8</sup> (Receiving management resources on Secondment to oversee business operations and provide the identified services from Crompton)	(18.94) <sup>@</sup>
		2 years (August 12, 2023, to August 11, 2025)	July 31, 2023	Mr. Rishabh Bengani <sup>%</sup> (Receiving management resources to oversee finance related activities on Secondment from Crompton)	6.52
		2 Years (November 9, 2023 to November 8, 2025)	November 9, 2023	Mr. V A Jospeh (Receiving management resources for overseeing finance functions on Secondment from Crompton)	157.47
		Not Applicable	May 14, 2024	Mr. Krushnakant Sinojia (Receiving management resources for overseeing R&D functions on Secondment from Crompton)	84.51

Annexure - 4

Form No. MR-3  
Secretarial Audit Report

for the Financial Year ended March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Butterfly Gandhimathi Appliances Limited**  
143, Pudupakkam Village, Kelambakkam,  
Kancheepuram District – 603 103

We have conducted the Secretarial Audit in compliance of applicable statutory provisions and the adherence to good corporate practices by **Butterfly Gandhimathi Appliances Limited** herein after called (“**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended March 31, 2025 (“**Audit Period**”) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by “**the Company**” for the Financial Year ended March 31, 2025 according to the provisions of:

- i.

The Companies Act, 2013 (‘Act’) and the rules made thereunder, as amended from time to time including applicable Secretarial Standards issued by the Institute of Company Secretaries of India (‘ICSI’) and as mandated by the Companies Act, 2013.
- ii.

The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder, as amended from time to time;
- iii.

The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder, as amended from time to time;
- iv.

Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct

Investment and External Commercial Borrowings, as amended from time to time; **(Not applicable for the Company for the Audit period)**

- v.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’), as amended from time to time:-
- (a)

The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b)

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c)

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(There were no events requiring compliance during the audit period);**
- (d)

The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(There were no events requiring compliance during the audit period);**
- (e)

The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding dealing with client;
- (f)

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (g)

The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (h)

Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable for the Company for the Audit period)**
- (i)

The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(There were no events requiring compliance during the audit period) and**
- (j)

The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(There were no events requiring compliance during the audit period)**

Particulars	Nature of relationship	Duration of contract	Date approved by the Board*	Salient terms	(₹ in Lakhs)
		Not Applicable	May 14, 2024	Ms. Swetha Sagar G (Receiving management resources for overseeing Business as Manager & CBO on Secondment from Crompton)	133.29
		Not Applicable	May 14, 2024	Mr. Bharath Venkatesh (Receiving management resources for overseeing HR functions on Secondment from Crompton)	34.04
		Not Applicable	July 24, 2024	Mr. Nijanthan AS (Receiving management resources for overseeing Finance functions on Secondment from Crompton)	25.00
Purchase of Goods					
Crompton	Holding Company	April 1, 2024 to March 31, 2025	March 28, 2024	Purchase of Goods	3,108.19
Crompton	Holding Company	One Time	July 23, 2024	Sale of Car	9.03
Availing or rendering of services					
Crompton	Holding Company			Management service for receiving manpower	205.65
Crompton	Holding Company			Management service for sharing of manpower	101.96
Crompton	Holding Company	April 1, 2024 to March 31, 2025	March 28, 2024	Management fees for consultation cost	70.19
Crompton CSR Foundation	Wholly Owned Subsidiary of Crompton			Undertaking the CSR activities of the Company	64.50
Leasing of Property					
Crompton	Holding Company			Consideration for usage of trademark of Crompton (Royalty Fees)	45.74
Crompton	Holding Company	April 1, 2024 to March 31, 2025	March 28, 2024	Sharing of Crompton’s office at various places with Company’s employees	29.29
Crompton	Holding Company			Sharing of Company’s office at various places with Crompton employees	0.20

\*All the transactions being in the ordinary course of business and at arm’s length basis were approved by the Audit Committee and subsequently noted by the Board.

<sup>§</sup>Resigned w.e.f. May 17, 2024

<sup>#</sup>Resigned w.e.f. December 9, 2024

<sup>^</sup>Resigned w.e.f. September 13, 2024

<sup>!</sup>Resigned w.e.f. April 7, 2025

<sup>&</sup>Resigned w.e.f. August 7, 2024

<sup>%</sup>Resigned w.e.f. July 12, 2024

<sup>@</sup>Negative amount pertains to reversal.

Note:  
The transactions mentioned above are not material as per the provisions of the Act and the Listing Regulations, as amended. However, the same is disclosed under AOC-2 as a matter of good corporate governance practice.

For **Butterfly Gandhimathi Appliances Limited**

Place: Mumbai  
Date: May 13, 2025

**P. M. Murty**  
Chairman  
DIN: 00011179



Annexure to Secretarial Audit Report

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc., mentioned above.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent to them at least seven days in advance or as the case may be, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes, the decisions at the Board Meetings were taken unanimously and there was no instance of dissent by any director during the period under review.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that,** during the audit period, except the events listed below no other events occurred which had any major bearing on the Company’s affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards and that the Company has complied with such of those relevant clauses thereto which are applicable:

- i. During the financial year, Mr. Rangaraj Sriram resigned from the position of Managing Director of the Company, with effect from June 14, 2024 and subsequently, Ms. Swetha Sagar was appointed as the Manager and Chief Business Officer of the Company for a period of five (5) years, with effect from June 15, 2024.

For **M/s. Alagar & Associates**  
(Formerly Known as M. Alagar & Associates)  
Practising Company Secretaries  
Peer Review Certificate No: 6186/2024

**M. Alagar**  
Managing Partner  
FCS No.: 7488

Place: Chennai COP No.: 8196  
Date: May 13, 2025 UDIN: F007488G000333385

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To  
The Members  
**Butterfly Gandhimathi Appliances Limited**

Our report is to be read along with this letter.

- 1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. Alagar & Associates**  
(Formerly Known as M. Alagar & Associates)  
Practising Company Secretaries  
Peer Review Certificate No: 6186/2024

**M. Alagar**  
Managing Partner  
FCS No.: 7488

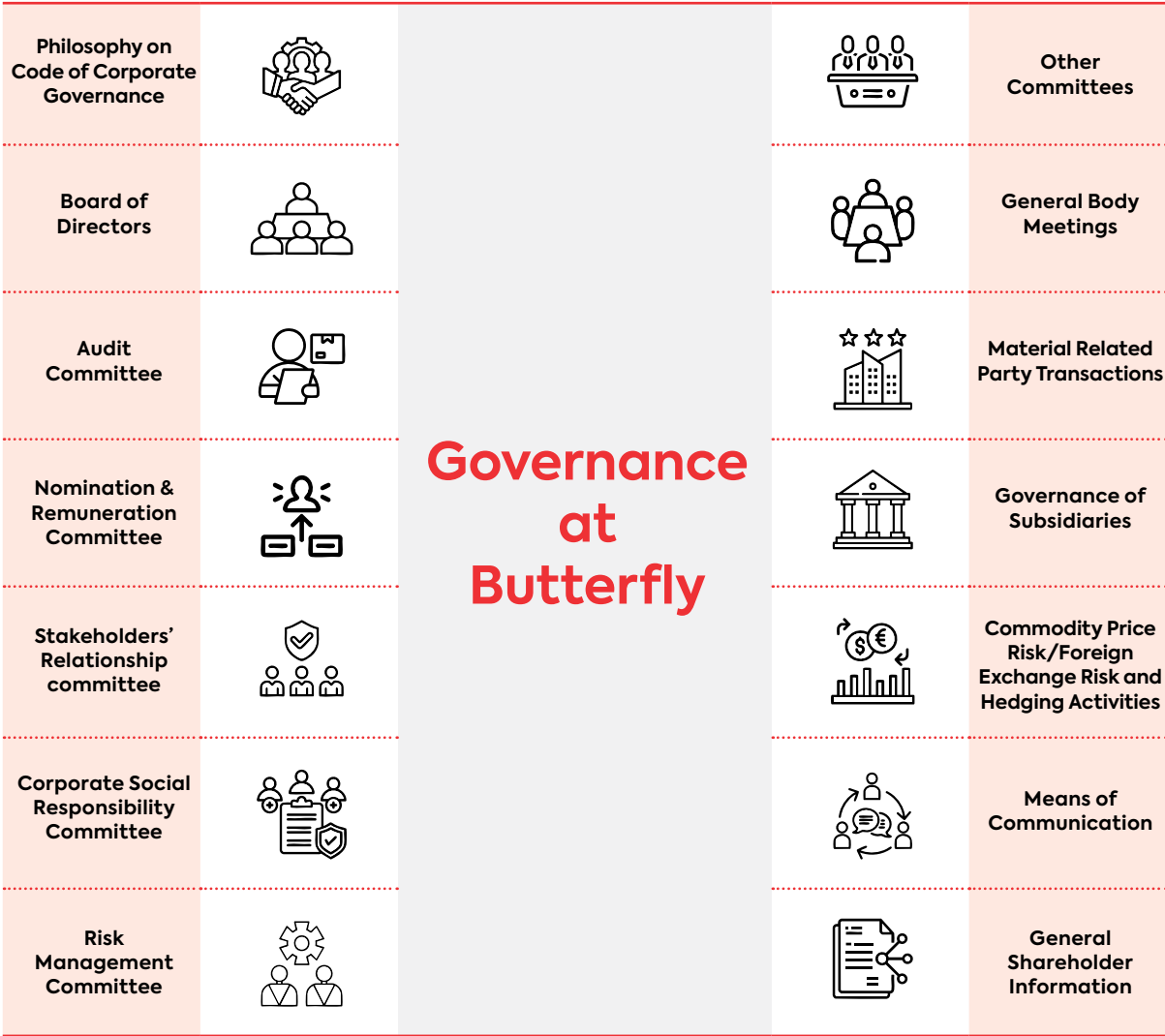
Place: Chennai  
Date: May 13, 2025

COP No.: 8196  
UDIN: F007488G000333385

Annexure - 5

REPORT ON CORPORATE GOVERNANCE

In compliance with Regulation 34(3) read with Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**), we hereby submit the report demonstrating the practices adopted by your Company. This report stands as evidence of our steadfast dedication of complying with SEBI Listing Regulations, upholding transparency and integrity within our Corporate Governance structure.



Butterfly’s Philosophy on Corporate Governance

Your Company believes that Corporate Governance is foundational to the culture of the organisation and aims to promote transparency, integrity and accountability within which all stakeholders of the Company viz., its shareholders, Directors, management, society and environment at large, have aligned objectives. We aim to abide by the highest standards of good governance and ethical behaviour across all levels within the organisation

with a zero-tolerance policy towards any deviation from these standards. Upholding sound principles of Corporate Governance is a cornerstone of our Board’s responsibilities.

Your Company is committed to delivering high quality kitchen and electrical appliances characterised by ergonomic features and attractive design, all while ensuring excellent value for our customers. Our foremost priority is to provide service that exceeds customer satisfaction. We view stakeholders at all levels as partners in our success and are dedicated towards maximising value for our

shareholders. Continuously, we strive to review, strengthen, and upgrade our systems and processes across various business segments, aiming to enhance transparency and efficiency throughout the organisation.

The philosophy of the Company is deeply rooted in fulfilling our responsibility as a corporate entity, guiding us to undertake socially beneficial activities, projects, and programs aimed at the welfare, sustainability, and development of the community at large. To ensure adherence to our values and principles, we have adopted a comprehensive Code of Conduct for all employees, including the Manager & Chief Business Officer (**“Manager & CBO”**), which includes an effective mechanism for reporting any concerns related to non-compliance with the Code.

Further, your Company has complied with the following discretionary requirements as listed out in Part-E of Schedule II of the SEBI Listing Regulations which are elaborated as under:

1. The office of the Chairperson is occupied by a Non-Executive Independent Director of the Company;
2. The Company has a distinct Non-Executive Chairman and a Manager, who are not related to one another;
3. The audit report of the Company’s Financial Statements for the F.Y. ended March 31, 2025 is unmodified; and
4. The Internal Auditors of the Company directly reports to the Audit Committee of the Board.
5. The Company follows a robust process of communicating with the Members which have been elaborated in the Report under the heading “Means of Communication”.

Board of Directors

The Board of Directors (**“Board”**) is responsible for the strategic supervision and overseeing the Management performance and governance of the Company on behalf of the stakeholders. The Board exercises independent judgement and plays a vital role in monitoring the Company’s affairs and protects the long-term interests of our stakeholders. The Board also ensures the Company’s adherence to the standards of corporate governance and transparency. Our Board is a diverse amalgamation of seasoned professionals, each bringing a wealth of experience, expertise, and insight to the table. It also sets out standards of corporate behaviour and ensures compliance with laws and regulations impacting the Company’s business.

The Board engages with the management on long term strategic issues such as growth strategies, innovation,

succession planning & human capital management, culture, go to market strategies, technology, etc. These insightful discussions allow the Board members to get a better understanding of the business of the Company and allows the senior management to solicit different perspectives from the Board. The Directors take active part in the deliberations at the Board and Committee(s) meetings and provide guidance and advice to the management on various aspects of business, governance, compliance etc.

The primary role of the Board is that of trusteeship to protect and enhance stakeholder value, ensuring the Company’s goals are clearly aligned with it.

Information flow to the Board Members

The Board of Directors at our company enjoys unrestricted access to all company-related information, inclusive of employee data. An annual strategic plan and operating plan of our business is presented to the Board for their review, inputs, and approval. Likewise, the quarterly financial statements and annual financial statements are first presented to the Audit Committee and subsequently to the Board for their approval. In addition, various matters such as review of business performance, appointment of Directors and Key Managerial Personnel(s) (**“KMPS”**), corporate actions, review of internal and statutory audits, details of investor grievances, specific cases of risk management initiatives including cyber security along with mitigation actions and legal/ statutory matters are presented to the respective Committee(s) of the Board and later with the recommendation of Committee(s), to the Board of Directors for their approval, as may be required. During Board meetings, functional heads are invited to provide supplementary insights, fostering informed decision-making. Information is provided well in advance of meetings, with inputs from Directors incorporated into agendas and documents. The Board actively engages in discussions, offering valuable inputs on strategic and operational matters.

Post the Board meeting, the Company has a formal system for follow-up, review and reporting on actions taken by the management on the decisions of the Board and Committee(s) of the Board.

Committee(s) of Directors

The Board Committees have been constituted to deal with specific areas/ activities as mandated by applicable rules and regulations or as delegated by the Board, which need a closer review. Throughout the year, the independent Board Committee(s) are actively engaged in delivering best-in-class governance practices. Recognising the substantial contributions of these Committee(s) in assisting the Board of Directors in fulfilling its duties and



responsibilities. The Committees of the Board function as an extended arm of the Board and play a pivotal role in ensuring good governance while also periodically monitoring the affairs of the Company.

The Chairperson of the respective Committees briefs the Board about the summary of the discussions held at the Committee meetings and the recommendations of the Committee members. The minutes of the meetings of all Committee(s) are placed before the Board for their perusal.

The Committees of the Board are:

- (i) Audit Committee
- (ii) Nomination & Remuneration Committee (“N&RC”)
- (iii) Stakeholders’ Relationship Committee (“SRC”)
- (iv) Share Transfer Committee (“STC”)
- (v) Corporate Social Responsibility Committee (“CSR”)
- (vi) Risk Management Committee (“RMC”)

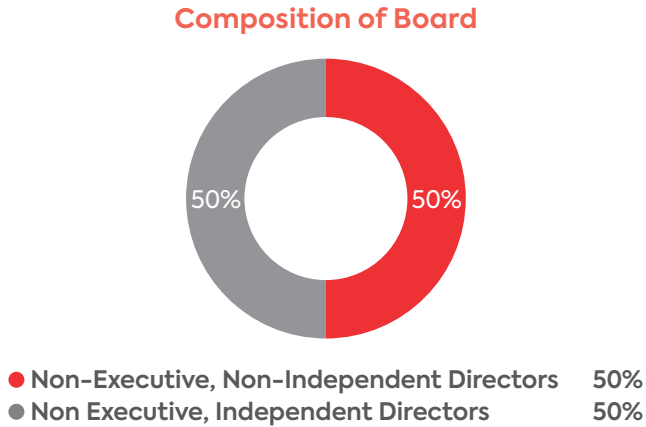
### Composition of Board

The Company’s Board has an optimum mix of Non-Executive, Non Independent Directors and Non-Executive Independent Directors, in line with the applicable provisions of the Companies Act, 2013 (“the Act”) and the Listing Regulations. All the Directors on the Board are persons of eminence and bring a wide range of expertise, skill sets, knowledge, and experience to the Board, thereby ensures constructive deliberations and effective decision-making at the Board.

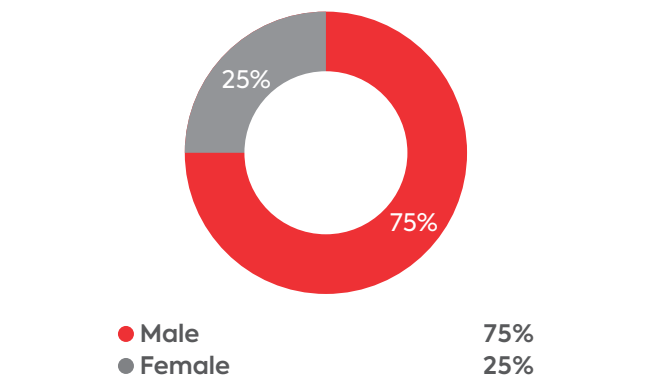
Your Company has developed and implemented a comprehensive policy for appointment & evaluation of Board of Directors and Senior Management, aiming to ensure that the composition of the Board is optimum, balanced. Regular reviews of the Board’s strength and composition are conducted to ensure alignment with both statutory requirements and the evolving needs of our business. This practice allows us to maintain a dynamic and effective Board that can effectively steer the Company towards its strategic objectives while upholding the highest standards of corporate governance.

The detailed profile of the Board Members encompassing details of experience, expertise, Board memberships, committee details etc., is provided under Butterfly Board of Directors section in the Integrated Annual Report. There are no inter-se relationships between our Board members. The Company does not have any pecuniary relationship with any of the nonexecutive directors. Further, during the year, the Company has not provided any loans or advances to firms/ companies in which directors are interested.

### Size and Composition of the Board as on March 31, 2025



### Board Diversity as on March 31, 2025



As on March 31, 2025, Ms. Swetha Sagar G was the Manager & Chief Business Officer, Mr. Shantanu Khosla, Mr. Promeet Ghosh, Mr. Kaleeswaran Arunachalam and Mr. Nithyanandam Anandkumar were the Non Executive, Non Independent Directors. Mr. P. M. Murty, Mr. K. E. Ranganathan, Ms. Smita Anand and Ms. Maheshwari Mohan were the Non Executive, Independent Directors in terms of Regulation 17 of the Listing Regulations and the Act.

Mr. K. E. Ranganathan (DIN: 00058990) was appointed as Non-Executive Independent Director w.e.f. April 4, 2024, basis the recommendation of the N&RC, his appointment was subsequently approved by the Members on May 28, 2024, through postal ballot.

Mr. Rangarajan Sriram had resigned as the Managing Director w.e.f. June 14, 2024, to pursue other career interests outside the organisation. Mr. Sriram had confirmed that there were no other material reason(s) other than those provided herein above. The Board placed on record its appreciation for the leadership provided by Mr. Sriram during his tenure as the Managing Director of the Company.

Ms. Swetha Sagar G was appointed as the Manager and CBO of the Company w.e.f. June 15, 2024 for a period of 5 (Five) years w.e.f. June 15, 2024, upto June 14, 2029 and her appointment was subsequently approved by the Members of the Company at the 37<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on July 19, 2024.

Mr. A. Balasubramanian (DIN: 00490921), Mr. G. S. Samuel (DIN: 05284689), Mr. T. R. Srinivasan (DIN: 00367302) and Mr. M. Padmanabhan (DIN: 00101997), retired w.e.f. July 31, 2024, pursuant to completion of their second term, as mandated by the Act, the Listing Regulations, and the Company’s Nomination & Remuneration Policy.

During the year under review, none of the Independent Directors on the Board of the Company have resigned.

In terms of the provisions of the Act and the Listing Regulations, the Directors of the Company submit necessary disclosures regarding the positions held by them on the Board and/ or the Committees of other companies with changes therein, if any, on periodical basis. On the basis of such disclosures, it is confirmed that as on March 31, 2025, none of the Directors of the Company:

- holds Directorship positions in more than 20 (Twenty) companies [including 10 (Ten) public limited companies and 7 (Seven) listed companies];
- holds Executive Director position and serves as an Independent Director in more than 3 (Three) listed companies;
- is a member of more than 10 (Ten) Committees and/ or Chairperson of more than 5 (Five) Committees, across all the Indian public limited companies in which they are Directors; and
- all necessary approvals under the Listing Regulations and the Act are in place for the appointment or continuation of any director who have reached the age of (75) Seventy-Five years.

For the purpose of calculating the limit of the Board Committees, Chairpersonships and Memberships, Audit Committee and Stakeholders Relationship Committee has been considered as per Regulation 26(1)(b) of the Listing Regulations.

### Duties of the Board

The Board is the apex body, who is responsible for strategic supervision and overseeing the management performance and governance of the Company on behalf of the stakeholders. It does this by providing strategic guidance, monitoring operational performance and ensuring that robust policies and procedures are in place. In order to take an informed decision, the Board has

access to all relevant information and free to approach the employees of the Company. Driven by the principles of Corporate Governance philosophy, the Board strives to work in the best interests of the Company and its stakeholders. To this end, the Board of Directors sets out the corporate culture, lays down high ethical standards of corporate behaviour and ensures transparency in their dealings.

The Board through its various Committees also reviews the identified risks and the mitigation measures undertaken/ to be undertaken in respect thereof, ensures integrity in the Company’s accounting and financial reporting systems, adequacy of internal controls and compliance with all relevant laws and discharges its functions towards CSR.

The Board performs its duties under various matters as described below:

### Strategic matters

- Reviewing and guiding the corporate strategy;
- Corporate re-structuring activities including merger/ demerger;
- Details of any acquisition, joint venture or collaboration agreement including proposals for investment, divestment and brand/ intellectual property acquisition; and
- Sale of investment or assets which are material in nature.

### Operational matters

- Annual operating plans and capital budgets;
- Regular business/ function updates;
- Review of capital expenditure on Annual basis;
- Strategy of the Company in upcoming years;
- Significant labour problems and their proposed solutions;
- Resources/ industrial relations front; and
- Details on regulatory inspection.

### Financial matters

- Quarterly/ Half yearly/ Annual standalone results and financial statements of the Company;
- Related Party Transactions; and
- Quarterly details of foreign exchange,

## Governance matters

- Noting of materially important show cause, demand received;
- Prosecution, penalty, legal notices or any compliance matters, if any;
- Noting of fatal or serious accidents;
- Noting of statutory disclosures received from the Directors;
- Noting minutes of meetings of the Board, Board Committees and resolutions passed by circulation;
- Reviewing the performance of the Organisation;
- Reviewing quarterly compliance certificate;
- Reviewing risk management framework of the Company;
- Approval on Corporate Social Responsibility related matters;
- Approval of related party transactions where directors/ KMP(s)/ SMP(s) are interested;
- Approval for appointment and remuneration to Directors, KMP(s) and SMP(s);
- Appointment of auditors and fixation of remuneration;
- Performance evaluation of the Board, Board Committee(s) and Directors;
- Review of Health & Safety framework;
- Any issue which involves possible public, or product liability claims of substantial nature and
- Review of Prohibition of Insider Trading (PIT) compliances.

## Functions of the Board

The Board, Committee(s) of Board and Independent Director(s) meetings are pre-scheduled, and an annual calendar of these Meetings is circulated to the Directors and Committee Members well in advance, to facilitate them to plan their schedules and to ensure meaningful participation in the meetings. The interval between any two Board Meetings was well within the maximum permissible gap of 120 (One Hundred and Twenty) days, in compliance with the provisions of the Act and the Listing Regulations.

The agenda for the Board Meetings covers items as set out in the Listing Regulations to the extent that they are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions. The agenda is sent to the Directors within the period stipulated in the Secretarial Standards. The Board processes are also in consonance with the requirements of the Secretarial Standard-1 (“SS-1”) relating to the meetings of the Board and its Committees.

In case of special and urgent business matters, approval of the Board/ Committee(s) is taken by passing a resolution by circulation, as permitted by law, which is noted in the next Board/ Committee meeting.

The discussions are then followed by a review of the performance of the business *vis-à-vis* the Company’s plan for the financial year and overall strategy, review of financial results, review of compliance reports, fund position and investments status, industrial layout, environmental consents, etc.

The Board reviews the strategy, budgets & business plans, and capital expenditure on an annual basis. It provides guidance and strategic direction to the management in light of the economic developments, both locally and internationally, sectoral changes, competition, government regulations, etc. The Board also meets industry experts on matters of importance as and when deemed fit.

## Post-meeting action tracking system

The important decisions taken at the meetings of the Board and its Committees are tracked till their closure and the status of Action Taken Report (“ATR”) is placed before Board and Committee meeting(s) for their noting.

## Board Evaluation

In terms of the requirements of the Act and the Listing Regulations, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and its Committee(s).

The Company has a structured assessment process, wherein the N&RC of the Company has laid down the process for the effective manner of performance evaluation of the Board, its Committee(s) and the Directors, including the Chairperson.

The evaluations are carried out in a confidential manner and the Directors provide their feedback by rating based on various metrics. The performance evaluation of the Board, its Committees and Directors is conducted under the guidance of the N&RC Chair.

The Independent Directors at their separate meeting reviewed the performance of Non-Independent Directors, the Board as a whole and the Chairperson of the Company after considering the views of other Directors, succession planning, the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The process involved a questionnaire-based approach followed by independent one-on-one discussions with all Board Members. The Board evaluation process was completed for financial year 2024-25. The outcome of the engagement review was presented to the N&RC and the Board of Directors of the Company.

The overall performance evaluation exercise was completed to the satisfaction of the Board. The Board of Directors deliberated on the outcome and agreed to take necessary steps going forward.

## Manager/ Chief Business Officer (“Manager & CBO”)

The Manager & CBO is responsible for business performance, planning, driving growth, brand equity, executing corporate strategy, and implementation of the strategic decisions aligned to the vision and mission of Butterfly in consultation with the Board. To ensure growth with sustainability by leveraging digitisation and automation initiatives and to create a world-class future-ready organisation. The Manager & CBO also monitors the external and internal competitive landscape, and new industry developments and standards, identifies opportunities for expansion and acquisition, and builds relationships with customers and markets to enhance stakeholders’ value.

The Manager & CBO acts as a link between the Board/ Committee(s) and the Management and is also responsible for leading and evaluating the work of other executive leaders.

## Leadership Team (“LT”)

At the helm of the Company stands the Manager & CBO, who presides over the LT consisting of functional heads and business unit leaders. This hierarchical structure is designed to ensure effective management and strategic execution within the organisation.

## Independent Directors (“IDs”)

IDs play an eminent role in the governance processes of the Board, by virtue of their varied expertise and experience, they enrich the Board’s decision-making and prevent possible conflicts of interest that may emerge in such decision-making and safeguards the interests of all stakeholders.

The appointment of Independent Directors follows a structured process in compliance with the provisions of the Act and the Listing Regulations. The N&RC identifies candidate(s) based on established criteria, considering

the need for Board diversity, requirement under the Act and the Listing regulations and accordingly recommends suitable candidates to the Board of Directors.

The Company issues formal letter of appointment to the Independent Directors at the time of their appointment/ re-appointment. The terms and conditions of the appointment of Independent Directors are available on the Company’s website at <https://butterflyindia.com/investor-relations/>. The Board comprises 4 (Four) Independent Directors as on March 31, 2025.

The Board confirms that based on the written affirmations received from each ID, all the IDs fulfil the conditions as stipulated in the Regulation 16(1)(b) of the Listing Regulations, as amended, read with Section 149(6) of the Act along with rules framed thereunder and are independent of the Management. The Independent Directors provide an annual confirmation that they meet the criteria of independence. Based on the confirmations/ disclosures received from the Directors, the Board confirms, that the Independent Directors fulfil the conditions as specified under Schedule V of the Listing Regulations and are independent of the Management.

In compliance with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all the IDs of the Company have registered themselves with Indian Institute of Corporate Affairs (“IICA”).

In terms of Section 150 of the Act read with Rule (4) of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended, all the IDs are exempted from undertaking the online proficiency self-assessment test conducted by the IICA.

None of the IDs have any other material pecuniary relationship or transaction with the Company or Directors, or Senior Management which, in their judgement, would affect their independence.

In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

## Key Skills, Expertise, Competence of the Board of Directors

The Board of the Company comprises of professionals, distinguished, qualified and experienced Directors, who possess relevant skills, expertise and competence to ensure effective functioning of the Company. Table below summaries the key skills, expertise and competence required for the Company and is taken into consideration while nominating candidates to serve on the Board.



Logo	Skills	Coverage	Board skill distribution (%)
	Industry Acumen	Industry experience through detailed knowledge of the Company or the sector in which it operates, as well as those who understand the broader industry environment.	75
	Financial	Leadership of a financial firm or management of the finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting processes, or experience in actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.	63
	Leadership	Extended leadership experience for a significant enterprise, resulting in a practical understanding of organisations, processes, strategic planning, and risk management. Demonstrated strengths in developing talent, planning succession, and driving change and long-term growth.	100
	Information Technology	Significant background in technology, resulting in knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business models.	38
	Mergers and Acquisitions	A history of leading growth through acquisitions and other business combinations, with the ability to assess "Make or Buy" decisions, analyse the fit of a target with the Company's strategy and culture, accurately value transactions, and evaluate operational integration plans.	63
	Board Service and Governance	Service on other public company Board(s), to develop insights about maintaining Board and management accountability, protecting member(s) interests, and observing appropriate governance practices.	88
	Sales and Marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance brand reputation.	63
	Strategy & Operations	Ability to think strategically, identify and assess strategic opportunities & threats and contribute towards developing effective strategies in the context of the strategic objectives of the Company's policies & priorities and demonstrated strengths in developing talent, succession planning, driving change and long-term growth.	50
	Compliance & Risk	Experience in identifying and evaluating the significant risk exposures to the business strategy of the Company and assess the Management's actions to mitigate the strategic, legal and compliance, and operational risk exposures.	88
	General Management	Experience in business management, possessing intrinsic leadership skills including the ability to represent the Company.	100
	Sustainability, and Environmental, Social and Governance ("ESG")	Experience in leading the sustainability and ESG visions of organisations, to be able to integrate these into the strategy of the Company.	13
	Cybersecurity	Experience in assessing and managing cybersecurity-related risks and implementing the cybersecurity policies, procedures, and strategies.	13
	Talent Development	Experience in Leadership Development and ensuring an ongoing process exists which continuously enhances the knowledge and capability of key talent to enable these managers to effectively lead the organisation in achieving key strategic initiatives.	88

## Brief details of Directors as on March 31, 2025 are mentioned as under:

<b>Mr. P. M. Murty (DIN: 00011179)</b> Non-Executive, Independent Director-Chairperson			
Nationality	Indian	Areas of expertise	
Age	74 Years		
Date of initial appointment	April 1, 2022		
Date of Re-appointment	-		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited 2. Crompton Greaves Consumer Electricals Limited		

<b>Mr. Shantanu Khosla (DIN: 00059877)</b> Non-Executive, Non-Independent Director			
Nationality	Indian	Areas of expertise	
Age	65 Years		
Date of initial appointment	March 30, 2022		
Date of Re-appointment	-		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited 2. Crompton Greaves Consumer Electricals Limited		

<b>Mr. Promeet Ghosh (DIN: 05307658)</b> Non-Executive, Non-Independent Director			
Nationality	Indian	Areas of expertise	
Age	56 Years		
Date of initial appointment	May 12, 2023		
Date of Re-appointment	-		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited 2. Crompton Greaves Consumer Electricals Limited		



Mr. Kaleeswaran Arunachalam (DIN: 07625839) Non-Executive, Non-Independent Director			
Nationality	Indian	Areas of expertise	
Age	44 Years		
Date of initial appointment	November 9, 2023		
Date of Re-appointment	-		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited		

Mr. Nithiyanandam Anandkumar (DIN: 10381096) Non-Executive, Non-Independent Director			
Nationality	Indian	Areas of expertise	
Age	58 Years		
Date of initial appointment	November 9, 2023		
Date of Re-appointment	-		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited		

Ms. Smita Anand (DIN: 00059228) Non-Executive, Independent Director			
Nationality	Indian	Areas of expertise	
Age	65 Years		
Date of initial appointment	April 1, 2022		
Date of Re-appointment	-		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited 2. Crompton Greaves Consumer Electricals Limited 3. Lemon Tree Hotels Limited		

Mr. K. E. Ranganathan (DIN: 00058990) Non-Executive, Independent Director			
Nationality	Indian	Areas of expertise	
Age	64 Years		
Date of initial appointment	April 4, 2024		
Date of Re-appointment	-		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited		

Ms. Maheshwari Mohan (DIN: 07156606) Non-Executive, Independent Director			
Nationality	Indian	Areas of expertise	
Age	56 Years		
Date of initial appointment	August 21, 2015		
Date of Re-appointment	August 21, 2020		
Shareholding	Nil		
Board Membership – Indian Listed Companies	1. Butterfly Gandhimathi Appliances Limited 2. Nelcast Limited		



Details of Directorship and Membership(s)/ Chairmanship(s) of Committee(s) of the Director(s)

Name	Category	No of Directorship(s) held in other Public Companies*	Directorship held in Listed companies* (Including Butterfly)	**Committee(s) position (Including Butterfly)	
				Member	Chairperson
Mr. P. M. Murty	Chairperson, Non-Executive, Independent Director	2	Butterfly Gandhimathi Appliances Limited	4	1
			Crompton Greaves Consumer Electricals Limited		
Mr. Shantanu Khosla	Non-Executive, Non-Independent Director	1	Butterfly Gandhimathi Appliances Limited	1	-
			Crompton Greaves Consumer Electricals Limited		
Mr. Promeet Ghosh	Non-Executive, Non-Independent Director	1	Butterfly Gandhimathi Appliances Limited	3	-
			Crompton Greaves Consumer Electricals Limited		
Mr. Kaleeswaran Arunachalam	Non-Executive, Non-Independent Director	Nil	Butterfly Gandhimathi Appliances Limited	-	-
Mr. Nithiyanandam Anandkumar	Non-Executive, Non-Independent Director	Nil	Butterfly Gandhimathi Appliances Limited	1	-
Mr. K. E. Ranganathan#	Non-Executive, Independent Director	3	Butterfly Gandhimathi Appliances Limited	3	2
Ms. Smita Anand	Non-Executive, Independent Director	2	Butterfly Gandhimathi Appliances Limited	2	-
			Crompton Greaves Consumer Electricals Limited		
			Lemon Tree Hotel Limited		
Ms. Maheshwari Mohan	Non-Executive, Independent Director	1	Butterfly Gandhimathi Appliances Limited	2	1
			Nelcast Limited		

\*Excludes private limited companies, foreign companies and companies registered under Section 8 of the Act and excludes Directorship of Butterfly Gandhimathi Appliances Limited.

\*\*For the purpose of calculating the above, only Audit and Stakeholders Relationship Committee in public limited companies, whether listed or not, are considered – Regulation 26(1) of the SEBI Listing Regulations.

#Appointed as an Additional Director, Non-Executive, Non-Independent Director w.e.f. April 4, 2024 and regularised by the Members on May 28, 2024, through postal ballot.

Note: Based on the intimations/ disclosures received from the Directors, none of the Directors of the Company hold Membership(s)/ Chairpersonship(s) of Board/ Committee(s), more than the limits prescribed under the Act and the Listing Regulations.

Senior Management

The Company identified following personnel(s) under category of Senior Management Personnel(s) (“SMPs”), pursuant to the provisions of Regulation 16(1)(d) and Schedule V of the Listing Regulations. Details of Senior Management Personnel(s) as on March 31, 2025, and the changes thereunder during the year under review are as follows:

Sr. No.	Name	Designation	Changes if any (Yes / No)	Nature of change and effective date
1.	Mr. G. Pazhaniswamy	Head – Operations	No	NA
2.	Mr. Vinayak Anandram	Head – Category Marketing	Yes	Resigned w.e.f. July 24, 2024
3.	Mr. Hareesh Sundar	Head – Sales	No	NA
4.	Mr. Rajsekar T.	Head – Human Resources	Yes	Resigned w.e.f. May 17, 2024
5.	Mr. Gaurishankar Mathapati	Chief Information Officer	Yes	Resigned w.e.f. December 9, 2024
6.	Mr. Vaibhav Kunkolienkar	Head – Procurement	Yes	Resigned w.e.f. September 13, 2024
7.	Mr. Thiyaagu P. S.	Head– R & D	Yes	Resigned w.e.f. June 10, 2024
8.	Mr. R. Anand	Head – After Sales Service	Yes	Resigned w.e.f May 30, 2024
9.	Mr. Siva Kumar S. R.	Head – Quality	No	NA
10.	Mr. Rajesh N. S.	Head – International Business	No	NA
11.	Mr. Viral Sarvaiya*	Company Secretary & Compliance Officer	No	NA
12.	Mr. V. A. Joseph	Chief Financial Officer	No	NA
13.	Ms. Swetha Sagar G.	Manager & Chief Business Officer	Yes	Appointed as PL Head – Kitchen Appliances w.e.f. April 12, 2024, and elevated to Chief Business Officer and Manager w.e.f. May 14, 2024 and June 15, 2024 respectively.
14.	Mr. Krushnakant Sinojia	Head – R&D	Yes	Appointed w.e.f. June 11, 2024
15.	Mr. Bharath Venkatesh	Head – Human Resources	Yes	Appointed w.e.f. May 16 2024

\*Resigned w.e.f. April 07, 2025

Board and Committee Meetings

The Board and Committee Meetings of the Company are pre-scheduled. An annual calendar of the tentative meetings is circulated to all Board and Committee Members at the beginning of the Financial Year to ensure their availability. This approach helps Member(s) to plan their schedules effectively and ensures meaningful participation in the meetings. The Board and Member(s) are guided by the annual agenda plan, which helps the Board and the respective Committee(s) to ensure that they are able to discharge their roles and responsibilities effectively and take up important issues systematically over a period of time. In case of an instances where any urgent business arises, the Company conducts necessary transactions by passing resolution(s) through circulation, as permitted by law. These resolutions are noted and confirmed during the subsequent Meeting.

A notice and detailed agenda, along with supporting materials such as notes and presentations, are prepared and sent to the Directors at least 7 (Seven) days prior to the Scheduled Board and Committee Meeting(s), facilitating Directors for informed decision-making. The setting of agendas is a collaborative effort led by the Company Secretary in consultation with the Chairperson and/ or Manager, incorporating inputs and feedback from Board/ Committee(s) to ensure thorough discussion and effective governance practices. Additional items are taken up with the permission of the respective Chairperson and consent of majority of the Board/ respective Committee Members present at the meeting. Prior approval from the Board/ Committee(s) is obtained for circulating the

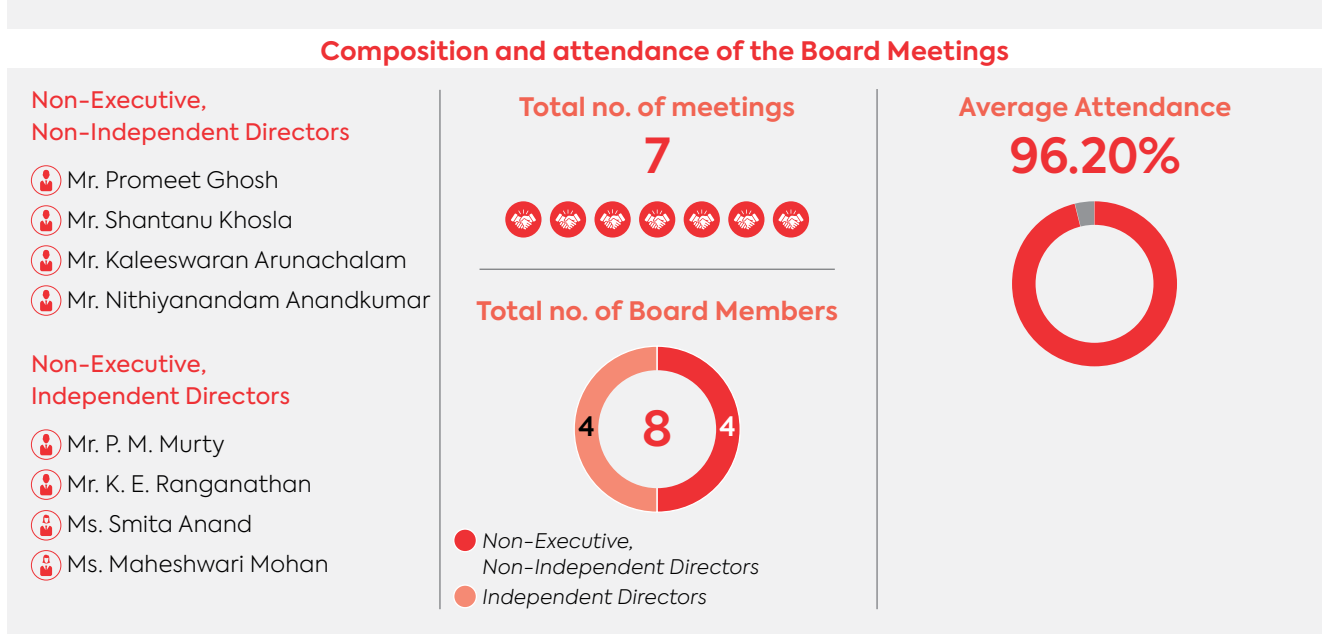
agenda items on shorter notice for matters that forms part of the Board and Committee(s) agenda and are considered to be in the nature of Unpublished Price Sensitive Unpublished Price Sensitive Information (“UPSI”). The agenda of the Board and Committee meetings are circulated electronically to the Directors on their email address, ensuring quick and timely access to the relevant information. The Board members have unrestricted access to all Company related information.

To enable the Board to discharge its responsibilities effectively and take informed decisions, the Manager & CBO apprise the Board at every quarterly Meetings of the overall performance of your Company, followed by presentation(s) by the respective functional heads. A detailed functional report is also presented at the Board Meeting(s).
















































































The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, the performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company’s governance practices for enhancing the Stakeholders’ value.

The Meetings are usually convened either at the Corporate Office in Chennai or at the Registered Office of the Crompton at Mumbai. Video/ Audio-conferencing facilities are also used to facilitate Directors travelling or located at other locations to participate in the Meetings. Apart from the Board/ Committee Member(s) and the Company Secretary, Meetings are also attended by Chief Financial Officer (“CFO”), Manager & CBO and other departmental/ functional heads wherever required.

The Board of Directors met 7 (Seven) times during the F.Y. 2024-25.




Attendance of Directors at the Board Meetings and Annual General Meeting:

Board of Directors	Date of Meeting(s)							Meetings entitled to attend	Meetings attended	% of Attendance	AGM July 19, 2024
	April 4, 2024	May 14, 2024	June 13, 2024	July 2, 2024	July 24, 2024	November 11, 2024	February 10, 2025				
Mr. P. M. Murty								7	7	<div><div>100</div></div>	1
Mr. R. Sriram <sup>&amp;</sup>				NA	NA	NA	NA	3	3	<div><div>100</div></div>	NA
Mr. Shantanu Khosla								7	7	<div><div>100</div></div>	1
Mr. A. Balasubramanian <sup>^</sup>						NA	NA	5	5	<div><div>100</div></div>	1
Ms. Smita Anand								7	7	<div><div>100</div></div>	1
Mr. Promeet Ghosh								7	5	<div><div>71.43</div></div>	1
Mr. M. Padmanabhan <sup>^</sup>						NA	NA	5	5	<div><div>100</div></div>	1
Mr. G. S. Samuel <sup>^</sup>						NA	NA	5	5	<div><div>100</div></div>	1
Mr. T. R. Srinivasan <sup>^</sup>						NA	NA	5	4	<div><div>80.00</div></div>	1
Ms. Maheshwari Mohan								7	7	<div><div>100</div></div>	1
Mr. Kaleeswaran Arunachalam								7	7	<div><div>100</div></div>	1
Mr. Nithiyanandam Anandkumar								7	7	<div><div>100</div></div>	1
Mr. K. E. Ranganathan <sup>*</sup>								7	7	<div><div>100</div></div>	1

<sup>&</sup>Resigned w.e.f. June 14, 2024

<sup>^</sup>Retired w.e.f. July 31, 2024, pursuant to completion of second term as Independent Director(s).

<sup>\*</sup>Appointed w.e.f. April 04, 2024

 Attended in person  Attended through video conference  Leave of absence

Board Support

The Company Secretary plays a vital role in supporting the Board by ensuring access to the necessary policies, processes, information, time, and resources for effective and efficient functioning. Key responsibilities include preparing agendas, convening meetings of the Board and its Committees, and attending these meetings in the capacity of Secretary. Additionally, the Company Secretary is responsible for collecting, reviewing, and distributing documents required for informed decision-making. The Company Secretary also advises and assures the Board and its Committees on compliance and governance matters and ensuring that minutes are accurately and promptly recorded.

The Company Secretary also gives the necessary guidance to the Board Members about their roles and responsibilities and assists the Chairperson in all Board development processes like Board evaluation, Board re-structuring, succession, inductions and trainings etc. Besides ensuring compliance with the relevant statutory and regulatory requirements, the Company Secretary also acts as a formalised link between the Board, management and external stakeholders.

individually for their comments and approval as prescribed in Secretarial Standard – 1 and after the minutes are duly approved, the same is being placed before the Board for its review in immediate next meeting.



Committee(s) of the Board

The Board Committee(s) plays a pivotal role in the governance framework of the Company, established to address specific areas or activities as mandated by relevant regulations and Acts. These Committee(s) are formed under formal approval of the Board, each tasked with clearly defined roles that are typically associated with the responsibilities of Board Members. Through their focused efforts and expertise, the Board Committee(s) contribute significantly to the effective oversight and management of key aspects of the Company's operations, enhancing transparency, accountability, and overall governance practices.

Each Committee demonstrates the highest levels of governance standards and has the requisite expertise to handle issues relevant to their fields. These Committee(s) spend considerable time and provide focused attention to various issues placed before them and the guidance provided by these Committee(s) lend immense value and support, enhancing the qualitative ness of the decisions making process of the Board. In order to strengthen governance, the Board has adopted terms of reference for majority of Committee(s) of the Company.

The Board reviews the functioning of these Committee(s) from time to time. The meetings of each of these Committees are convened by their respective Chairpersons, who also appraised the Board about summary of discussion held at respective meetings. The minutes of the Committee meetings are sent to all members of respective committee

Audit Committee Composition

The Audit Committee of the Board is constituted in compliance with the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations. More than Two-third (2/3<sup>rd</sup>) of the Members of the Committee, including the Chairperson are Independent Directors. As on March 31, 2025, the total strength of the Audit Committee is 4 (Four) Members. All the Members of the Audit Committee are financially literate and possess sound knowledge in finance and accounting practices. The Chairperson of the Committee possesses professional qualifications in the field of finance and accounting and is a financial expert.

Mr. A. Balasubramanian, Mr. M. Padmanabhan, Mr. G. S. Samuel, ceased to be Member(s) of the Committee w.e.f. July 31, 2024, pursuant to their retirement from the Company on completion of second term.

Mr. Shantanu Khosla ceased to be a Member of the Committee w.e.f. July 31, 2024.

Mr. K. E. Ranganathan was appointed as Member and Chairman of the Committee w.e.f. May 14, 2024. and w.e.f. August 1, 2024 respectively.

Committee Governance

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. It assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for



internal financial controls, governance and reviewing the Company’s statutory and internal audit activities. The Audit Committee also meets the Statutory, Internal, and Secretarial Auditors separately, without the presence of management representatives. The Committee is governed by a Charter, which is in line with the regulatory requirements mandated by the Act and the Listing Regulations.

The Audit Committee also receives the report on compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Whistle Blower.

### Internal Controls and Risk Management

The Company has robust Internal Audit and Enterprise Risk assessment and mitigation system. The Company has an independent Internal Audit Department. M/s. Grant Thornton Bharat LLP, were the Internal Auditors of the Company for the F.Y. 2024-25.

The Internal Audit plan is approved by the Audit Committee at the beginning of every year. The conduct of Internal Audit is oriented towards the review of internal controls and risks in the Company’s operations and covers factories, sales offices, warehouses and various businesses functions. Every quarter, the Audit Committee is presented with a summary of significant audit observations and follow-up remediation actions thereon.

The Board in its meeting held on May 13, 2025, based on the recommendation of the Audit Committee, appointed M/s Ernst & Young as an Internal Auditors of the Company for the F.Y. 2025-26.

### Roles and Responsibilities

The roles and responsibilities of the Audit Committee of the Company, *inter alia* includes:

- Overseeing the Company’s financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;
- Reviewing and examining with management the quarterly and annual financial results and the Limited Review/ Auditor’s Report thereon before submission to the Board for its approval;
- Reviewing management discussion and analysis of financial condition and results of operations;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;

- Recommending the appointment, remuneration and terms of appointment of Auditors of the Company and approval for payment of any other services;
- Reviewing and monitoring the Statutory Auditors independence and performance and effectiveness of audit process;
- Reviewing, approving or subsequently modifying any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
- Reviewing the adequacy of internal audit function and the findings of any internal investigations by the internal auditors;
- Verifying that the systems for internal controls for compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 are adequate and are operating effectively;
- Reviewing the functioning of the Code of Business Principles and Vigil Mechanism;
- Evaluation of internal financial controls and risk management systems;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders;
- Review of utilisation of loans and advances from and investment by the Holding Company in the Company;
- Scrutiny of inter-corporate loans and investments;
- Compliance with legal and statutory requirements.























### Meetings

Meetings of the Audit Committee are also attended by the other Directors, CFO and Manager & CBO. The representatives of the Statutory Auditors have attended all the meetings held during the year at which financial results/ statements have been placed for review and approval. The representatives of Internal Auditors and Cost Auditors are invited to attend the Meetings at a meeting(s) in which their respective reports are presented for discussion. The Company Secretary acts as the Secretary of the Audit Committee. The minutes of each Audit Committee meeting are placed for review and noting in the subsequent meetings of both the Audit Committee and the Board.

There were 4 (Four) Audit Committee Meetings held during Financial Year 2024-25. The gap between two meetings were not more than 120 days as stipulated under the Listing Regulations. The Chairperson of the Committee was present at the last AGM held on July 19, 2024.

### Composition and attendance of the Audit Committee Meetings



Name	Designation	Date of Meeting(s)				Meetings entitled to attend	Meetings attended	% of Attendance
		May 14, 2024	July 23, 2024	November 11, 2024	February 10, 2025			
Mr. K. E. Ranganathan <sup>#*</sup>	Chairperson	NA				3	3	<div>100</div>
Mr. P. M. Murty	Member					4	4	<div>100</div>
Mr. Shantanu Khosla <sup>@</sup>	Member			NA	NA	2	2	<div>100</div>
Mr. A. Balasubramanian <sup>^</sup>	Member			NA	NA	2	2	<div>100</div>
Ms. Smita Anand	Member					4	4	<div>100</div>
Mr. Promeet Ghosh <sup>#</sup>	Member	NA				3	3	<div>100</div>
Mr. M. Padmanabhan <sup>&amp;</sup>	Member			NA	NA	2	2	<div>100</div>
Mr. G. S. Samuel <sup>&amp;</sup>	Member			NA	NA	2	2	<div>100</div>

<sup>@</sup>Ceased to be Member w.e.f. July 31, 2024

<sup>&</sup>Ceased to be Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).

<sup>^</sup>Ceased to be Chairman & Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director.

<sup>#</sup>Appointed as Member w.e.f. May 14, 2024

<sup>\*</sup>Appointed as Chairperson w.e.f. August 1, 2024

 Attended in person  Attended through video conference  Leave of absence

### Nomination and Remuneration Committee (“N&RC”) Composition

The N&RC of the Board is constituted in compliance with the requirements of Section 178 of the Act and Regulation 19 of the Listing Regulations. As on March 31, 2025, the total strength of the N&RC is 4 (Four) Members, all of whom are Non- Executive Directors of the Company, out of which 3 (Three) Members are Independent Directors. The

Chairperson of the Committee is an Independent Director and Two-third (2/3<sup>rd</sup>) of the Members of the Committee are Independent Directors. The Chairperson of the Board is a Member of the Committee but does not chair the Committee. The Company Secretary of the Company acts as the Secretary to the Committee.

Mr. A. Balasubramanian, Mr. M. Padmanabhan, Mr. G. S. Samuel, ceased to be Member of the Committee w.e.f. July 31, 2024, pursuant to their retirement from the Company.

Mr. Shantanu Khosla ceased to be a Member of the Committee w.e.f. July 31, 2024.

Mr. Promeet Ghosh and Ms. Maheshwari Mohan were appointed as Members of the Committee w.e.f. May 14, 2024.

The Manager & CBO and CFO also attends the meetings wherever required for discussion of certain items.

### Governance

The N&RC is responsible for formulating evaluation policies and reviewing all major aspects of Company’s HR processes relating to hiring, training, talent management, succession planning and compensation structure of the Directors, KMP(s) and Senior Management Personnel(s) (“SMPs”). The N&RC is also responsible for evaluating the balance of skills, experience, independence, diversity and knowledge on the Board and for drawing up selection criteria, ongoing succession planning and appointment procedures for both internal and external appointments. The Committee also anchored the performance evaluation of the Individual Directors.

### Terms of reference of N&RC

The brief terms of reference are in accordance with the provisions of Section 178 of the Act, Regulation 19(4) of Schedule III part D to the Listing Regulations, *inter alia* includes:

- Formulating criteria for determining qualifications, positive attributes and independence of a Director;
- Recommending to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel, Senior Managerial Personnel and other employee(s);

- Formulate a policy relating to the remuneration for the Directors, KMPs and SMPs;
- Devising a policy on Board Diversity, if required;
- Reviewing and recommending to the Board, the remuneration, payable to Directors KMPs and SMPs of the Company;
- Identifying persons who are qualified to become Directors, and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- Recommending to the Board all remuneration, in whatever form, payable to senior management;
- Review the Succession Policy of the Company under the overall guidance of the Board of Directors and succession policy of the Company;
- Formulation of criteria for determining qualifications, attributes and Independence of a Director;
- For every appointment of an Independent Director, N&RC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an Independent Director;
- Specify the manner for effective evaluation of performance of Board, its Committees, individual Directors and review its implementation and compliance.

### Meetings

There were 3 (Three) Nomination and Remuneration Committee Meetings held during 2024-25.

The Manager & CBO and CFO also attends the meetings wherever required for discussion on certain items.

Name	Designation	Date of Meeting(s)			Meetings entitled to attend	Meetings attended	% of Attendance
		June 13, 2024	July 02, 2024	July 24, 2024			
Ms. Smita Anand	Chairperson	👤	👤	👤	3	3	100
Mr. P. M. Murty	Member	👤	👤	👤	3	3	100
Mr. Shantanu Khosla*	Member	👤	👤	👤	3	3	100
Mr. A. Balasubramanian^	Member	👤	👤	👤	3	3	100
Mr. Promeet Ghosh&	Member	👤	👤	👤	3	2	66.67
Mr. M. Padmanabhan^	Member	👤	👤	👤	3	3	100
Mr. G. S. Samuel^	Member	👤	👤	👤	3	3	100
Ms. Maheshwari Mohan&	Member	👤	👤	👤	3	3	100

&Appointed w.e.f. May 14, 2024

\*Ceased to be Member w.e.f. July 31, 2024

^Ceased to be Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).

👤 Attended in person 📺 Attended through video conference 🚫 Leave of absence

## Stakeholders’ Relationship Committee and Share Transfer Committee (“SRC” and “STC”)

### Composition

The SRC of the Board is constituted in compliance with the requirements of Section 178 of the Act and Regulation 20 of the Listing Regulations. As on March 31, 2025, the total strength of the SRC is 4 (Four) Members, all of whom are Non- Executive Directors of the Company, out of which 2 (Two) Members are Independent Directors. The Chairperson of the Committee is an Independent Director. The Company Secretary of the Company acts as the Secretary to the Committee.

Mr. M. Padmanabhan and Mr. T. R. Srinivasan, ceased to be Member of the SRC w.e.f. July 31, 2024, pursuant to their retirement from the Company.

Mr. Rangarajan Sriram ceased to be a Member of the Committee w.e.f. June 14, 2024.

Mr. Nithiyanandam Anandkumar was appointed as Member of the Committee w.e.f. May 14, 2024.

Ms. Maheshwari Mohan was appointed as Member and Chairman of the Committee w.e.f. July 25, 2024.

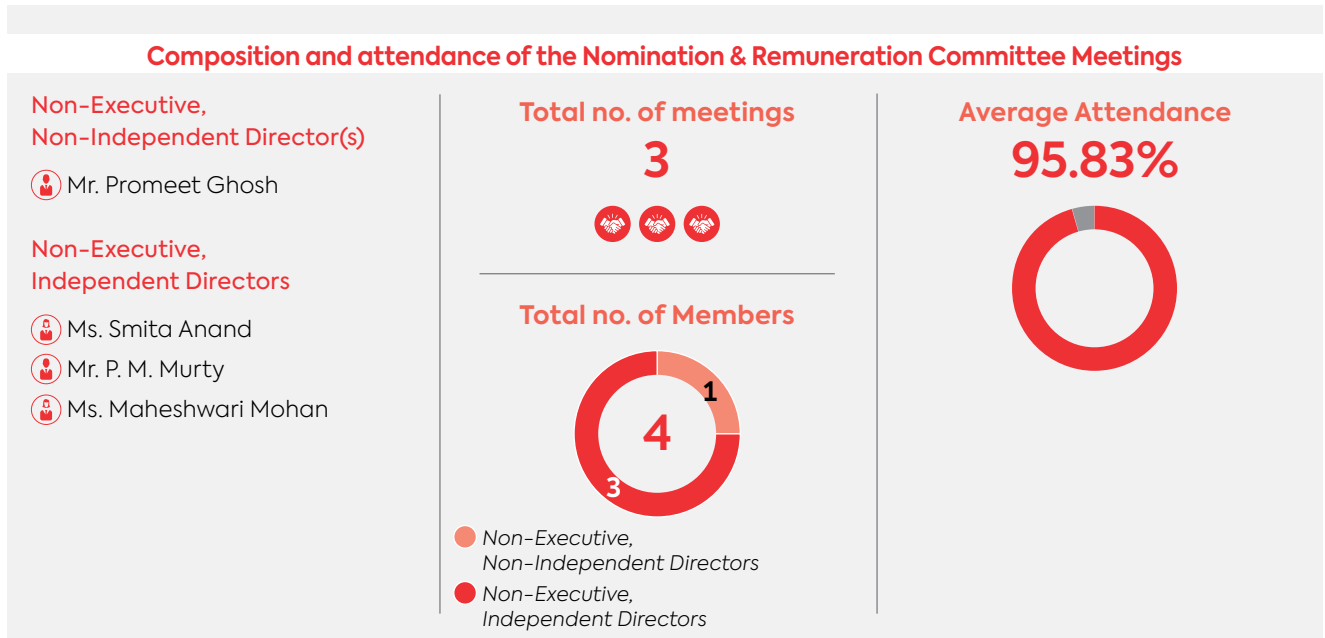
### Governance

The SRC oversees the various aspects of interests of security holders of the Company, resolving the grievances of shareholders, evaluating performance and service standards of the Registrar and Share Transfer Agent (“RTA”) of the Company and recommends measures for overall improvement of the quality of investor services as and when the need arises.

## Terms of reference for Stakeholders’ Relationship Committee

The terms of reference of the SRC *inter alia* includes:

- Resolving the grievances of the security holders including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings, etc.;
- Review adherence to service standards and standard operating procedures adopted by Company relating to the various services rendered by the Registrar and Transfer Agent;
- Review the measures taken for effective exercise of voting rights by Members;
- Review the engagement with security holders including institutional investors and identify the actionable points for implementation;
- Review movement in shareholdings and ownership structure;
- Reviewing of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/ statutory notices by the shareholders of the Company;
- Make recommendations to improve investor service levels for the Investor(s) ;
- Review of Investor Relation activities of the Company and give guidance on the flow of information from the Company to the Investor(s);





- Monitoring dematerialisation of shares and all matters incidental or related thereto;
- Issue and allotment of Shares pursuant to a Rights Issue/ Bonus Issue subject to such approval as may be required;
- All other matters incidental or related to shares of the Company.






### Meetings

There was 1 (One) SRC Meeting held during the F.Y. 2024-25.

The Manager & CBO and CFO also attends the meetings wherever required for discussion of certain items.



#### Composition and attendance of the SRC Meeting



Name	Designation	Date of Meeting			
		July 23, 2024	Meetings entitled to attend	Meetings attended	% of Attendance
Ms. Smita Anand	Member		1	1	<div><div>100</div></div>
Mr. Promeet Ghosh	Member		1	1	<div><div>100</div></div>
Mr. M. Padmanabhan^	Member		1	1	<div><div>100</div></div>
Mr. T. R. Srinivasan^	Member		1	1	<div><div>100</div></div>
Mr. Nithiyanandam Anandkumar*	Member		1	1	<div><div>100</div></div>

^Ceased to be Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).

\*Appointed w.e.f. May 14, 2024

 Attended in person  Attended through video conference  Leave of absence

#### Number of Shareholders' complaints received during the Financial Year 2024-25:

Total Complaints received from Shareholders	No. of Complaints pending	No. of Complaints Not Solved	No. of Complaints Resolved
2	0	0	2

### Share Transfer Committee

#### Composition

As on March 31, 2025, the total strength of STC is 3 (Three) members, all of whom are Non-executive Directors, out of which 2 (Two) are Independent Directors. The Company Secretary of the Company acts as the Secretary to the Committee.

Mr. M. Padmanabhan and Mr. T. R. Srinivasan, ceased to be Member of the Share Transfer Committee w.e.f. July 31, 2024, pursuant to their retirement from the Company.

Mr. Rangarajan Sriram ceased to be a Member of the Committee w.e.f. June 14, 2024.

Ms. Maheshwari Mohan was appointed as Member and Chairperson of the Committee w.e.f. July 25, 2024.

### Governance

STC ensures expeditious share transfer process in line with the proceedings of the SRC.

#### Terms of reference for STC

The terms of reference of the STC *inter alia* includes:

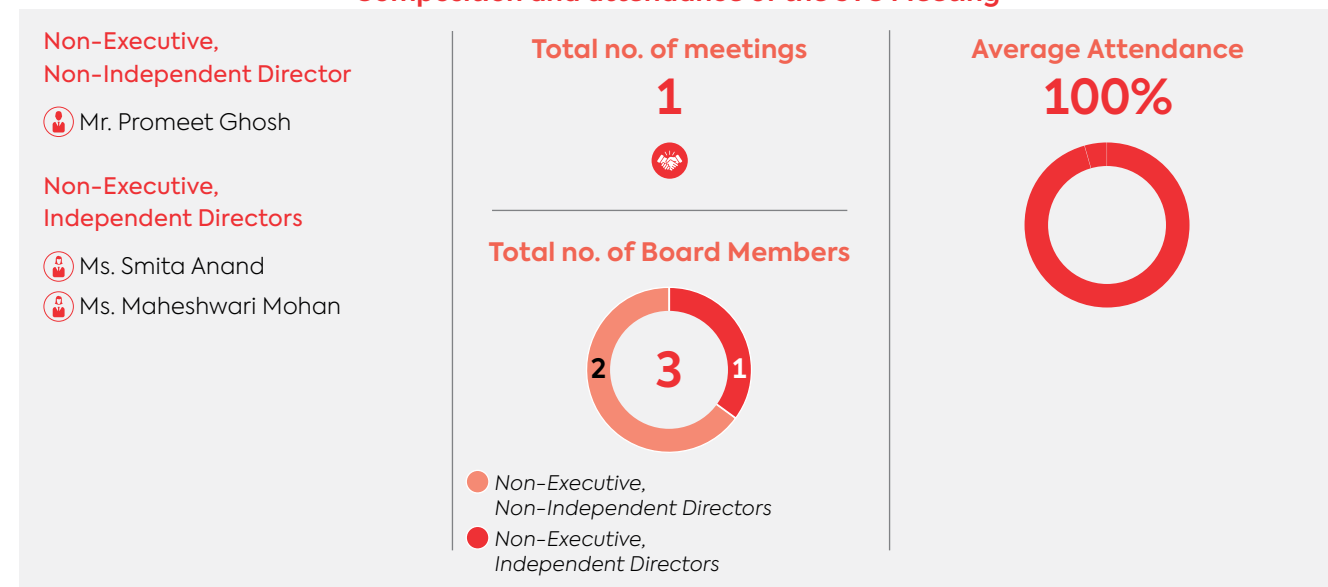
- Review, approve, reject the request for transfer, transmission of the securities of the Company;
- Review, approve, reject the split, subdivision, consolidation, renewal of the share certificates; and
- Review, approve, reject the request of duplicate share certificates, Loss of Share Certificate.





### Meetings

There was 1 (One) STC Meeting held during the F.Y. 2024-25.

The Manager & CBO and CFO also attends the meetings wherever required for discussion of certain items.

#### Composition and attendance of the STC Meeting



Name	Designation	Date of Meeting			
		July 23, 2024	Meetings entitled to attend	Meetings attended	% of Attendance
Mr. Promeet Ghosh	Chairperson		1	1	<div><div>100</div></div>
Ms. Smita Anand	Member		1	1	<div><div>100</div></div>
Mr. M. Padmanabhan^	Member		1	1	<div><div>100</div></div>
Mr. T. R. Srinivasan^	Member		1	1	<div><div>100</div></div>

^Ceased to be Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).

 Attended in person

## Risk Management Committee (“RMC”) Composition

The RMC of the Board is constituted in compliance with the requirements of Regulation 21 of the Listing Regulations. as on March 31, 2025, the total strength of the RMC is 6 (Six) Members, all of whom are Non- Executive Directors of the Company, out of which 4 (Four) Members are Independent Directors. The Chairperson of the Committee is an Independent Director. The Company Secretary of the Company acts as the Secretary to the Committee.

Mr. M. Padmanabhan, ceased to be Chairperson and Member of the Committee w.e.f. July 31, 2024, pursuant to his retirement from the Company.

Mr. A. Balasubramanian, Mr. G. S. Samuel and Mr. T. R. Srinivasan, ceased to be Member of the Committee w.e.f. July 31, 2024, pursuant to their retirement from the Company.

Mr. Rangarajan Sriram ceased to be a Member of the Committee w.e.f. June 14, 2024.

Mr. P. M. Murty, appointed as a Chairperson of the Committee w.e.f. August 1, 2024.

Mr. K. E. Ranganathan and Mr. Kaleeswaran appointed as Member of the Committee w.e.f. May 14, 2024.

### Governance

This Committee is entrusted with the responsibility of outlining procedures to keep the Board informed about risk assessment and minimisation strategies. Furthermore, it is the Board’s duty to develop, execute, and oversee the Company’s risk management plan. This regulation underscores the importance of robust risk management practices in safeguarding the Company’s interests and ensuring compliance with regulatory requirements. The Committee reviews the risk trend, exposure and potential impact analysis carried out by the management.

The Company has in place Risk Management Framework, which provides the guiding principles for risk management efforts in the Company. The Risk Management Framework includes identification of risks, risk management process, reporting of risks to the management and disclosure of such risks to stakeholder(s) which shall impact the going concern status of the Company.

### Terms of reference for Risk Management Committee

The terms of reference of the RMC *inter alia* includes:

- Identification of Company’s risk appetite set for various elements of risk;

- Ensuring appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- Periodically assess risks to the effective execution of business strategy and review key leading indicators in this regard;
- Formulating a detailed risk management policy which shall include:
  - a) A framework for identification of internal and external risks specifically faced by the listed entity;
  - b) Measures for risk mitigation including systems and processes for internal control of identified risks;
  - c) Business continuity plan.
- Periodically review the risk management processes and practices of the Company and ensure that the Company is taking the appropriate measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- Periodically reviewing the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- Seeking information from any employee, obtaining outside legal or other professional advice and securing attendance of outsiders with relevant expertise as and when required;
- Ensuring compliance with regulatory requirements and best practices with respect to risk management;
- Providing management and employees with the necessary tools and resources to identify and manage risks;
- To keep the Board of Directors informed about the nature and content of its discussions, recommendations and actions to be taken.

### Meetings

There were 2 (Two) Risk Management Committee Meeting held during the F.Y. 2024–25. The Manager & CBO, Chief Financial Officer, and Head Audit – Risk & Control of Holding Company also attended the meetings.

The intervening period between 2 (Two) consecutive RMC meetings was well within the maximum allowed gap of 210 (Two Hundred and Ten) days.

### Composition and attendance of the RMC Meetings



Name	Designation	Date of Meeting(s)		Total Attendance	Total entitled to attend	% of Attendance
		June 03, 2024	December 18, 2024			
Mr. P. M. Murty <sup>#</sup>	Chairperson	📺	📺	2	2	100
Mr. R. Sriram <sup>&amp;</sup>	Member	📺	NA	1	1	100
Mr. Shantanu Khosla	Member	📺	📺	2	2	100
Mr. A. Balasubramanian <sup>^</sup>	Member	📺	NA	1	1	100
Ms. Smita Anand	Member	📺	📺	2	2	100
Mr. M. Padmanabhan <sup>^</sup>	Member	📺	NA	1	1	100
Mr. G. S. Samuel <sup>^</sup>	Member	📺	NA	1	1	100
Ms. Maheshwari Mohan	Member	📺	📺	2	2	100
Mr. Kaleeswaran Arunachalam <sup>*</sup>	Member	📺	📺	1	2	50.00
Mr. K. E. Ranganathan <sup>*</sup>	Member	📺	📺	2	2	100

<sup>#</sup>Appointed as a Chairperson of the Committee w.e.f. August 1, 2024.  
<sup>&</sup>Ceased to be Member w.e.f. June 14, 2024  
<sup>^</sup>Ceased to be Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).  
<sup>\*</sup>Appointed as Member w.e.f. May 14, 2024

📺 Attended in person   📺 Attended through video conference   📺 Leave of absence



Corporate Social Responsibility

Committee (“CSR”)

Composition

The CSR Committee of the Board is constituted in compliance with the requirements of Section 135 of the Act. As on March 31, 2025, the total strength of the CSR Committee is 4 (Four) Members, all of whom are Non-Executive Directors of the Company, out of which 3 (Three) Members are Independent Directors. The Company Secretary of the Company acts as the Secretary to the Committee.

Mr. G. S. Samuel and Mr. T. R. Srinivasan, ceased to be Member of the Committee w.e.f. July 31, 2024, pursuant to their retirement from the Company.

Mr. Rangarajan Sriram ceased to be Member of the Committee w.e.f. June 14, 2024.

Governance

The role of CSR Committee includes formulating and recommending to the Board the CSR Policy and CSR activities to be undertaken by the Company, recommending the amount of expenditure to be incurred and reviewing the performance of the Company in the areas of CSR and to strive for overall sustainable development in the conduct of Company’s business.

The details of the CSR initiatives as per the CSR Policy of the Company is available in the Board’s Report forming part of this Annual Report. The CSR Policy of the Company has been uploaded on the Company’s website at <https://www.butterflyindia.com/wp-content/uploads/2021/04/CSR-POLICY-20.10.2020.pdf>

Terms of reference for Corporate Social Responsibility Committee

The terms of reference of the CSR Committee *inter alia* includes:

- Review from time to time the CSR policy of the Company and to ensure that the CSR policy is in line with Schedule VII of the Act as amended from time to time.
- Review CSR projects and expenditure with a view to ensure that they are in line with CSR objectives and CSR Policy of the Company.
- To ensure that the Company’s overall business strategy reflects its long-term objectives on CSR.
- The Committee shall formulate and monitor the implementation of the CSR annual action plan, in accordance with the Company’s CSR policy and provisions of applicable laws from time to time. The Committee shall recommend the CSR annual action plan and any modification(s) thereto during the Financial Year, for the approval of the Board from time to time.
- Prepare budget and recommend to the Board the amount of expenditure to be incurred on various CSR programmes/ activities either directly or through the Crompton CSR Foundation (“CCF”) or any other trusts/ Company registered under Section 8 of the Act (considering criteria given)/ registered society.
- Monitor and report to the Board of the projects/ programmes/ impact assessment undertaken by the Company.

Meetings

There were 2 (Two) CSR Committee Meetings held during F.Y. 2024-25. The CFO and Manager & CBO also attended the meetings also attended the meetings.

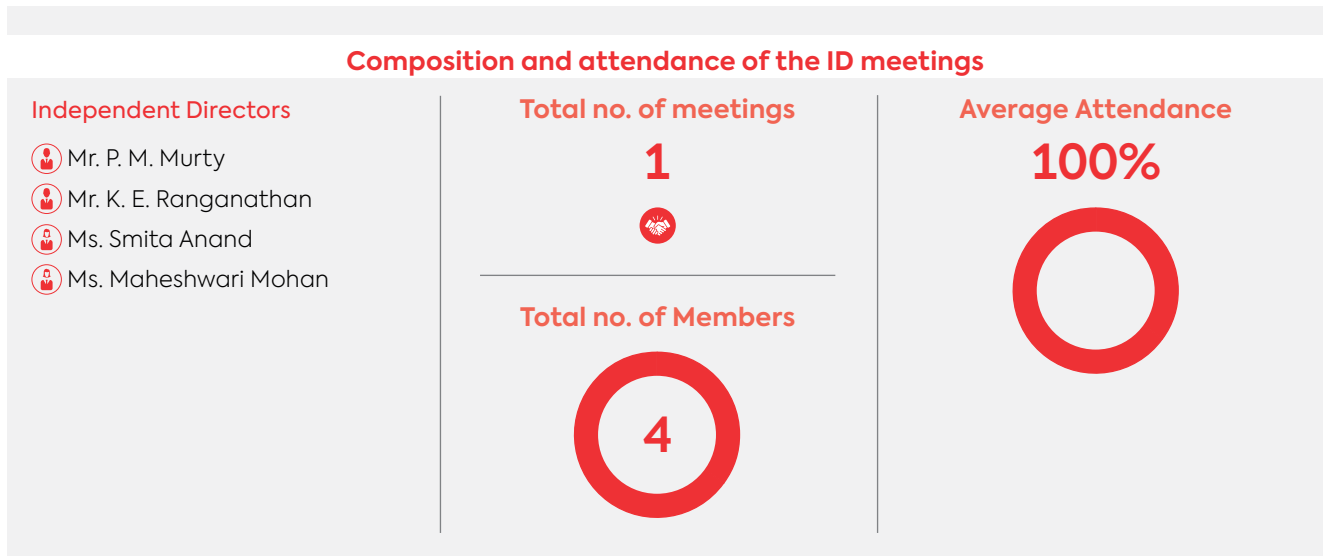
Name	Designation	Date of Meeting(s)		Total Attendance	Total entitled to attend	% of Attendance
		April 04, 2024	February 10, 2025			
Mr. Shantanu Khosla	Chairperson			2	2	<div><div>100</div></div>
Mr. P. M. Murty	Member			2	2	<div><div>100</div></div>
Mr. R. Sriram <sup>&amp;</sup>	Member		NA	1	1	<div><div>100</div></div>
Ms. Smita Anand	Member			2	2	<div><div>100</div></div>
Mr. G. S. Samuel <sup>^</sup>	Member		NA	1	1	<div><div>100</div></div>
Mr. T. R. Srinivasan <sup>^</sup>	Member		NA	0	1	<div><div></div></div>
Ms. Maheshwari Mohan	Member			2	2	<div><div>100</div></div>

<sup>&</sup>Ceased to be Member w.e.f. June 14, 2024

<sup>^</sup>Ceased to be Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).

Attended in person Attended through video conference Leave of absence

Committee of Independent Directors (“ID”)

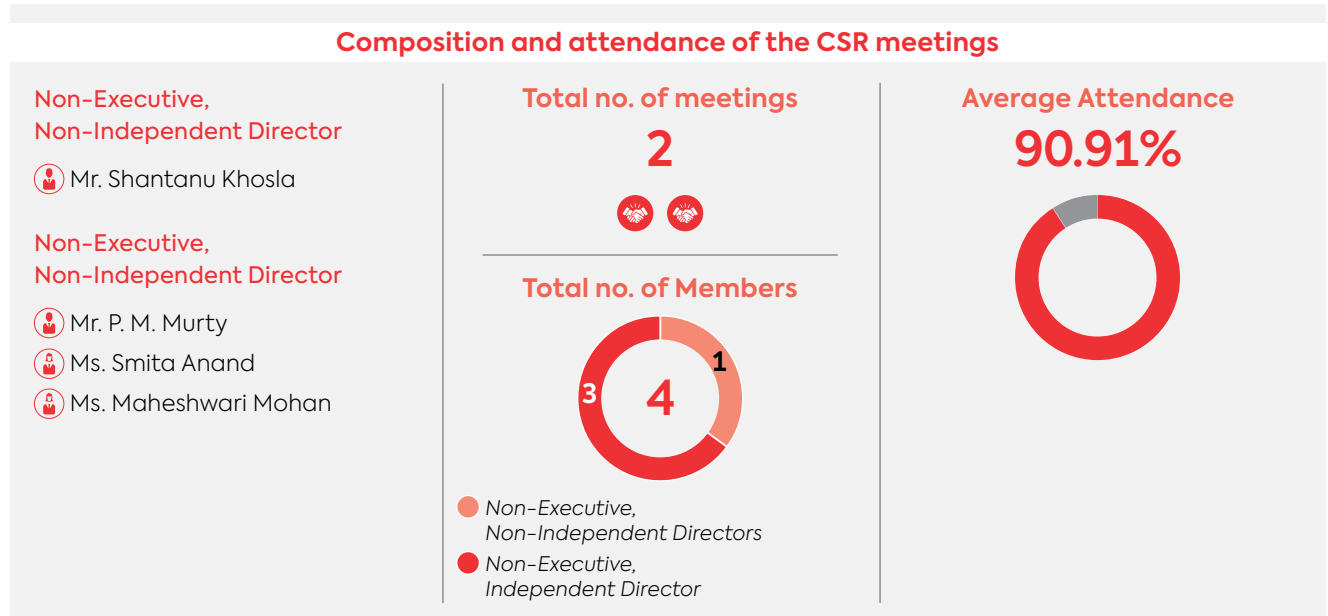


Name	Designation	Date of Meeting(s)		Total Attendance	Total entitled to attend	% of Attendance
		July 23, 2024				
Mr. P. M. Murty	Member			1	1	<div><div>100</div></div>
Mr. K. E. Ranganathan <sup>*</sup>	Member			1	1	<div><div>100</div></div>
Ms. Smita Anand	Member			1	1	<div><div>100</div></div>
Ms. Maheshwari Mohan	Member			1	1	<div><div>100</div></div>
Mr. A. Balasubramanian <sup>^</sup>	Member			1	1	<div><div>100</div></div>
Mr. M. Padmanabhan <sup>^</sup>	Member			1	1	<div><div>100</div></div>
Mr. G. S. Samuel <sup>^</sup>	Member			1	1	<div><div>100</div></div>
Mr. T. R. Srinivasan <sup>^</sup>	Member			1	1	<div><div>100</div></div>

<sup>\*</sup>Appointed w.e.f. April 4, 2024

<sup>^</sup>Ceased to be Member w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).

Attended in person Attended through video conference Leave of absence



The Independent Directors at their meeting held on July 23, 2024 during the Financial Year *inter alia* considered and noted the following:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;
- Evaluation of the performance of the Chairperson of the Company, considering the views of the other Non-Executive, Non-Independent Directors and
- Evaluation of the quality, quantity and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

As an outcome of the above process, individual feedback was shared with each Director subsequently during the year.

### Confirmation by the Board of Directors acceptance of Recommendation of Mandatory/ Non-Mandatory Committee(s)

In terms of the Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory/ non-mandatory Committee(s).

### Familiarisation Programme

The Company has a robust induction process that enables newly appointed Directors to familiarise themselves with the Company, management, operations, industry, business model, group structure, Code of Conduct and Code of Conduct for Prevention of Insider Trading. The Directors are taken through the history of the Company, the milestones achieved by the Company since the date of its inception, the details of the important events taken place in the Company and the growth of the Company over the decades.

All the Independent Directors are made aware of their roles and duties at the time of their appointment/ re-appointment through a formal letter of appointment which also stipulates other terms and conditions of their appointment.

As part of the ongoing familiarisation, business and functional heads are invited to make presentations on business performance, operations, finance, risk management framework, etc. to the Board. The Board members are regularly updated on key developments. The Directors are provided regular updates on key disclosures,

press releases, select analyst reports, key development in the pharmaceutical industry and material information on subsidiary companies.

The Company also convened a Board strategy-offsite during the Financial Year wherein core strategic priorities and critical business matters were discussed.

Pursuant to Regulation 25(7) of the Listing Regulations, as part of the ongoing familiarisation the Company conducted various familiarisation programmes for its Directors including review of industry outlook, regulatory updates at Board and Committee Meetings, presentations on internal controls over financial reporting, CSR Strategy, statutory compliance, investor grievances, prevention of insider trading regulations, the Listing Regulations, framework for related party transactions, etc.

During the Financial Year, the Company comprehensively updated the familiarisation programme to cover its enhanced initiatives. Details of the familiarisation programme imparted to independent directors is uploaded on the Company's website at <https://butterflyindia.com/wp-content/uploads/2025/06/Familiarization-Programme-for-FY-24-25.pdf>

### Performance Evaluation Criteria for Independent Directors

Performance Evaluation Criteria for Directors including Independent Directors is detailed out under Board's Effectiveness section of the Board's Report which forms part of this Annual Report.

### Remuneration of Directors

#### Nomination and Remuneration Policy

The Company has in place a Nomination and Remuneration Policy formulated as per the provisions of the Act and the Listing Regulations. The Policy outlines the role of N&RC and the Board, *inter alia*, determining the criteria for Board membership, approving, and recommending compensation packages and policies for Directors and Senior Management Personnels ("**SMPs**") and lay down the effective manner of performance evaluation of the Board, its Committees and the Directors.

In accordance with the said Policy the salient features of the policy as follows:

- Matters to be dealt with, perused and recommend to the Board by the N&RC, which *inter alia* includes size and composition of Board, positive attributes of Directors, succession plans, evaluation of performance of every Director, Board diversity etc;

- Appointment and Removal of Directors, KMP(s) and SMPs;
- Remuneration for Directors, KMP(s) and SMPs;
- Formulation of criteria for evaluation of Independent Directors and the Board;
- Devising a policy on Board diversity.

N&RC while deciding the basis for determining the compensation, both fixed and variable to the Non-Executive, Independent Directors, takes into consideration various factors such as Directors' participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees, time spent in carrying out other duties, role and functions as envisaged in Schedule IV of the Act and the Listing Regulations and such other factors as the N&RC may deem fit.

#### Non-Executive Independent Director's Remuneration

The Board has approved the payment of sitting fees to Non-Executive Independent Director's at ₹ 30,000 per meeting for both Board and Committee meetings. Additionally, at the 35<sup>th</sup> AGM held on July 14, 2022, the Members approved a commission of up to 1% of the Company's net profits for Non-Executive Independent Directors, in accordance with the Act. Furthermore, an additional commission is provided to the Chairperson of the Board, the Chairperson of the Audit Committee, and the Chairperson of the N&RC in recognition of their expanded roles and responsibilities.

#### Executive Directors' Remuneration

Mr. Rangarajan Sriram served as the Managing Director ("**MD**") and KMP of the Company till June 14, 2024. To ensure a smooth transition, he continued as an employee of the Company upto August 7, 2024. The annual remuneration package of Mr. R. Sriram constituted a fixed salary component including a basket of allowances/ reimbursements; a variable pay component and stock options (of Holding Company) as approved by the N&RC and the Board of Directors, from time to time. The variable pay of MD was paid annually which was determined by N&RC after factoring in the individual performance, i.e. KPIs achieved and the Company's performance. There was no claw back

provision in the remuneration paid to MD of the Company. In terms of applicable laws, there is no mandatory stock ownerships requirements for MD in terms of laws applicable in India.

Additionally, the MD was entitled to grant of employee stock options under various Employee Stock Option Scheme(s) and performance share plans of the Holding Company.

### Manager & Chief Business Officer ("**Manager & CBO**")

Pursuant to the recommendation of the N&RC, Ms. Swetha Sagar G was appointed as the Manager and CBO, designated as KMP of the Company, with effect from June 15, 2024, for a period of 5 (Five) years.

The annual remuneration package of Ms. Swetha Sagar G constitutes a fixed salary component including a basket of allowances/ reimbursements; a variable pay component and entitled for stock options of Holding Company as may be decided by N&RC of the Company and Holding Company. The variable pay of Manager & CBO is paid annually which is determined by N&RC after factoring in the individual performance, i.e. KPIs achieved and the Company's performance. There is no claw back provision in the remuneration paid to Manager & CBO of the Company. In terms of applicable laws, there is no mandatory stock ownerships requirements for Manager & CBO in terms of laws applicable in India.

The remuneration paid to Directors is in accordance with the provisions of the Act and does not exceed the thresholds specified in the Act and in Regulation 17(6)(ca) of the Listing Regulations.

None of the Directors of the Company have any pecuniary relationship with the Company apart from receiving remuneration.

In accordance with the Listing Regulations, no employee including KMPs or Director(s) or Promoter of a listed entity, shall enter into any agreements for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company, without prior approval from the Board as well as from shareholders by way of an ordinary resolution. No such instances were reported during the F.Y. March 31, 2025.



The details of the remuneration of Director(s) during F.Y. 2024-25 is given below:

(₹ in Lakhs)							
Name of Director(s)	Salary and allowances	Variable Pay*	Perquisite	ESOP <sup>§</sup>	Sitting Fees	Commission	Total
<b>Executive Director</b>							
Mr. Rangarajan Sriram* <sup>&amp;</sup>	36.69	12.33	0.08	52.59	-	-	101.69
<b>Non-Executive, Non-Independent Director</b>							
Mr. Shantanu Khosla	-	-	-	-	4.20	-	4.20
<b>Non-Executive, Independent Director</b>							
Mr. P. M. Murty	-	-	-	-	5.70	-	5.70
Mr. K. E. Ranganathan <sup>#</sup>	-	-	-	-	3.90	-	3.90
Ms. Smita Anand	-	-	-	-	6.30	-	6.30
Ms. Maheshwari Mohan	-	-	-	-	4.50	-	4.50
Mr. M. Padmanabhan <sup>^</sup>	-	-	-	-	4.20	-	4.20
Mr. A. Balasubramanian <sup>^</sup>	-	-	-	-	3.60	-	3.60
Mr. G. S. Samuel <sup>^</sup>	-	-	-	-	3.90	-	3.90
Mr. T. R. Srinivasan <sup>^</sup>	-	-	-	-	2.10	-	2.10

<sup>#</sup>Appointed w.e.f. April 4, 2024

<sup>&</sup>Variable Pay and Commission is for the F.Y. 2023-24 paid in F.Y. 2024-25

<sup>^</sup>Ceased to be Director(s) w.e.f. July 31, 2024, pursuant to completion of second term as an Independent Director(s).

<sup>\*</sup>Mr. Rangarajan Sriram ceased to be MD & KMP of the Company, w.e.f. June 14, 2024.

<sup>§</sup>ESOP of Holding Company

## Related Party Transactions (“RPTs”)

The Company has a Policy on RPTs (“RPT Policy”). The Policy intends to ensure that proper reporting, approval, disclosure processes are in place for all transactions between the Company and related parties.

As a process, all the RPTs that were in the ordinary course of business and at arm’s length basis and of repetitive in nature were approved as part of omnibus approval. This approval also applies to unforeseen transactions, as long as they are in line with the Company’s RPT Policy.

In accordance with the Company’s RPT Policy all RPTs are pre-approved by the Audit Committee. The RPTs entered into during the previous quarter are reviewed in subsequent quarter. RPTs in which directors are concerned or interested are additionally pre-approved by the Board of Directors and the interested Director(s) abstain from discussion and voting when such transaction is being considered.

During the financial year, the Company did not enter into any material RPT’s and there was no material significant transaction with any related party(ies) that had any potential conflict of interests of the Company at large.

The Policy on dealing with and Materiality of Related Party Transactions is available on the website of the Company and can be accessed at: <https://butterflyindia.com/wp-content/uploads/2025/05/BGMAL-RPT-Policy.pdf>

## Vigil Mechanism/ Whistle Blower Policy

Your Company is committed to high standards of corporate governance and stakeholder responsibility. The Company

have a Vigil Mechanism and Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and ensures that no discrimination is made towards any person for a genuinely raised concern. No personnel have been denied access to the Audit Committee.

In accordance with the provisions of Section 177(9) of the Act and the Rules made thereunder and also Regulation 22 of the Listing Regulations, Whistle Blower Policy of the Company is also available on the website of the Company and can be accessed at [https://butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy\\_28092022.pdf](https://butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy_28092022.pdf)

## Code of Conduct

Your Company has a Code of Conduct for Board and SMPs which provides guiding principles of conduct to promote ethical conduct of business, confirms to equitable treatment of all, and to avoid practices like bribery, corruption and anti-competitive practices.

All the Members of the Board and SMPs of the Company have affirmed their adherence with the Code of Conduct for F.Y. 2024-25, as required under Regulation 34 of the Listing Regulations. Ms. Swetha Sagar G, Manager & CBO has signed a declaration stating that the Board of Directors and SMPs of the Company have affirmed compliance with this Code of Conduct, which is annexed to this Report. This Code is available on the Company’s website and can be accessed at: [https://www.butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct\\_2023.pdf](https://www.butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct_2023.pdf).

## Compliance with Mandatory/ Non-mandatory Requirement(s)

Your Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance as specified in Regulation 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the Listing Regulations and obtained a certificate from M/s. Alagar & Associates, Practicing Company Secretaries regarding compliance of conditions of Corporate Governance, which is annexed to this report.

## Fees to Statutory Auditors

M/s. ASA & Associates LLP, Chartered Accountants, were re-appointed as the Statutory Auditor of the Company at the 35<sup>th</sup> Annual General Meeting (“AGM”) held on July 14, 2022 for conducting audit for a period of 5 (Five) years, till the conclusion of the 40<sup>th</sup> AGM of the Company.

The details of the total fees for all services paid by the Company to the Statutory Auditors are as follows:

(₹ in Lakhs)		
Type of Service	Amount (2024-2025)	Amount (2023-2024)
Statutory Audit Fees	26.50	22.00
Fees for Tax Audit	7.50	7.50
Other Services & Certifications	0.00	2.80
<b>Total</b>	<b>34.00</b>	<b>32.30</b>

## Information on General Body Meetings

### Annual General Meetings

Details of Annual General Meetings (“AGM’s”) and Extra Ordinary General Meeting(s) (“EGM’s”) held during last 3 (Three) financial years are as below:

Event	Financial Year	Venue	Mode	Day, Date & Time	Special Resolution(s) passed
37 <sup>th</sup> AGM	2024-2025	143, Pudupakkam Village Kelambakkam Chengalpattu District 603 103	Through Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”)	July 19, 2024	Payment of Remuneration to Ms. Swetha Sagar G as the Manager & Chief Business Officer of the Company
36 <sup>th</sup> AGM	2023-2024	143, Pudupakkam Village Kelambakkam Chengalpattu District 603 103	VC/OAVM	July 19, 2023	No Special Resolution was passed
35 <sup>th</sup> AGM	2022-2023	143, Pudupakkam Village Kelambakkam Chengalpattu District 603 103	VC/OAVM	July 14, 2022	Alteration of Articles of Association of Company

### Postal Ballot – Financial Year 2024-25

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company passed the following Special Resolution(s) by way of postal ballot:

#### Postal Ballot- 1

Date of Postal Ballot Notice	April 26, 2024
Voting Period	Monday, April 29, 2024 (9.00 A.M. IST) till Tuesday, May 28, 2024 (5.00 P.M. IST)
Date of Declaration of Result	May 28, 2024
Date of Approval	May 28, 2024

#### Details of Voting Pattern

Sr. No.	Particulars of the Resolution & type of Resolution	Votes cast in favour of the Resolution		Votes cast against the Resolution		Invalid votes
		No.	%	No.	%	
1	Appointment of Mr. Kunnawalkam Elayavalli Ranganathan (DIN:00058990) as an Independent Director	1,45,01,430	99.99	246	0.00	Nil

Ms. Sikha Purohit (FCS-9180), Proprietor, M/s. Sikha Purohit & Company, was appointed as the Scrutiniser for conducting Postal Ballot process (including e-voting) in a fair and transparent manner.

## Procedure for Postal Ballot

In compliance with Regulation 44 of the Listing Regulations, Sections 108, 110 and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs (“MCA”), the Company provided e-Voting facility to all its members.

The Company engaged the services of NSDL for the purpose of providing e-Voting facility to all its Members. The Postal Ballot Notice was sent to the Members in electronic form at their email addresses registered with the depositories/ Company’s RTA.

Further, pursuant to the MCA Circulars, the Company had also published a public notice in the newspaper for all the Members to update their email addresses and mobile numbers with the depositories prior to the circulation of postal ballot notice.

The Notice of Postal Ballot was sent in electronic mode only to those Members who had registered their e-mail addresses with the Company or Depository Participant/ Depository/ M/s. GNSA Infotech Private Limited (“RTA”). Further, the Members had the option to vote only through remote e-Voting and voting through physical ballot papers was not provided.

The Company had also published a notice in the newspaper declaring the details and requirements for postal ballot as mandated by the Act and applicable rules post circulation of postal ballot notice to all the Members. Voting right(s) were reckoned on the paid-up value of equity shares registered in the name of the Member as on the cut-off date. The scrutiniser completed their scrutiny and submitted the report to the Chairman/ MD and the consolidated results of the voting were announced by the Chairman/ Authorised Officer. The results were also displayed on the Company’s website and can be accessed at [https://www.butterflyindia.com/investor-relations/#postal\\_ballot](https://www.butterflyindia.com/investor-relations/#postal_ballot) besides being communicated to the Stock Exchanges, Depositories and RTA.

No Special Resolution was proposed to be passed through Postal Ballot as on the date of this Annual Report.

## Means of Communication to the Members

### a. Financial Results:

- The quarterly unaudited financial results and the Annual Audited financial results of the Company, in the prescribed proforma, are taken on record by the Board and are submitted to the Stock Exchanges in a timely manner.
- The results are normally published in Trinity Mirror, (English Daily) and Makkal Kural (Tamil

Daily) within 48 hours of the conclusion of the meeting of the Board in which it is approved.

- The Company also hosts the results on its website with a detailed information update and media release discussing the results. The results are displayed on the Company’s website <https://butterflyindia.com/investor-relations/>

### b. News/ events/ Presentations

All the official news releases are disseminated on the Company’s website whenever necessary at <https://www.butterflyindia.com/investor-relations/>

### c. Annual Report

Members have been provided with an opportunity to provide their e-mail ID for receiving correspondence, financial results and Annual Report in electronic form. The Annual Report has been sent in electronic form to the Members who have provided their e-mail ID. Physical copies of the Annual Report have been issued to those Members who have specifically requested for the same.

Annual Report is also posted on the Company’s website: [www.butterflyindia.com](http://www.butterflyindia.com) and also on the website of the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”).

### d. Investor Grievances

The Company has authorised the SRC of the Board to examine and redress complaints by shareholders and investors. The status of quarterly complaints is reported to the Board of Directors of the Company.

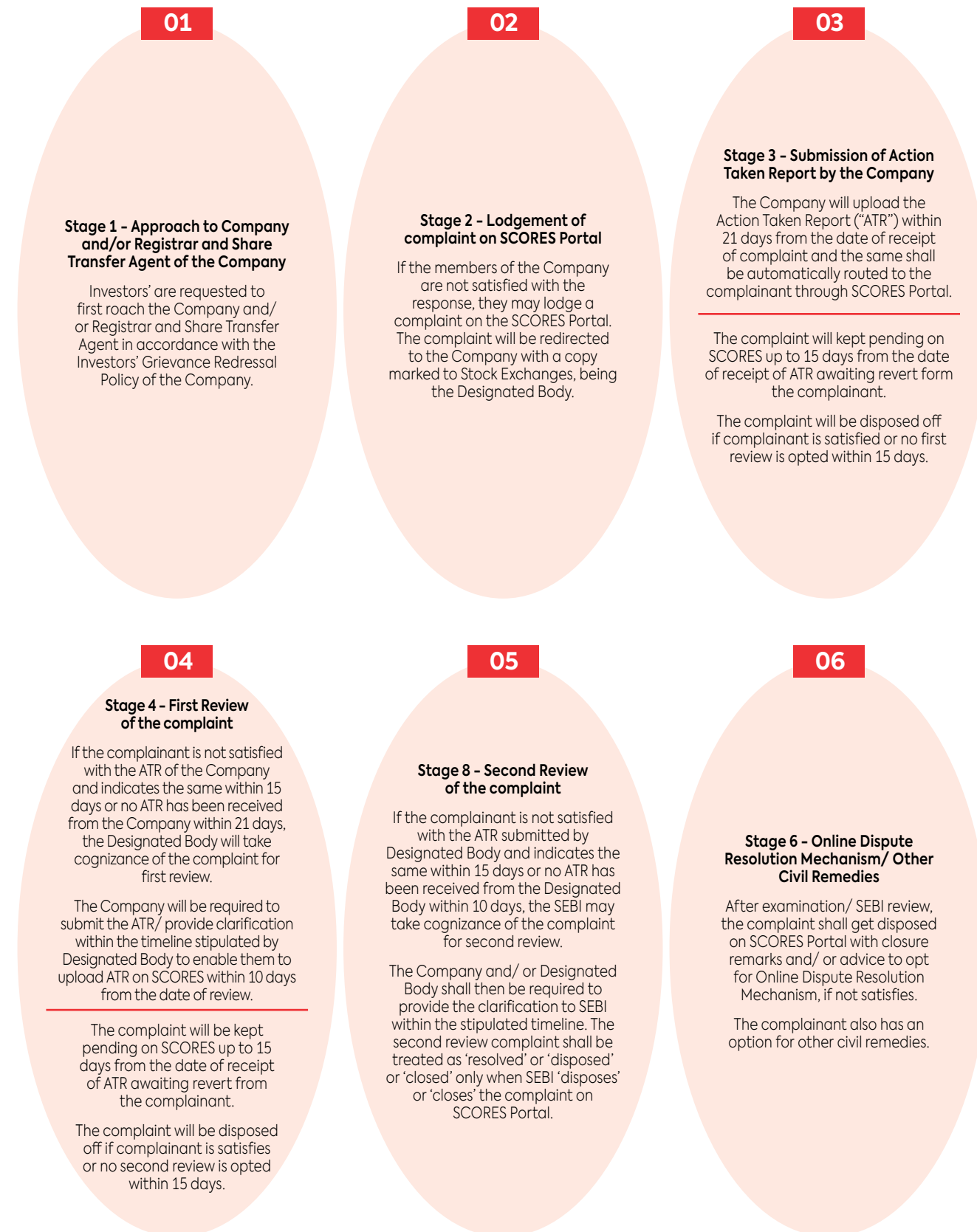
The Company and its RTA constantly monitors the Investor Complaints Module as available on the BSE Listing Portal, NSE Electronic Application Processing System (“NEAPS”) Portal, SEBI Complaints Redress System (“SCORES”) Portal and Online Dispute Resolution (“ODR”) Portal to track and redress the investor complaints and disputes in a speedy manner.

### Framework for handling and monitoring of Investors Complaints

SEBI has requested the Members to approach the Company directly at the first instance for their grievance. If the Company does not resolve the complaint of the Members of the Company, within stipulated time, then they may lodge the complaint with SEBI/ Stock Exchanges for further action.

Further, SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May 2024 has notified the revised framework for handling and monitoring of investor complaints received through SCORES platform by the Company and designated Stock Exchanges. The shareholders can access the new version of SCORES 2.0 at <https://scores.sebi.gov.in>.

The diagrammatic representation of the revised timelines and process is provided below:





### Online Dispute Resolution Portal (“ODR Portal”)

After exhausting all the available options for resolution of the grievance as per the Company’s Investors’ Grievance Redressal Policy, if the Shareholder is still not satisfied with the outcome, they may initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

The process for online resolution of disputes in the securities market has been provided by SEBI in its Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 28<sup>th</sup> December 2023.

With the said Circular, the existing dispute resolution mechanism in the Indian securities market is being streamlined under the aegis of Stock Exchanges and Depositories by expanding their scope and by establishing a common ODR Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market.

The shareholders can access the ODR Portal at <https://smartodr.in/login>

## General Shareholder(s) Information

### 38<sup>th</sup> Annual General Meeting

(a)	Date	August 5, 2025
	Day	Tuesday
	Time	11.00 AM (IST)
	Venue	The Annual General meeting will be held through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).
		The Corporate office i.e. E-34, 2nd Floor, Egattur Village, Rajiv Gandhi Salai, Navalur – 600130 shall be deemed to be venue of the meeting.
(b) <b>Particulars of Financial Calendar of the Company</b>		
	Financial year	April 01, 2025 to March 31, 2026
	Unaudited First Quarter Results	On or before August 14, 2025
	Unaudited Second Quarter Results	On or before November 14, 2025
	Unaudited Third Quarter Results	On or before February 14, 2026
	Last Quarter Results and Annual Audited Results	On or before May 30, 2026
	Date of Book Closure	Not Applicable
	Date of remote e-Voting	From August 1, 2025 (9.00 A.M.) to August 4, 2025 (5.00 P.M)
(c)	<b>Dividend payment Date</b>	Not Applicable
(d) <b>Name and Address of Stock Exchanges where the Company’s shares are listed and confirmation of payment of Annual Listing Fees:</b>		
	NSE	Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.
	BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001.
	Company has paid the Annual Listing fees of both the Stock Exchanges for 2024-25 and 2025-26 where the Company’s securities are listed.	
(e) <b>Stock Code</b>		
	BSE	517421
	International Securities Identification Number (ISIN)	INE295F01017 (NSDL & CDSL)
	Symbol	BUTTERFLY

### Registrar and Share Transfer Agent (“RTA”) and address for correspondence

For any queries relating to the securities of the Company, correspondence may please be addressed to GNSA Infotech Private Limited at: RTA department, Nelson Chambers, 4<sup>th</sup> Floor, F-Block, No. 115, Nelson Manickam Road, Aminijkarai, Chennai – 600030.

Telephone	: 044-42962025
Email	: <a href="mailto:sta@gnsaindia.com">sta@gnsaindia.com</a>
Website	: <a href="http://www.gnsainida.com">www.gnsainida.com</a>
Contact Person	: Mr. R. Balasubramaniam
Designation	: Manager
SEBI Registration	: INR200003967

Shareholders are requested to quote their Folio No./ DP ID & Client ID, E-mail address, if any, telephone number and full address while corresponding with the Company and its RTA.

For the benefit of the Members of the Company, documents will continue to be accepted at the Registered Office of the Company at:

#### Butterfly Gandhimathi Appliances Limited.

**Address:** No. 143, Pudupakkam Village, Vandalur – Kelambakkam Road, Kelambakkam, Chengalpattu District – 603103  
**T:** 044-49005154

**E-mail:** [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com)

**Website:** [www.butterflyindia.com](http://www.butterflyindia.com)

Members are requested to quote their Folio No./ DP ID & Client ID, E-mail address, if any, telephone number and full address while corresponding with the Company and its RTA.

### Share Transfer System

In terms of Regulation 40(1) of the Listing Regulations, as amended, securities can be transferred only in dematerialised form w.e.f. April 01, 2019, including in case of transmission or transposition of securities w.e.f. January 25, 2022.

All share transfers and other share-related issues are approved by Stakeholders’ Relationship and Share Transfer Committee duly constituted for this purpose and processed by the Registrar and Share Transfer Agent of the Company.

### Statement Showing Shareholding of more than 1% of the Capital as on March 31, 2025

Sr. No.	Name of the Shareholder(s)	No. of Shares	% of share capital
1	Crompton Greaves Consumer Electricals Limited	1,34,09,663	75.00
2	Sundaram Mutual Fund A/C Sundaram Small Cap Fund	2,67,592	1.50
3	Viswanatha Murugesu Kumaresan Mangalam	1,87,561	1.05
4	V. M. B. Unnamalai	1,86,454	1.04
5	V. M. Seshadri	2,78,207	1.56
6	V. M. G. Sivakami	1,94,754	1.09
7	V. M. L. Shenbaga Lakshmi	2,17,750	1.22

(i) Distribution of shareholding as on March 31, 2025:

Category (Shares)	No. of Share holders	No. of Shares held	%
1 to 5000	17,239	15,71,197	8.79
5001 - 10000	23	1,55,474	0.87
10001 - 20000	12	1,69,346	0.95
20001 - 30000	5	1,15,841	0.65
30001 - 40000	2	68,032	0.38
40001 - 50000	1	48,013	0.27
50001 - 100000	7	5,36,658	3.00
100001 and above	10	1,52,14,990	85.10
<b>TOTAL</b>	<b>17,299</b>	<b>1,78,79,551</b>	<b>100</b>

Break-Up of Shares in Physical and Demat Form as on March 31, 2025

Description	No. of Shareholder(s)	Shares	% to Equity
Physical	1,858	1,99,076	1.11
NSDL	5,956	1,69,37,523	94.73
CDSL	9,485	7,42,952	4.16
<b>TOTAL</b>	<b>17,299</b>	<b>1,78,79,551</b>	<b>100</b>

Categories of Shareholders as on March 31, 2025

Sr. No.	Category	No. of Shares of ₹ 10 each	% of Shareholding
<b>A.</b>	<b>Promoter</b>		
1	CROMPTON GREAVES CONSUMER ELECTRICALS LIMITED	1,34,09,663	75.00
<b>B.</b>	<b>Non-Promoters</b>		
1	ALTERNATIVE INVESTMENT FUND	-	-
2	BANKS	-	-
3	BODIES CORPORATES	3,74,822	2.10
4	CLEARING MEMBERS	351	0.00
5	DIRECTORS	-	-
6	EMPLOYEES	-	-
7	FOREIGN INSTITUTIONAL INVESTORS	-	-
8	FOREIGN NATIONALS	-	-
9	FOREIGN PORTFOLIO - CORP	1,890	0.01
10	H U F	-	-
11	I E P F	2,97,583	1.66
12	INDEPENDENT DIRECTORS	-	-
13	KEY MANAGEMENT PERSONNEL	6	0.00
14	MUTUAL FUNDS	4,40,713	2.46
15	NATIONALISED BANKS	-	-
16	NBFC	-	-
17	NON RESIDENT INDIAN NON REPATRIABLE	36,663	0.21
18	NON RESIDENT INDIANS	64,626	0.36
19	QUALIFIED INSTITUTIONAL BUYER	-	-
20	RESIDENT INDIVIDUALS	32,49,974	18.18
21	TRUSTS	-	-
22	Others	3,260	0.02
<b>Total</b>		<b>1,78,79,551</b>	<b>100</b>

Dematerialisation of Shares and liquidity

As on March 31, 2025, 98.89% of the total shares of your Company representing 1,76,80,475 equity Shares were in dematerialised.

Outstanding GDRs/ ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity:

No such instruments have been issued by the Company.

Commodity price risk or foreign exchange risk and hedging activities.

Your Company actively monitors the foreign exchange movements and takes forward/ options covers as appropriate to reduce the risks associated with transactions in foreign currencies.

Your Company also undertakes short-term commodity hedging activities to prevent future adverse price movement.

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018, is not applicable.

Plant locations of the Company

The Company currently has 1 (One) Plant Locations in the State of Tamil Nadu for operations of its Business. The details of the plant locations are as follows:

Sr. No.	Area	Address
1	Pudupakkam	143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam - 603 103 Chengalpattu District, Tamil Nadu

(n) Address for Correspondence

All communication regarding share transactions, change of address, bank mandates, nominations etc. should be addressed to the Registrars and Share Transfer Agent and to the Registered Office of the Company to the following addresses:

Registered Office Address	Registrar and Share Transfer Agent
M/s. Butterfly Gandhimathi Appliances Limited 143, Pudupakkam Village Kelambakkam Kancheepuram District- 603 103  Email: <a href="mailto:butterfly.investorrelations@butterflyindia.com">butterfly.investorrelations@butterflyindia.com</a> Website: <a href="https://www.butterflyindia.com/">https://www.butterflyindia.com/</a> Tel.No: 044-49005154	M/s. GNSA Infotech private Limited, STA Department, Nelson Chambers, 4th Floor, F-Block, No.115, Nelson Manickam Road, Aminjikarai, Chennai - 600 029  Email: <a href="mailto:sta@gnsaindia.com">sta@gnsaindia.com</a> Tel.No: +91-44-42962025

Credit Rating

CRISIL Ratings Limited, (“**CRISIL**”) has reaffirmed Company’s credit rating for its bank facilities during the financial year which is as follows:

Long Term Rating	CRISIL AA/ Stable
Short Term Rating	CRISIL A1+



## Disclosures:

### Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large

During the financial year under review, there were no materially significant RPT's that may have potential conflict with the interest of the Company at large.

### Disclosure of Non-Compliance of any requirement of Corporate Governance Report

The Company has complied with and disclosed all the mandatory corporate governance requirements mentioned under sub-para (2) to (10) of part C of Schedule V of the Listing Regulations.

### Loans and Advances in the nature of Loans to Firms/ Companies in which Directors are interested disclosure relating to Adoption of discretionary requirements

No Loans and Advances in the nature of loans to firms/ companies in which Directors are interested were given during the financial year.

### Details of material subsidiaries of the listed entity, including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Company does not have any subsidiary and hence reporting under this section is not applicable.

### D&O Insurance for Directors

In line with the requirements of Regulation 25(10) of the SEBI Listing Regulations, the Company has taken Directors and Officers Insurance (“D&O”) for all its Directors and Key Managerial Personnels for quantum and risks as determined by the Board of the Company.

### Managing Director and Chief Financial Officer Certification

The Company does not have Managing Director and the same responsibilities are being enrolled to Manager and CBO of the Company, accordingly the Annual certificate on the financial reports and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations is signed by the Manager & CBO and Chief financial

Officer of the Company and the same forms part of this Annual Report.

The Manager & CBO and Chief Financial Officer also jointly issued a quarterly compliance certificate on financial results and place the same before the Board in terms of Regulation 33(2) of the Listing Regulations.

### Other Disclosures

**The Board:** The Chairman of the Company is Non-Executive, Independent Director.

**Members Right:** Financial results are published in one English and one Vernacular Newspaper and also posted on the website of the Company at [www.butterflyindia.com](http://www.butterflyindia.com) and on the Stock Exchanges where the Company is listed.

**Unmodified Opinion(s) in Audit Report:** The Auditor's have issued an unmodified opinion on the financial statements of the Company.

**Reporting of Internal Auditor:** The Internal Auditor's reports to the Audit Committee.

The Company has complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years and accordingly no penalties or strictures were imposed on the Company by the stock exchanges, SEBI or any other statutory authority.

The securities of the Company were not suspended from trading at any time during the year.

### Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges, Securities Exchange Board of India (“SEBI”) or any other statutory authorities on any matter related to capital markets, during the last three years

There have been no instances of non-compliance by the Company, nor have any penalties or strictures been imposed by the Stock Exchange(s), the SEBI or any other statutory authority on any matters relating to the capital markets during the last 3 (Three) financial years.

### Details of compliances with mandatory requirements and adoption of the non-mandatory requirements of the clause

All the applicable mandatory requirements of Corporate Governance norms as enumerated under Schedule II to the Listing Regulations were complied with.

### Weblink where policy for determining ‘material’ subsidiaries is disclosed

The Company has no subsidiary.

### Weblink where policy dealing with ‘related party’ transactions

The Company's policy for dealing with ‘related party’ transactions can be viewed at its website <https://butterflyindia.com/wp-content/uploads/2025/05/BGMAL-RPT-Policy.pdf>

### Policy for Prohibition of Insider Trading

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), the Company has formulated the “Code of Conduct for Prevention of Insider Trading” and “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information”, which allows the formulation of a trading plan subject to certain conditions and requires pre-clearance for dealing in Company's shares. It also prohibits dealings in the Company's shares to Directors, Designated Persons, Connected Persons and their immediate relatives, while in possession of unpublished price sensitive information in relation to the Company and during the period(s) when the Trading Window to deal in the Company's share is closed.

Pursuant to the above, the Company has put in place adequate and effective system of internal controls to ensure compliance with the requirements of the PIT Regulations.

A Structured Digital Database of the entire designated employee is being digitally maintained by the Company on its internal server. These contain the names and other particulars as prescribed of the persons covered under the Codes drawn up pursuant to the PIT Regulations.

The Company Secretary has been appointed as the Compliance Officer to ensure the implementation of the Code for fair disclosure and conduct.

The Board of Directors, Designated Persons and other Connected Persons have affirmed compliance with the Code. The code of the Company can be accessed at <https://www.butterflyindia.com/wp-content/uploads/2022/03/Code-of-Conduct-10.02.2022.pdf>.

## Management Discussion and Analysis Report

This is given separately which forms part of the Annual Report.

### Details of utilisation of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A)

The Company has not raised funds through preferential allotment or qualified institutions placement during the financial year under review.

### Certificate from Company Secretary in Practice

The Certificate, as mandated under Part C of Schedule V of the Listing Regulations, has been obtained from M/s. Alagar & Associates, Practicing Company Secretaries. This certificate confirms that none of the Directors on the Board of the Company were debarred or disqualified for the Financial Year ending on March 31, 2025, from serving or continuing as Directors of the Company by SEBI/ Ministry of Corporate Affairs or any relevant statutory authority. It was presented before the Board of Directors during their meeting held on May 13, 2025, and is enclosed with this Annual Report.

### Disclosure of certain types of agreements binding listed entities

The Company does not entered into any agreements with any Companies or third parties that is binding on the Company during the financial year under review.

### Unclaimed Dividends

In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (“IEPF Rules”), all unclaimed/ unpaid dividend remaining unpaid or unclaimed for a period of 7 (Seven) years from the date it is transferred to unpaid dividend account/ they become due for payment, are required to be transferred to the Investor Education and Protection Fund (“IEPF”) administered by the Central Government.

Further, according to the Act read with the IEPF Rules, all the shares in respect of which dividend has not been paid or claimed by the shareholders for 7 (Seven) consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

The statutory timelines for claiming unclaimed and unpaid dividends declared by the Company is provided as under:

Financial Year	Date if declaration of dividend	Statutory timelines for claiming unpaid/ unclaimed dividend
2020-21 (Interim)	November 11, 2020	December 16, 2027
2020-21 (Interim)	March 2, 2021	April 7, 2028
2021-22 (Interim)	November 2, 2021	December 7, 2028

Process for claiming Shares & Dividend from IEPF

The claimants are advised to first approach the Company for entitlement letter along with all the required documents before filing of claim application with the IEPF Authority.

Accordingly, once the Company has received and verified all the requisite documents, it will then issue an entitlement letter duly signed by the Nodal Officer/ Deputy Nodal Officer of the Company along with all the required details to file web form IEPF-5 within a period of 30 (Thirty) days.

The claimants shall thereafter file web form IEPF-5 with the IEPF Authority along with entitlement letter and other supporting documents.

The claimants shall then submit the self-attested copy of form IEPF-5, its acknowledgement, and duly executed Indemnity Bond in an envelope marked as “Claim for refund from IEPF Authority” at the registered office address of the Company in the name of the “Nodal Officer of the Company”, to enable the Company to file the e-verification report of the claim within the prescribed timeline of 30 days (Thirty days).

The said process reduces the instance of claim applications being rejected by the Company/ IEPF Authority on account of incomplete and/ or non-receipt of required documents.

Nodal Officer

Mr. Viral Sarvaiya, Company Secretary & Compliance Officer of the Company ceased to be the Nodal Officer of the Company pursuant to his resignation as the Company Secretary & Compliance Officer of the Company. Further, Mr. Jayant Barde, Company Secretary & Compliance Officer of the Company has been appointed as the Nodal Officer of the Company in accordance with the IEPF Rules.

Contact information of the Nodal Officer for the purpose of co-ordination with the IEPF Authority is available on the Company’s website at <https://butterflyindia.com/investor-relations/>

Cyber security incidents or breaches and loss of data/ documents

In the rapidly evolving landscape of technology, it has become imperative for every organisation to embrace digitalisation and newer technologies to remain competitive, agile, and facilitate ease of doing business. In alignment with this imperative, our Company has proactively adopted and implemented digitalisation and advanced technologies across various facets of its operations. By integrating these innovations into our business processes, we aim to enhance efficiency, responsiveness, and overall effectiveness, thereby positioning ourselves strategically in today’s dynamic market environment.

In line with adoption of technology, there always subsist a risk, which is called a cyber risk, being one of the key risks, the Company is focused on maintaining a positive cybersecurity culture within the organisation, thus making cybersecurity a sustainable and repeatable process throughout the organisation.

In the past year(s), while our employees operated efficiently as a remote and hybrid workforce, we continued to remain vigilant about the evolving cyber security threat landscape.

To continue to have robust cyber security processes, the team has remained abreast of emerging cyber security events so as to achieve higher and continued sustenance.

During the year under review there was no incident or breach and loss of data/ documents have occurred. The same has been reported by the Company in a quarterly Corporate Governance report filed with the Stock Exchanges.

Disclosure on compliance with Corporate Governance Requirements

The Company has complied with all the requirements of Corporate Governance specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, wherever applicable.

Disclosure of accounting treatment

The financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendment) Rules, 2016.

Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company has constituted Internal Complaints Committee (“ICC”) to consider and resolve all sexual harassment complaints. The constitution of ICC is as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and

the Committee includes an external member who is an independent POSH consultant with relevant experience.

Details of sexual harassment complaints for the year ended March 31, 2025 as required under Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, and the Listing Regulations are furnished:

Sr. No.	Particulars	No of Complaints
1	Number of Complaints filed during the year	Nil
2	Number of Complaints Disposed during the year	Nil
3	Number of Complaints pending during the year	Nil

Report on Corporate Governance

This Chapter read together with the “Annexure to Corporate Governance” constitutes the Compliance Report on Corporate Governance for 2024-25.

For Butterfly Gandhimathi Appliances Limited

Place: Mumbai  
Date: May 13, 2025

P.M. Murty  
Chairman  
DIN: 00011179



## Certificate of Non-Disqualification of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,  
The Members

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Butterfly Gandhimathi Appliances Limited** having CIN: **L28931TN1986PLC012728** and having its registered office at 143, Pudupakkam Village, Kelambakkam, Kancheepuram Dist – 603103 (hereinafter referred to as ‘**the Company**’), produced before us by the Company for the purpose of issuing this Certificate, in accordance with **Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal <http://www.mca.gov.in>) as considered necessary and explanations furnished to us by the Company & its officers, **we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies** by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority;

Sr. No.	Name	DIN	Designation	Date of appointment/Re-appointment
1	Sunder Maheswari Mohan	07156606	Director	31/03/2015
2	Pangulury Mohan Murty	00011179	Director	01/04/2022
3	Smita Anand	00059228	Director	01/04/2022
4	Shantanu Maharaj Khosla	00059877	Director	30/03/2022
5	Kunnawalkam Elayavalli Ranganathan	00058990	Director	04/04/2024
6	Kaleelswaran Arunachalam	07625839	Director	09/11/2023
7	Nithiyanandam Anandkumar	10381096	Director	09/11/2023
8	Promeet Promode Ghosh	05307658	Director	12/05/2023

Ensuring the eligibility of the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **M/s. Alagar & Associates**  
(Formerly known as M. Alagar & Associates)  
Practising Company Secretaries  
Peer Review Certificate No: 6186/2024

Place: Chennai  
Date: May 13, 2025

**M. Alagar**  
Managing Partner  
FCS No. 7488  
CoP No. 8196  
UDIN: F007488G000333539

## Compliance Certificate Under Regulation 17(8) of Part B of Schedule-II of SEBI (LODR) Regulation 2015

To,  
The Board of Directors,  
**Butterfly Gandhimathi Appliances Limited**  
Chennai

### A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:

- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.

### B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2025 which are fraudulent, illegal or violative of the Company’s Code of Conduct.

### C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, improvement in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take for such improvement.

### D. We have indicated to the auditors and the Audit Committee that:

- There is no significant changes in internal control over financial reporting during the year ended March 31, 2025;
- There is no significant changes in accounting policies during the year March 31, 2025, and they are in compliance with Ind AS excepting those disclosed in the notes to the financial statements; and
- There were no instances of significant fraud of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

**Swetha Sagar G.**  
Manager & Chief Business Officer

Place: Mumbai  
Date: May 13, 2025

**V. A. Joseph**  
Chief Financial Officer

## Declaration of Compliance with Code of Conduct Under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Directors and Senior Management personnels of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the Financial Year ended March 31, 2025.

Date: May 13, 2025  
Place: Mumbai

**Swetha Sagar G**  
Manager & Chief Business Officer

## Compliance Certificate on Corporate Governance

To,  
The Members  
**Butterfly Gandhimathi Appliances Limited**  
143, Pudupakkam Village, Kelambakkam,  
Kancheepuram District – 603103

We have examined the compliance of conditions of Corporate Governance by **Butterfly Gandhimathi Appliances Limited** (“the Company”) for the period ended March 31, 2025 as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “Listing Regulations”).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **M. Alagar & Associates**  
(Formerly known as M. Alagar & Associates)  
Practising Company Secretaries  
Peer Review Certificate No: 6186/2024

**M. Alagar**  
Managing Partner  
FCS No: 7488  
COP No: 8196  
UDIN: F007488G000333627

Place: Chennai  
Date: May 13, 2025



## Annexure - 6

### Details Pertaining to Remuneration as Required Under Section 197(12) Read with Rule 5 (1) of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2014

#### 1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

The median remuneration of employees of the Company during the financial year 2024-2025 was ₹ 3,91,884 (Rupees Three Lakhs Ninety One Thousand Eight Hundred Eighty Four Only) and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the table below:

Sr. No.	Name of Director	Category	Increase/ Decrease in Remuneration in FY 2024-25	Ratio of remuneration to the median remuneration of the Company's employees
1.	Mr. R. Sriram*	Managing Director*	(64.39%)	26.01
2.	Mr. P. M. Murty	Independent Director^	(29.63%)	1.46
3.	Mr. Shantanu Khosla#	Non-Executive, Non-Independent Director	NA	NA
4.	Mr. K E Ranganathan%	Independent Director^	NA	NA
5.	Ms. Smita Anand	Independent Director^	(19.23%)	1.61
6.	Ms. Maheswari Mohan	Independent Director^	(25%)	1.15
7.	Mr. A. Balasubramanian\$	Independent Director^	(53.85%)	0.92
8.	Mr. M. Padmanabhan\$	Independent Director^	(53.33%)	1.07
9.	Mr. G.S. Samuel\$	Independent Director^	(51.85%)	1.00
10.	Mr. T. R. Srinivasan\$	Independent Director^	(46.15%)	0.54

\*Resigned w.e.f. June 14, 2024.

%Appointed w.e.f. April 4, 2024, hence it is not comparable.

^The remuneration of Independent Directors paid in FY 2024-25, consists of sitting fees only, wherein remuneration of Independent Directors paid in FY 2023-24, consist of sitting fees and commission.

\$Retired w.e.f. July 31, 2024 pursuant to completion of second term as an Independent Director.

#Mr. Shantanu Khosla did not receive any sitting fees for the F.Y. 2023-24, hence, the same is not comparable.

#### 2. The percentage increase in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in the financial year:

The percentage increase/ decrease in remuneration of each Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), Company Secretary or Manager, if any, in the financial year 2024-25 is provided in the table below:

Sr. No.	Name of Director/KMP	Designation	% increase/ decrease in Remuneration in 2024-25
1	Mr. Rangarajan Sriram^	Managing Director	(64.39%)
2	Ms. Swetha Sagar G*	Manager & Chief Business Officer	Not Applicable
3	Mr. V. A. Joseph&	Chief Financial Officer	227.37%
4	Mr. Viral Sarvaiya#	Company Secretary & Compliance Officer	9.62%

\*Appointed w.e.f. June 15, 2024

#Resigned w.e.f. April 7, 2025

^Resigned w.e.f. June 14, 2025

&The derived percentage is based on a comparison of 144 days of the F.Y. 2023-24 with 365 days of the F.Y. 2024-25 and also includes ESOP's of Holding Company.

#### 3. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year 2024-25, there was an decrease of (1.19%) in the median remuneration of employees.

#### 4. The number of permanent employees on the rolls of Company:

There were 1,071 permanent employees on the rolls of Company as on March 31, 2025.

#### 5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentile decrease made in the salaries of employees other than the managerial personnel in the financial year i.e., 2024-25 was (5.63)% whereas the increase in managerial remuneration for the last financial year 2023-24 was 7.80% (Calculated as per Weighted Average).

The remuneration of Independent Directors consists of sitting fees. While deciding the remuneration, various factors such as Director's participation in Board and Committee Meetings during the year, other responsibilities undertaken, such as Membership or Chairmanship of Committees etc., were taken into consideration.

#### 6. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy of the Company.

“Median” means the numerical value separating the higher half of a population from the lower half and the median of a finite list of numbers may be found by arranging all the observations from lowest value to highest value and picking the middle one. If there is an even number of observations, the median shall be the average of the two middle values.

For and on behalf of the Board of Directors

Place: Mumbai  
Date: May 13, 2025

**P. M. Murty**  
Chairman  
DIN: 00011179

## Annexure – 7

# Conservation of Energy, Technology Absorption and Foreign Exchange Outgo

### (A) Conservation of energy

The Company has a well-organised, structured, and continuous focus on improvement in efficiency of the machine, utility, and infrastructure. Some of the key initiatives for conserving energy saving during the Financial Year 2023-24 were:

- I. Machine idle running time avoided by introducing timer cut off machine running to Save power.
- II. 68% to 74% Thermal efficiency stove introduced to save Gas consumption.
- III. Introduction of Triply S.S pressure cooker to save cooking time and gas consumption by 20%.
- IV. Introduction of Servo drive in Injection moulding machines instead of Induction motor to save energy.
- V. Utilisation of sewerage treated water for gardening purposes.
- VI. Replacement of conventional light with LED lights in plants resulted in saving electricity consumption.
- VII. Motion sensor system introduced to save energy.

### (B) Technology Absorption

#### (i) The efforts made towards technology absorption

Regular initiatives were taken in updating the technology in the process area. Some of the areas of technology focus and initiatives were:

- I. Introduction of HRS system in injection moulding process to save plastic raw material consumption.
- II. Introduction of Food Processor technology in Mixer Grinder
- III. Introduction of 110~120V Mixer Grinder and Tabletop Wet Grinder
- IV. Introduction of Spill Free technology in Pressure Cooker
- V. 24 Hours Hot and Cold retention of Vacuum Flask 1st in India with ISI license.
- VI. Introduction of Nutri Blend technology in mixer Grinder
- VII. Implementation of 100% ROHS compliance Electrical product

#### (ii) The benefits derived like product improvement, cost reduction, product development or import Substitution:

- I. The benefits derived include product improvement and deduction in labour cost;
- II. Creation of awareness to employees and system implementation to reduce accidents/ incidents;
- III. Ensuring effective governance and traceability of product data is crucial for any company. To achieve this, our Company has implemented a robust system and process for managing product data; and
- iv. We have also embraced new technologies such as connectivity, Internet of Things (IoT), and data analytics to align with changing consumer trends.

#### (iii) Imported technology – Nil

- i. The details of technology imported – **No technology has been imported**
- ii. The year of import – **Not Applicable**
- iii. Whether the technology been fully absorbed – **Not Applicable**
- iv. If not fully absorbed, areas where absorption has not taken place, and the reasons thereof – **Not Applicable**

#### (iv) Expenditure incurred on Research and Development

(₹ in Lakhs)		
Sr. No.	Particulars	
		<b>2024-25</b>
		<b>2023-24</b>
1.	Capital	151.57
2.	Recurring	214.92
	<b>Total</b>	<b>366.49</b>
		<b>476.81</b>

### (C) Foreign Exchange Earnings and Outgo

(₹ in Lakhs)		
Particulars		
	<b>2024-25</b>	<b>2023-24</b>
Foreign exchange earnings	2,236.63	1,683.68
Foreign exchange outgo	3,642.30	3,906.39

For **and on behalf of the Board of Directors**

Place: Mumbai  
Date: May 13, 2025

**P. M. Murty**  
Chairman  
DIN: 00011179



# BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

## SECTION A: GENERAL DISCLOSURES

### I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L28931TN1986PLC012728
2.	Name of the Listed Entity	Butterfly Gandhimathi Appliances Limited
3.	Year of incorporation	1986
4.	Registered office address	143, Pudupakkam Village, Vandalur – Kelambakkam Road, Kelambakkam, Chengalpattu District – 603103.
5.	Corporate address	E-34, 2ND Floor, Rajiv Gandhi Salai, Egattur Village, Navalur, Chengalpattu District – 600130
6.	E-mail	<a href="mailto:butterfly.investorrelations@butterflyindia.com">butterfly.investorrelations@butterflyindia.com</a>
7.	Telephone	044-47415500
8.	Website	<a href="http://www.butterflyindia.com">www.butterflyindia.com</a>
9.	Financial year for which reporting is being done	2024-25
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited National Stock Exchange of India Limited
11.	Paid-up Capital	₹ 17,87,95,510
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Ms. Swetha Sagar G Designation: Manager & Chief Business Officer Email Id: <a href="mailto:butterfly.investorrelations@butterflyindia.com">butterfly.investorrelations@butterflyindia.com</a> Tel No: 044-47415500
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Standalone
14.	Name of assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

### II. Products/ services

#### 16. Details of business activities (accounting for 90% of the turnover)

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Kitchen Appliances & Domestic Electrical Appliances	Manufacturing	100%

#### 17. Products/ Services sold by the entity (accounting for 90% of the entity’s Turnover)

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Kitchen Appliances	47593	74.78%
2	Other Domestic Electrical Appliances	29309	25.22%

### III. Operations

#### 18. Number of locations where plants and/ or operations/ offices of the entity are situated

Location	Number of plants	Number of offices	Total
National	1*	<ul style="list-style-type: none"> <li>Branches 15</li> <li>Corporate Office 1</li> </ul>	17
		<b>Total</b>	<b>16</b>
International	NIL	NIL	NIL

\*Operations of one plant was consolidated to into the main plant.

#### 19. Markets served by the entity

##### a. Number of locations

Locations	Number
National (No. of States / UTs)	20 / 3
International (No. of Countries)	20

##### b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution to the total turnover is **2.65%**

##### c. A brief on types of customers

Butterfly Gandhimathi Appliances Limited is one of the leading manufacturers of domestic kitchen and electrical appliances in India and sells wide range of products that includes LPG Stoves, Mixer Grinders, Table-Top Wet Grinders, Pressure Cookers, Stainless Steel Vacuum Flasks and Non-Stick Cookware. Other products comprise of Juicers, Hand Blenders, Electric Irons, Power Hobs, Electric Rice Cookers, Electric Water Kettle. A strong distribution and channel network, and a dynamic on-line platform enables the Company to serve a diverse consumer base in India and International Market.

A mix of Distributors, Retailers, Institutional Buyers and Large Format Stores.

### IV. Employees

#### 20. Details as at the end of Financial Year, i.e. March 31, 2025

##### a. Employees and workers (including differently abled)

S. No. Particulars		Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
EMPLOYEES						
1.	Permanent (D)	572	541	94.58%	31	5.42%
2.	Other than Permanent (E)	0	0	0%	0	0%
3.	<b>Total employees (D + E)</b>	<b>572</b>	<b>541</b>	<b>94.58%</b>	<b>31</b>	<b>5.42%</b>
WORKERS						
4.	Permanent (F)	499	271	54.31%	228	45.69%
5.	Other than Permanent (G)	892	348	39.01%	544	60.99%
6.	<b>Total workers (F + G)</b>	<b>1,391</b>	<b>619</b>	<b>44.50%</b>	<b>772</b>	<b>55.50%</b>

##### b. Differently abled employees and workers

S. No	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
DIFFERENTLY ABLED EMPLOYEES						
1.	Permanent (D)	-	-	-	-	-
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total differently abled employees (D + E)	-	-	-	-	-
DIFFERENTLY ABLED WORKERS						
4.	Permanent (F)	-	-	-	-	-
5.	Other than permanent (G)	-	-	-	-	-
6.	Total differently abled workers (F + G)	-	-	-	-	-

21. Participation/ Inclusion/ Representation of women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	8*	2	25.00%
Key Management Personnel	3#	1\$	33.33%

\*Mr. K. E. Ranganathan (DIN: 00058990) was appointed as Non-Executive Independent Director w.e.f. April 4, 2024, basis the recommendation of the Nomination & Remuneration Committee, his appointment was subsequently approved by the Members on May 28, 2024, through postal ballot.

\*Mr. Rangarajan Sriram (DIN: 09550640) resigned as the Managing Director w.e.f. June 14, 2024.

\*Mr. A. Balasubramanian (DIN: 00490921), Mr. G S Samuel (DIN: 05284689), Mr. T R Srinivasan (DIN: 00367302) and Mr. M. Padmanabhan (DIN: 00101997), retired w.e.f. July 31, 2024, pursuant to completion of second term.

#Ms. Swetha Sagar G was appointed as the Manager & Chief Business Officer of the Company w.e.f. June 15, 2024 for a period of 5 (Five) years w.e.f. June 15, 2025 to June 14, 2030, which was subsequently approved by the Members of the Company at the 37<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on July 19, 2024.

#Mr. Viral Sarvaiya, Company Secretary & Compliance Officer, resigned w.e.f. April 07, 2025

\$Ms. Swetha Sagar G was appointed as the Manager and CBO of the Company w.e.f. June 15, 2024

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2024-25			FY 2023-24			FY 2022-23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	16.96%	0.70%	17.66%	12.82%	1.41%	14.23%	10.85%	0.68%	11.53%
Permanent Workers	3.23%	1.66%	4.89%	6.25%	1.02%	7.27%	2.03%	1.66%	3.69%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding/ subsidiary/ associate companies/ joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Crompton Greaves Consumer Electricals Limited (“Crompton”)	Holding Company	75%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes

The Company aims at contributing to CSR activities much before it was even mandated under the Companies Act 2013. Company focusses on fulfilling its responsibility as a Corporate Citizen and lays down the guidelines and mechanism for carrying out socially useful activities/ projects and programmes for sustainable welfare and development of community at large.

(ii) Turnover (in ₹): 86,450.15 Lakhs

(iii) Net worth (in ₹): 32,527.92 Lakhs

VII. Transparency and disclosures compliances

25. Complaints/ Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)  (If Yes, then provide web-link for grievance redress policy)	FY 2024-25			FY 2023-24		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities <sup>1</sup>	YES	NIL	NIL	-	NIL	NIL	-
Investors (other than shareholders) <sup>2</sup>	YES	NIL	NIL	-	NIL	NIL	-
Shareholders <sup>2</sup>	YES	2	NIL	Complaints received from the Shareholders were replied within stipulated time and resolved.	7	NIL	Complaints received from the Shareholders were replied within stipulated time and resolved.
Employees and workers <sup>3</sup>	YES	NIL	NIL	Minor complaints are resolved by the respective SPOC, location wise	NIL	NIL	Minor complaints are resolved by the respective SPOC, location wise
Customers <sup>4</sup>	YES	6,64,372	1721	• 67% of complaints closed in 24 hrs (R24) • 83% of Complaints closed in 48 hrs (R48)	6,37,707	20	80% of complaints were resolved within the D1 (Day 1). 97% of complaints were resolved within the D7 (Day 7).
Value Chain Partners <sup>5</sup>	YES	NIL	NIL	-	NIL	NIL	-
Other (please specify)	NIL	NIL	NIL	-	NIL	NIL	-

Your Company is committed to encourage openness, promoting transparency and reporting improvements without fear of rebuttal. The organisation is committed to creating a culture that encourages high standards of ethics and upholds decent and safe working conditions for the entire workforces [https://www.butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy\\_28092022.pdf](https://www.butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy_28092022.pdf)

<sup>1</sup>Communities while interacting during the community engagement programmes, can report their grievances.

<sup>2</sup>Investors, Shareholders and stakeholders can correspond with the Company by sending an email to [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com) or by calling on the below mentioned numbers 044-4741 5500

<sup>3</sup>Employees and workers can report any grievance can by sending an e-mail to [hr@butterflyindia.com](mailto:hr@butterflyindia.com) in or in physical form in a sealed envelope.

<sup>4</sup>Customers can report grievances by sending an e-mail [service@butterflyindia.com](mailto:service@butterflyindia.com) or by calling on 93620 19362. Customers who lodged complaints between March 25 and March 31 of the fiscal year's end will have them resolved by the start of the next fiscal year. Our service team is altogether aligned based on the targets and ensures that no complaints should be allowed to exceed their set targets.

<sup>5</sup>Value chain partners reach out to the respective point of contacts in any functions with escalation to management.



## 26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Compliance to laws and regulation	R	The corporate regulatory and legal landscape undergoes constant changes, leading to an increasingly arduous, strict, and intricate compliance framework.	Compliance status are in place which is placed before the Board in every quarterly meetings. Secretarial Auditors periodically reviews all the filings and compliances and gives a report for every financial year. Having the regular updates regarding the government policies and circulars.	Negative
2.	Cyber Security/ Information Security	R	Data leak can expose sensitive information to unauthorised parties, including financial data, and confidential business information. This can lead to reputational damage, loss of customer trust, legal and regulatory penalties and financial losses.	Developing an inhouse IT team, establishing the local LAN security, frequent change of password, spoofing restrictions, blocking of unwanted website, and having the Firewall for all the system.	Negative
3.	Health and safety of employees and workers	R	Failing to implement health and safety measures may have serious consequences for a business, such as higher expenses in legal proceedings, reduced workforce, and demotivated employees.	The Company ensures workplace safety through comprehensive measures including employee training, provision of PPE, and insurance coverage. Regular safety audits and a strong safety culture are promoted, supported by weekly reviews with leadership. An Emergency Response team is equipped for crisis management. The Company complies with regulatory requirements like EPR and PCB renewals, and works towards reducing hazardous materials. These efforts demonstrate a firm commitment to maintaining a safe and compliant workplace environment.	Negative
4.	Risk Management	R & O	Robust risk management ensures sustainable business growth with stability, establish a structured and intelligent approach to risk management and to promote the confidence amongst the company's stakeholders in the effectiveness of its business management process and its ability to plan & meet its strategic objectives.	Company has its own risk management committee that assist the Board of Directors in fulfilling its corporate governance oversight responsibilities with regard to identification, evaluation and mitigation of strategic, operational, and external environment risks monitoring and approving the risk management framework and associated practices of the Company.	Positive as well as Negative

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
5.	Product Risk – Innovation & Quality	R	Innovation not in line with market/ consumer needs/ emerging technologies and slow pace in converting ideas into development, delays in product launch leading to disruption by competition, capability challenges in marketing and R&D, inadequate capability and process in quality assurance and controls.	Assessing consumer needs and defining NPD plan by extensive market research, consumer insight and conducting workshops to define broader framework for product Innovation. Appointed Quality Head for leading the quality and assurance controls.	Positive
6.	Supply Risk	R	Potential leakages and wastages due to inefficient buying, including single sourcing – cost, pay-terms, quality etc., causing contract termination, Inadequate vendor evaluation process etc.	The Company has established process for vendor/ supplier Identification, Qualification, and onboarding. Onboarded alternate vendors for high procurement category business and has started doing evaluation of key vendors/ suppliers in terms of cost, quality etc.	Negative
7.	Operational Risk – Inventory	R	Challenges faced while maintaining inventory such as lack of monitoring on ageing inventory which are outdated, focus lag due to too many SKUs and inconsistent BOM maintenance leading to significant stock differences and valuation issues.	The Company has SNOP process, driven through central Planner to balance on optimistic outlook, with weekly reality check and immediate corrections in supplies and ageing stock liquidation reducing the inventories to 70 days from 120 days in previous year.	Positive
8.	Customer Satisfaction	R	Absence of feedback mechanism to assess the Customer satisfaction, Inadequate framework to benchmark with competition	The Company has initiated service feedback certification from direct channel partners, setting free camps across pan India, extending door step services in Mixers category etc.	Positive
9.	Quality & service	O	Good quality results in higher customer satisfaction & better brand image.	-	Positive
10.	Business Ethics & Anti Corruption	R	Unfair business practices leads to reputational loss and reduced shareholders trust.	The Company has a defined Code of Conduct which covers issues related to ethics and corruption. It also covers all dealings with suppliers, customers and other stakeholders. The Company also has a Whistle Blower Policy ("WB Policy") which enables its employees to report their concerns about unethical behaviour.	Negative
11.	Corporate Governance, Transparency and Disclosures	R & O	Good corporate governance results in enhanced stakeholder trust and brand reputation. Poor corporate governance practices may lead to financial mismanagement, fraud, or other financial risks.	The Company undertakes several measures such as implementing robust corporate governance practices, ensuring transparency in business practices and financial reporting, conducting regular internal audits.	Positive as well as Negative

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes										
1.	a. Whether your entity's policy/ policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies, if available	<a href="https://butterflyindia.com/investor-relations/#policies">https://butterflyindia.com/investor-relations/#policies</a>								
2.	Whether the entity has translated the policy into procedures. (Yes /No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	To emphasise the values of transparency and ethical behaviour, empowerment, and accountability. The Company has formalised the 'Code of Conduct' for the Directors and employees of the Company. The Code lays down principles and standards that govern the actions of the employees during the conduct of the Company's business. It covers all dealings with vendors, consumers, and other business partners.								
4.	Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	List of standards in which the Company achieved certification are:  1. Star Label program Certification for high thermal efficient LPG Stoves from M/s BEE.  2. ECAS certification for UAE & Spring Approval Certification for Singapore renewed for Mixer Grinder. ECAS certification for UAE renewed for Wet Grinder.  3. Operates with Four BIS Certification Marks Licenses (ISI Mark Scheme).  4. ISO 9001 Quality Management System Certification.  5. Sustenance of CE certificate for Mixer Grinder, Pressure Cooker and Table Top Wet Grinder for Europe requirements and G Mark for Mixer Grinder and Wet Grinder for Gulf country.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	Please refer to the Chairman's Message and Management Discussion and Analysis Report ("MDA") for our management approach and commitments.								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	The Company continues to focus its efforts towards user friendly, convenient safe, efficient and affordable products through sustainable and durable materials/ processes.								
Governance, leadership, and oversight										
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements ( <i>listed entity has flexibility regarding the placement of this disclosure</i> )  The Company's purpose statement is " <b>Powered by Innovation Designed for growth</b> ". Please refer to the Chairman's Message, Management Discussion and Analysis Report for our management approach and commitments.									
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Name: Ms. Swetha Sagar G Designation: Manager & Chief Business Officer Email Id: <a href="mailto:butterfly.investorrelations@butterflyindia.com">butterfly.investorrelations@butterflyindia.com</a> Tel No: 044-47415500								
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	The Company doesn't have a specific Board/ Director responsible for decision making on sustainability related issues, but the company practices sustainability through its CSR framework. The Risk Management Committee is responsible for the review of risk management processes within the Company, and for overseeing the implementation of the requirements of this policy.								

### 10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director/ Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	The policies of the Company are reviewed periodically or on need-base by the Board of Directors, department heads, and business heads.  During this assessment, the efficacy of the policies are reviewed, and necessary changes to the policies and procedures, if any are implemented.									Annually								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	A Compliance report across all statutory requirements is submitted to the Audit Committee on a quarterly basis.									Quarterly								
										P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.										Internal and external auditors, where needed, assess these policies during their audits and reviews. However, no formal evaluation by any internal or external agency has been conducted.								
12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated																		
Questions										P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)																		
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)																		
The entity does not have the financial or/ human and technical resources available for the task (Yes/No)																		
It is planned to be done in the next financial year (Yes/No)																		
Any other reason (please specify)										NA as all principles are covered.								
List of Policies										Website Links								
Code of Coduct										<a href="https://butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct_2023.pdf">https://butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct_2023.pdf</a>								
Vigil Mechanism and Whistle Blower Policy										<a href="https://butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy_28092022.pdf">https://butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy_28092022.pdf</a>								
Code of Conduct to Regulate, Monitor and Report trading by Insiders										<a href="https://butterflyindia.com/wp-content/uploads/2025/05/BGMAL-Code-of-Conduct-to-Regulate-Monitor-Report-Trading-by-DP.pdf">https://butterflyindia.com/wp-content/uploads/2025/05/BGMAL-Code-of-Conduct-to-Regulate-Monitor-Report-Trading-by-DP.pdf</a>								
Prevention of Sexual Harassment Policy										<a href="https://butterflyindia.com/wp-content/uploads/2022/03/Prevention-of-Sexual-Harassment-10.02.2022.pdf">https://butterflyindia.com/wp-content/uploads/2022/03/Prevention-of-Sexual-Harassment-10.02.2022.pdf</a>								
Corporate Social Responsibility Policy										<a href="https://butterflyindia.com/wp-content/uploads/2021/04/CSR-POLICY-20.10.2020.pdf">https://butterflyindia.com/wp-content/uploads/2021/04/CSR-POLICY-20.10.2020.pdf</a>								
Maternity Leave Policy										This policy is available internally in the Company.								
Product Service Policy										This policy is available internally in the Company and has been made available to the product service centres.								

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as “**Essential**” and “**Leadership**”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.



PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programs on any of the Principles during the financial year

Segment	Total number of training and awareness programmes held	Topics/ principles covered under the training and its impact	% age of persons in respective category covered by the awareness programmes
Board of Directors & Key Managerial Personnel	35	Familiarisation programs are carried out by way of exhaustive presentations on various topics and areas like <ul style="list-style-type: none"><li>Overall industry in which the Company operates, Company's operations and Strategy and Annual Budget of the Company</li><li>Financials</li><li>Statutory Compliances</li><li>Annual Report</li><li>Company Policies</li><li>Cost Records</li><li>Corporate Social Responsibilities framework</li><li>Enterprise Risk Management</li><li>Regulatory updates at Board and Audit Committee Meetings and Investor Grievances etc.</li></ul>	100%
Employees other than BoD, KMPs & Workers	47	<ul style="list-style-type: none"><li>Accident &amp; Incident Investigation</li><li>Awareness ESG Training</li><li>Basic Fire Safety</li><li>Behaviour Based Safety Training</li><li>Chemical Safety Training</li><li>Code of Conduct</li><li>Consequence Management Training</li><li>Critical To Safety Awareness</li><li>Defensive Safety Training</li><li>Environmental Awareness</li><li>Ergonomic Training</li><li>Fire Fighting</li><li>First Aid Training</li><li>Forklift Safety</li><li>Hand &amp; Finger Safety Training</li><li>ISO Certification training</li><li>Machine Guard &amp; Safe Operations</li><li>Near Miss &amp; Accident Investigation</li><li>Permit To Work System</li><li>PFMEA &amp; Control Plan</li><li>POSH Training</li><li>PP Awareness Training</li><li>Presentation and Communication Skills</li><li>Safe Material Handling Training</li><li>Values Café</li><li>Women Safety Training</li></ul>	100%
Workers	22	<ul style="list-style-type: none"><li>Accident &amp; Incident Investigation</li><li>Basic Fire Safety</li><li>Behaviour Based Safety Training</li><li>Chemical Safety Training</li><li>Consequence Management Training</li><li>Defensive Safety Training</li><li>Environmental Awareness</li><li>Ergonomic Training</li><li>Fire Fighting Training</li><li>Fire Fighting Training</li><li>First Aid Training</li><li>Forklift Safety</li><li>Hand &amp; Finger Safety Training</li><li>ISO Certification Training</li><li>Machine Guard &amp; Safe Operations</li><li>Near Miss &amp; Accident Investigation</li><li>Permit To Work System</li><li>POSH Training</li><li>PPE Awareness Training</li><li>Safe Material Handling Training</li><li>Values Café</li><li>Women Safety Training</li></ul>	100%

2. Details of fines/ penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors/ KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred?(Yes/No)
Penalty/ Fine	NIL	NIL	NIL	NIL	NIL
Settlement	NIL	NIL	NIL	NIL	NIL
Compounding fee	NIL	NIL	NIL	NIL	NIL

Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred?(Yes/No)
Penalty/ Fine	NIL	NIL	NIL	NIL
Settlement	NIL	NIL	NIL	NIL

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy. Yes

The Company places great emphasis on maintaining high ethical and legal standards and is dedicated to implementing appropriate regulatory frameworks to govern its business practices. The Company's code of conduct and whistle-blower policy aligns with the relevant anti-corruption and anti-bribery frameworks. link to the policy is [https://butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct\\_2023.pdf](https://butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct_2023.pdf) and [https://butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy\\_28092022.pdf](https://butterflyindia.com/wp-content/uploads/2022/09/Whistle-Blower-Policy_28092022.pdf)

5. Number of Directors/ KMPs/ employees/ workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

	FY 2024-25	FY 2023-24
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	NIL	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest

	FY 2024-25		FY 2023-24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	NIL	NIL	NIL	NIL
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	NIL	NIL	NIL	NIL

7. Provide details of any corrective action taken or underway on issues related to fines / penalties/ action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

There were no cases of corruption or conflicts of interest that required action by regulators, law enforcement agencies, or judicial institutions.

8. Number of days of accounts payables (Accounts payable \*365)/ Cost of goods/ services procured) in the following format

	FY 2024-25	FY 2023-24
Number of days of accounts payables	44	76

9. Openness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format

Parameter	Metrics	FY 2024-25	FY 2023-24
Concentration of Purchases	a) Purchases from trading houses as % of total purchases	NA	NA
	b) Number of trading houses where purchases are made from	NA	NA
	c) Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a) Sales to dealers/ distributors as % of total sales	51.68%	49.22%
	b) Number of dealers/ distributors to whom sales are made	737	693
	c) Sales to top 10 dealers/ distributors as % of total sales to dealers/ distributors	15.85%	15.07%
Share of RPTs in	a) Purchases (Purchases with related parties/ Total Purchases)	0.00%	0.02%
	b) Sales (Sales to related parties/ Total Sales)	3.61%	1.04%
	a) Loans & advances (Loans & advances given to related parties/ Total loans & advances)	NIL	NIL
	d) Investments (Investments in related parties/ Total Investments made)	NIL	NIL

Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year

Total number of awareness programmes held	Topics/ principles covered under the training	% of value chain partners covered (by value of business done with such partners) under the awareness programmes
12	<ul style="list-style-type: none"><li>5S Awareness</li><li>Positive Safety Culture through 5Cs</li><li>Electrical Safety</li><li>Environmental awareness</li><li>Incident reporting &amp; Investigation</li><li>First Aid – Snack Bite</li><li>Chemical Safety</li><li>Machine Safety</li><li>Statutory Requirement Awareness</li><li>Consequence Management</li><li>Permit Work</li><li>Emergency Preparedness</li><li>HIRA &amp; Aspect/ Impact</li><li>ISO 45001 &amp; 14001</li><li>Internal Auditor Training</li><li>Fire Fighters Training</li><li>Forklift Driving Training</li><li>Safety Orientation &amp; 5S Training</li></ul>	100%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same

The COC encourages all its employees not to participate in any activities that might lead to a conflict of interest.

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

The Company follows an innovation-led and customer centric approach to product development. The Company has its own dedicated R&D team that works on providing customers with the most advanced and useful kitchen appliances. The Company has 25+ acre campus with an integrated manufacturing facility to design and develop products. The Company is constantly revamping their portfolio to fulfil customer expectations for performance and durability of products.

	FY 2024-25	FY 2023-24	Details of improvements in environmental and social impacts
R&D	58.64%	32.07%	1. Usage of LDPE (Low density Polyethelene packaging buffers instead of Thermocol) 2. Using 100 % Copper for motors for longer life 3. Implementation of 2 Star rated cooktop in markets 4. Efficiency Improvement from 74 % to 76 % resulting in Gas consumption Saving
Capex	41.36%	67.93%	

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes, to ensure that suppliers also contribute to long-term sustainability, the Company employs ethical procurement practices and stringent selection criteria that promote environmental protection, social benefits and the optimisation of product and service quality. Through several programs, the Company is aiming to increase suppliers' understanding of their legal obligations, sustainable business practices and the importance of employee health and safety. The Company adheres to international standards, including ISO 9001 and other Environmental, Health, and Safety (“EHS”) requirements.

b. If yes, what percentage of inputs were sourced sustainably?: 85%

3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The Company has shown its commitment to responsible and sustainable manufacturing practices by obtaining ROHS certification for compliance with the restriction on hazardous substances, as well as adhering to PCB statutory compliance for the proper disposal of Bakelite and plastic waste, which ensures environmental compliance and protection of human health and safety.

**Plastic-** Plastic waste Management Authorisation issued for Domestic and Import by Central Pollution Control Board.

**EPR-** Plastic waste Management Authorisation issued for Domestic and Import by Central Pollution Control Board.

**E-waste-** The Company complied with EPR for E-waste management with the CPCB.

**For EPR-** Battery Waste Management Authorisation issued by Central Pollution Control Board.

**For E waste and plastics packaging waste-** As on Organisation fulfilling its EPR obligations, Butterfly received the target from CPCB for channelling its plastics and E waste across the country.



4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same

Yes, EPR applies to the Company's Business and obtained EPR authorisation for Plastic Domestic & Import, E waste and Battery waste.

#### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective/ Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Not applicable as we have not conducted LCA for any of our products.

2. If there are any significant social or environmental concerns and/ or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective/ Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not Applicable

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2024-25	FY 2023-24
Spent Oil	33.89%	43%
Plastic	1.5%	5%

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format

	FY 2024-25			FY 2023-24		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics including packaging)	12.64 MT	0	201.49 MT	51.20	51.20	254.51MT
E-waste	0	0	2.58 MT	0	0	7.27MT
Hazardous waste	0	0	98.53 MT	0	0	135.98MT
Other waste	0	0	1270.88 MT	0	0	1269.71MT

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Damaged material comes to the depots and is disposed of through the contracting process. The quantum of the amount is almost negligible.	

### PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

#### Essential Indicators

1. a. Details of measures for the well-being of employees

Category	% of employees covered by										
	Health insurance			Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Total (A)	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	541	541	100%	541	100%	-	-	-	-	Yes	
Female	31	31	100%	31	100%	31	100%	-	-	Yes	
Others	-	-	-	-	-	-	-	-	-	-	-
Total	572	572	100%	572	100%	31	5.42%	-	-	-	-
Other than Permanent employees											
Male	-	-	-	-	-	-	-	-	-	-	-
Female	-	-	-	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-	-

- b. Details of measures for the well-being of workers

Category	% of workers covered by										
	Health insurance			Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
	Total (A)	Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	271	271	100%	271	100%	-	-	-	-	-	-
Female	228	228	100%	228	100%	228	100%	-	-	Yes	-
Others	-	-	-	-	-	-	-	-	-	-	-
Total	499	499	100%	499	100%	228	45.69%	-	-	-	-
Other than Permanent workers											
Male	348	0	0%	0	0%	-	-	-	-	-	-
Female	544	0	0%	0	0%	544	100%	-	-	Yes	-
Others	-	-	-	-	-	-	-	-	-	-	-
Total	892	0	0%	0	0%	544	60.99%	-	-	-	-

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	FY 2024-25	FY 2023-24
Cost incurred on well- being measures as a % of total revenue of the company	0.92%	1.00%

2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

Benefits	FY 2024-25			FY 2023-24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	Eligibility as per ESIC Act					
Others – please specify	NA					

### 3. Accessibility of workplaces

The Company is implementing appropriate measures to provide its employees with a better, more accessible work environment.

### 4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

The Company is committed to ensuring that existing employees, job applicants and workers are treated fairly in an environment free from discrimination based on race, gender, religion or beliefs, disability, age, sexual orientation, gender identity, gender expression, and so on. The Company promotes equal treatment and opportunities for all employees.

The link to the policy is [http://butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct\\_2023.pdf](http://butterflyindia.com/wp-content/uploads/2023/05/Code-of-Conduct_2023.pdf)

### 5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
<b>Total</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

### 6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	Yes
Permanent Employees	Yes
Other than Permanent Employees	Yes

The Company is committed to promoting transparency across all levels of the organisation. Employees are encouraged to openly discuss any concerns they may have with their managers, while contracted workers are urged to bring up any issues with their respective managers.

In addition, workers are also encouraged to share their concerns with the worker representative, primary manager, or HR SPOC available at different locations. Contracted workers have the option to raise their concerns with the contractor representative or the Company HR SPOC, including supervisors and contractors. In cases where an employee or worker has violated the Company's COC policy, appropriate actions are taken against them.

### 7. Membership of employees and worker in association(s) or Unions recognised by the listed entity

Category	FY 2024-25			FY 2023-24		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Total Permanent Employees</b>	<b>572</b>	<b>0</b>	<b>0%</b>	<b>662</b>	<b>0</b>	<b>0%</b>
- Male	541	0	0%	627	0	0%
- Female	31	0	0%	35	0	0%
- Others	-	-	-	-	-	-

Category	FY 2024-25			FY 2023-24		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
<b>Total Permanent Workers</b>	<b>499</b>	<b>0</b>	<b>0%</b>	<b>555</b>	<b>0</b>	<b>0%</b>
- Male	271	0	0%	308	0	0%
- Female	228	0	0%	247	0	0%
- Others	-	-	-	-	-	-

### 8. Details of training given to employees and workers

Category	FY 2024-25					FY 2023-24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	541	120	22.18%	218	40.30%	627	74	11.80%	21	3.35%
Female	31	25	80.65%	14	45.16%	35	2	5.71%	0	0%
Total	572	145	25.35%	232	40.56%	662	76	11.48%	21	3.17%
Workers										
Male	271	144	53.14%	2	0.74%	308	50	16.23%	0	0%
Female	228	228	100%	0	0	247	19	7.69%	0	0%
Total	499	372	74.55%	2	0.40%	555	69	12.43%	0	0%

### 9. Details of performance and career development reviews of employees and worker

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	541	541	100%	627	627	100%
Female	31	31	100%	35	35	100%
<b>Total</b>	<b>572</b>	<b>572</b>	<b>100%</b>	<b>662</b>	<b>662</b>	<b>100%</b>
<b>Workers</b>						
Male	271	271	100%	308	308	100%
Female	228	228	100%	247	247	100%
<b>Total</b>	<b>499</b>	<b>499</b>	<b>100%</b>	<b>555</b>	<b>555</b>	<b>100%</b>

### 10. Health and safety management system

#### (a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?

Yes, the company is committed to implementing an Occupational Health and Safety (OHS) system, Environmental Management System (EMS) in accordance with the guidelines of IS14489. Currently, the implementation of the OHS, EMS system implemented.



(b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

The Company is committed to ensure the safety and well-being of its staff and personnel, through a robust safety management system that includes various training, employee involvement, regular safety audits, safety inspection, safety walk, permit system, compliance with ISO 14001-2015/ ISO 45001 -2018, periodical safety review, ensuring 100% risk assessment for all process, machines, and materials before they are introduced into the system.

(c) Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No)

Yes, the Company provides training to all workmen(s) on reporting near miss incidents, unsafe acts, and unsafe conditions as part of its employee engagement efforts. Through this training, the Company aims to encourage workmen to actively participate in maintaining a safe working environment by reporting any potential hazards or risks. The Company's commitment to provide this training is a testament to its dedication to create a safe and healthy workplace for all its employees.

(d) Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes, the Company is dedicated to promote the welfare of its workmen by providing them with several benefits. Workmen of the company are covered under various schemes, such as Employee State Insurance (ESI), Employee Provident Fund (EPF), and other similar schemes to ensure their financial security.

11. Details of safety related incidents, in the following format

Safety Incident/ Number	Category*	FY 2024-25	FY 2023-24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	1.17	1.87
Total recordable work-related injuries	Employees	0	0
	Workers	6.78	24.94
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	NIL
	Workers	0	0

\*Including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy workplace

The Company is committed to ensuring the safety of their people and has implemented a number of initiatives to minimise injuries at the workplace and promote safety awareness. These initiatives include conducting various safety campaigns, implementing a reward and recognition program, utilising engineering controls, and providing adequate training for comprehensive incident and injury reporting and tracking system. It allows the Company to identify issues and devise mitigation plans that help to prevent incidents in future. The Company also have a safety committee that includes representatives from all functional areas of the Company. The committee meets regularly to review safety performance, identify opportunities for improvement, and develop action plans. Addition to this a Safety Framework 1 Approach, 3 Principle and 5 Rules concept has been developed and trained through Communication to enhance employee safety culture.

13. Number of Complaints on the following made by employees and workers

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	No complaints have been received			No complaints have been received		
Health Safety						

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	NIL
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/ concerns arising from assessments of health & safety practices and working conditions.

All near miss incidents and injuries being investigated by safety professional and appropriate corrective and preventive actions are taken. As a proactive measure, machinery and process risk assessment are currently have been conducted. All plant machinery 360-degree guarding provided and monitored.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

(A) Employees – Yes

(B) Workers – Yes

All employees and workers are covered under Group Term Life Insurance Policy.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company tracks the legal compliances within proper dates as applicable. Stakeholders are trained to ensure compliances. The Company also undertakes monthly audits with its value chain partners.

3. Provide the number of employees/ workers having suffered high consequence work related injury/ ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment

	Total no. of affected employees/ workers		No. of employees/ workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2024-25	FY 2023-24	FY 2024-25	FY 2023-24
Employees	NIL	NIL	NIL	NIL
Workers	NIL	NIL	NIL	NIL

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes/No)

Yes, your Company provides transition assistance programmes in cases of retirement and only on need-based.

5. Details on assessment of value chain partners

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working Conditions	100%

6. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not Applicable

PRINCIPLE 4: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company interacts with a wide range of stakeholders including investors, consumers, suppliers, and workers, through various channels. The Company have its own stakeholder relations committee to engage with their stakeholders and monitor redressal of stakeholder's complaints/ grievances. The policy is available on the website of the Company and can be accessed at <https://www.butterflyindia.com/wp-content/uploads/2021/04/POLICY-OF-STAKEHOLDERS-RELATIONSHIP-COMMITTEE-20.10.2020.pdf>

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalised Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Meetings/ Town hall briefings <ul style="list-style-type: none"><li>Employee engagement activities and surveys</li><li>Team building, workshops, capability building and training</li><li>Performance management system</li><li>Employee newsletters</li><li>Rewards and recognitions</li><li>Family visits, Quiz Programs</li></ul>	Continuous Basis	The Company recognises the invaluable contribution of its employees to its long-term success. They are considered as the most important asset and a key factor in increasing the Company's competitiveness and maintaining its market leadership.
Community	Yes	Community Meeting, Website, CSR Events	Need Based	The Company understands the importance of empowering the community for its long-term business sustainability. It has undertaken various upliftment projects and activities aimed at developing strong and enduring relationships with the communities it serves.
Suppliers	No	<ul style="list-style-type: none"><li>Emails,</li><li>Telephonic Conversations,</li><li>One to one Meetings</li></ul>	Continuous	The Company understands that collaborating with suppliers is vital to maintain smooth business operations. The Company places a high value on efficient procurement practices as they play a significant role in ensuring a reliable supply chain and fostering strong relationships with its suppliers.
Consumers (B2B), (B2C)	No	<ul style="list-style-type: none"><li>Emails,</li><li>Telephonic Conversations,</li><li>Physical Meetings,</li><li>Online Platforms</li><li>Advertisements,</li><li>Website</li></ul>	Need Based	The Company recognises that customers' purchasing habits significantly influence its operations. Therefore, maintaining continual contact with customers is essential to understand their evolving needs and desires.
Investors/ Shareholders	No	<ul style="list-style-type: none"><li>Online Platforms, Website, Newspaper, Advertisement</li><li>Annual General Meeting</li><li>Financial result declarations</li><li>Media releases</li><li>Investor calls and meets</li></ul>	Quarterly & Annually	Investors provide vital support to the Company by strengthening its financial position and helping to secure its long-term viability.

Leadership Indicators

1. Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The company's stakeholder relationship committee monitors all redressal of stakeholder's complaints/ grievances.

2. Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

After stakeholder consultation, the Company has identified significant environmental and social concerns. Material topics were shortlisted and prioritised according to their influence on stakeholders and businesses.

3. Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalised stakeholder groups.

There are no reportable concerns of vulnerable/ marginalised groups. However, the Company undertakes various CSR activities in local areas that serve the vulnerable/ marginalised stakeholder group.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format

The Company operates in an open, fair, and transparent manner and is dedicated to upholding the highest ethical standards and practices. To expose unethical conduct and encourage professionalism and ethical behaviour among its staff, the whistle-blower and COC policies are in place. Trainings conducted on COC policy.

Category	FY 2024-25			FY 2023-24		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees						
Permanent	572	73	12.76%	662	80	12.08%
Other than permanent	0	0	0%	0	0	0%
Total Employees	572	73	12.76%	662	80	12.08%
Workers						
Permanent	499	0	0%	555	0	0%
Other than permanent	892	0	0%	697	0	0%
Total Employees	1,391	0	0%	1,252	0	0%

2. Details of minimum wages paid to employees and workers, in the following format

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	572	0	0	572	100%	662	0	0%	662	100%
Male	541	0	0	541	100%	627	0	0%	627	100%
Female	31	0	0	31	100%	35	0	0%	35	100%
Other than Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0

Category	FY 2024-25					FY 2023-24				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers										
Permanent	499	0	0	499	100%	555	3	0.54%	552	99.46%
Male	271	0	0	271	100%	308	1	0.32%	307	99.68%
Female	228	0	0	228	100%	247	2	0.81%	245	99.19%
Other than Permanent	892	472	52.91%	420	47.09%	697	450	64.56%	247	35.44%
Male	348	188	54.02%	160	45.98%	300	182	60.67%	118	39.33%
Female	544	284	52.21%	260	47.79%	397	268	67.51%	129	32.49%

3. Details of remuneration/ salary/ wages

a. Median remuneration/ wages

	Male		Female		Others	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	10*	4,05,000	2	5,40,000	-	-
Key Managerial Personnel	2	1,12,29,205	1	1,58,18,125	-	-
Employees other than BoD and KMP	541	6,77,616	31	4,89,336	-	-
Workers	271	3,21,552	228	2,68,284	-	-

\*This includes Directors who have resigned/ retired during the financial year 2024-25.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format

	FY 2024-25	FY 2023-24
Gross wages paid to females as % of total wages	21.43%	20.41%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, the Company recognises the importance of human rights violations and is committed to maintaining a safe and productive workplace. To achieve this, the Company has implemented a POSH policy and a whistle-blower policy, with regular training sessions for employees to understand the implications of these policies and human rights issues. The Company has a zero tolerance policy towards human rights violations, which is one of its key focus areas. Any reported violations shall be investigated by the management, following the Company's COC policy.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company is deeply committed to universally recognised human rights standards and principles across all of its operations. In order to prevent any violations of these fundamental rights, the Company has established clear policies and practices, including the implementation of POSH and whistleblower procedures to enable employees to report any concerns. Transparency and accountability are highly valued by the company, which is dedicated to promote a safe, respectful, and inclusive work environment for all employees. Through these efforts, the Company strives to ensure that human rights are respected at all times, and that all individuals associated with the Company are treated with dignity and respect.

6. Number of Complaints on the following made by employees and workers

	FY 2024-25			FY 2023-24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NIL	NIL	NA	NIL	NIL	NA
Discrimination at workplace	NIL	NIL		NIL	NIL	
Child Labour	NIL	NIL		NIL	NIL	
Forced Labour/ Involuntary Labour	NIL	NIL		NIL	NIL	
Wages	NIL	NIL		NIL	NIL	
Other human rights related issues	NIL	NIL		NIL	NIL	

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format

	FY 2024-25	FY 2023-24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	NIL	NIL
Complaints on POSH as a % of female employees/ workers	NIL	NIL
Complaints on POSH upheld	NIL	NIL

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has established a robust whistle-blower policy that provides clear guidelines to prevent any retaliation against a complainant. The policy ensures that a complainant has the right to remain anonymous, except when mandated by law enforcement agencies. By implementing such measures, the Company demonstrates its commitment to providing a safe and secure environment for its employees to voice their concerns without fear of retribution.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, the Company has a process in place to ensure that all new vendors or suppliers onboarded are in compliance with human rights requirements. The Company recognises that its suppliers and vendors are essential to its success and viability, and it places great importance on their adherence to ethical standards. Regular engagement activities are organised by the Company to foster a collaborative relationship with its suppliers and vendors. These activities helps to build trust and promote transparency, allowing for open communication about ethical and sustainable practices. By working closely with its suppliers and vendors, the Company can ensure that all stakeholders share the same values and principles, creating a supply chain that benefits both the Company and society as a whole.

10. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	0
Forced/ involuntary labour	0
Sexual harassment	0
Discrimination at workplace	0
Wages	100%
Others – please specify	NA

11. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 10 above.

No complaints related to child labour, forced labour, involuntary labour, or discriminatory employment were received during the reporting year, and none are pending at the end of the reporting year.



Leadership Indicators

1. Details of a business process being modified/ introduced as a result of addressing human rights grievances/ complaints.

The Company regularly updates its employees about the COC through various training programmes.
2. Details of the scope and coverage of any Human rights due-diligence conducted.

None
3. Is the premise/ office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The Company is committed to providing accessibility to all visitors, including those with disabilities, in accordance with the Rights of Persons with Disabilities Act, 2016. To fulfil this commitment, the Company is in process of implementing appropriate measures to ensure that its premises and offices are designed and equipped to meet the needs of differently abled visitors.
4. Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Sexual Harassment	The Company has a strong expectations that its value chain partners maintain the same ethical values, principles, and business practices upheld by the Company in all their dealings. However, no detailed evaluations of its value chain partners' adherence to these. The Company has a strong expectations that its value chain partners' adherence to these requirements have been made.
Discrimination at workplace	
Child Labour	
Forced Labour/ Involuntary Labour	
Wages	
Others – please specify	
5. Provide details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments at Question 4 above.

No corrective action pertaining to Question 4 was necessitated by the Company during the year under review.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

(Figures in GJ)

Parameter	FY 2024-25	FY 2023-24
From renewable sources		
Total electricity consumption (A)	-	-
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	-	-
From non-renewable sources		
Total electricity consumption (D)	20,349	20,388
Total fuel consumption (E)	3,896	3,909
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	24,245	24,297
Total energy consumed (A+B+C+D+E+F)	24,245	24,297
Energy intensity per rupee of turnover (Total energy consumed/ Revenue from operations) (Intensity Unit (GJ / INR Lakhs)	0.28	0.26
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/ Revenue from operations adjusted for PPP) (Intensity Unit (GJ / Million USD)	57.94*	NA
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-
- \*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF for India which 20.66 for the year ended March 31, 2025.

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- No

2. Does the entity have any sites/ facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No. The Company does not fall under the PAT scheme of the Government of India.
3. Provide details of the following disclosures related to water, in the following format

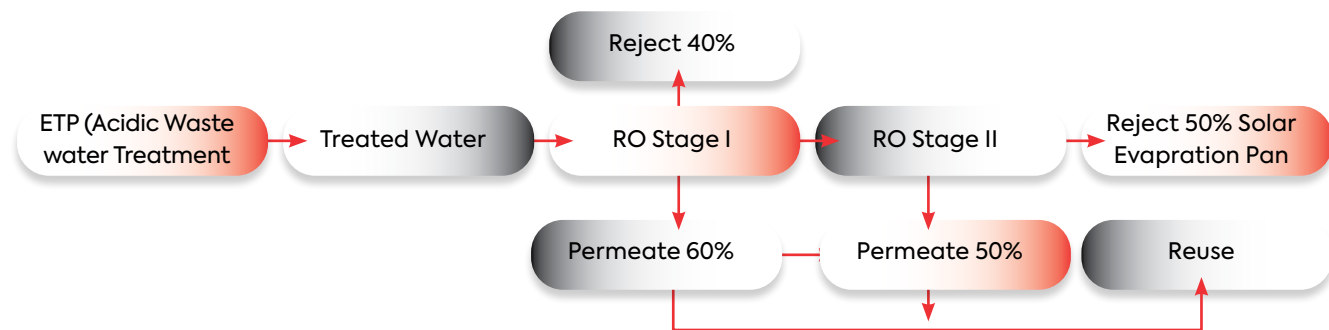
Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	50,990	34,402
(iii) Third party water	2,091	3,153
(iv) Seawater/ desalinated water		-
(v) Others		
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	53,081	37,555
Total volume of water consumption (in kilolitres)	53,081	37,555
Water intensity per rupee of turnover (Total water consumption/ Revenue from operations) (Intensity Unit (KL / INR Lakhs)	0.61	0.40
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ Revenue from operations adjusted for PPP) (Intensity Unit (KL/Million USD)	126.85*	NA
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-
- \*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF for India which 20.66 for the year ended March 31, 2025.

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- NO
4. Provide the following details related to water discharged

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(ii) To Groundwater		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iii) To Seawater		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iv) Sent to third-parties		
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(v) Others		
- No treatment	NA	NA
- With treatment – please specify level of treatment	22,626	19,155
Total water discharged (in kilolitres)	22,626	19,155
- Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- NO

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, the Company has implemented a mechanism for Zero Liquid Discharge. The process flow diagram is as follows



6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format: (Unit for last year: KG)

Parameter	Please specify unit	FY 2024-25	FY 2023-24
NOx	µ/m <sup>3</sup>	23.14	11
SOx	µ/m <sup>3</sup>	11.60	9
Particulate matter (PM)	µ/m <sup>3</sup>	68.4	68
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	NA	NA	NA
Others – please specify	NA	NA	NA

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format

Parameter	Unit	FY 2024-25	FY 2023-24
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	289	290
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	4,466	4,474
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover</b> (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations) (Metric Tonnes Eq. / INR Lakhs)		0.06	0.51
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP) (Metric Tonnes Eq. / Million USD)		11.36*	NA
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>		-	-
<b>Total Scope 1 and Scope 2 emission intensity (optional)</b> – the relevant metric may be selected by the entity		-	-

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF for India which 20.66 for the year ended March 31, 2025.

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- **NO**

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details: **NA**

9. Provide details related to waste management by the entity, in the following format

Parameter	FY 2024-25	FY 2023-24
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	201.49	302.20
E-waste (B)	2.58	7.27
Bio-medical waste (C)	0.02	0.05
Construction and demolition waste (D)	NA	NA
Battery waste (E)	-	2.21
Radioactive waste (F)	NA	NA
Other Hazardous waste. Please specify, if any. (G)	98.53	135.98
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	1,270.88	1,269.71
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>1,573.50</b>	<b>1,717.41</b>
<b>Waste intensity per rupee of turnover</b> (Total waste generated/ Revenue from operations) (Metric Tonnes / INR Lakhs)	0.02	0.18
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated/ Revenue from operations adjusted for PPP) (Metric Tonnes / Million USD)	3.76*	NA
<b>Waste intensity in terms of physical output</b>	-	-
<b>Waste intensity (optional)</b> – the relevant metric may be selected by the entity	-	-
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	12.64	51.20
<b>Total</b>	<b>12.64</b>	<b>51.20</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of waste</b>		-
(i) Incineration	91.95	132.12
(ii) Landfilling	-	-
(iii) Other disposal operations	1,481.54	1,583.50
<b>Total</b>	<b>1,573.49</b>	<b>1,715.62</b>

\*The revenue from operations has been adjusted for PPP based on the latest PPP conversion factor published by the IMF for India which 20.66 for the year ended March 31, 2025.

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.- **NO**

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

The Company's operational units are responsible for ensuring that all hazardous materials are delivered to a State Pollution Control Board-approved authorised disposal operator. The Company ensures responsible waste management practices involving 100% recycling of plastic waste as per EPR PWM. The disposal of e-waste is overseen by a licensed recycler who has been approved by the CPCB. Moreover, the waste generated within the plant gets segregated at the source through colour-coded waste collection bins, awareness on waste management, disposal according to the law of the land, etc.

The Company has adopted waste management systems in each of its locations to promote sustainability and reduce waste. Through the implementation of technological interventions and ongoing initiatives, such as sustainable packaging and waste source segmentation, the Company has been successful in further reducing waste. The Company focused on capacity optimisation, enhanced process efficiencies, enhancing technology through install new updated model machines in press line reducing down time, waste elimination, and productivity improvement. These efforts demonstrate the Company’s commitment to promoting sustainability and continuous improvement in their operations, delivering value to their customers, and making a positive impact on the environment.

11. If the entity has operations/ offices in/ around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/ clearances are required, please specify details in the following format

No, the Company does not have any offices or plants located around ecologically sensitive areas.

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/No)	Relevant Web link
Not Applicable					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format - Yes

Yes, the Company is committed to complying with all applicable environmental laws and regulations. The Company has not incurred any significant fines related to environmental compliance during the F.Y. 2024-25.

S. No.	Specify the law/ regulation/ guidelines which was not complied with	Provide details of the non- compliance	Any fines/ penalties/ action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any

Leadership Indicators

1. Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres)

For each facility/ plant located in areas of water stress, provide the following information

- (i) Name of the area – Not Applicable
- (ii) Nature of operations – Not Applicable
- (iii) Water withdrawal, consumption, and discharge in the following format

Parameter	FY 2024-25	FY 2023-24
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	50,990	34,402
(iii) Third party water	2,091	3,153
(iv) Seawater/ desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres)	53,081	37,555
Total volume of water consumption (in kilolitres)	53,081	37,555
Water intensity per rupee of turnover (Water consumed/ turnover)	0.61	0.40
Water intensity (optional) – the relevant metric may be selected by the entity	0.61	0.40

Parameter	FY 2024-25	FY 2023-24
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	NA	
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(ii) Into Groundwater	NA	
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iii) Into Seawater	NA	
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iv) Sent to third-parties	NA	
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(v) Others	NA	
- No treatment	NA	NA
- With treatment – please specify level of treatment	22,626	19,155
Total water discharged (in kilolitres)	22,626	19,155

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. NO

2. Please provide details of total Scope 3 emissions & its intensity, in the following format

The Company is in the process of setting up the system for tracking scope 3 emissions. The same can be published in the forthcoming years.

Parameter	Unit	FY 2024-25	FY 2023-24
Total Scope 3 emissions (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	-	-
Total Scope 3 emissions per rupee of turnover	-	-	-
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/ assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. NO

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not Applicable

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/ effluent discharge/ waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
Not Applicable			



5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.  
Yes, Butterfly Gandhimathi has implemented a comprehensive disaster management plan to proactively address any potential disruptions that may impact their business activities or processes. By conducting regular evaluations of their existing systems and processes, the company can confidently prevent and recover from any potential threats. This plan ensures that the Company can continue to deliver their products or services at pre-defined acceptable levels, even in the face of unexpected challenges. Regular training on the operation of equipment such as fire extinguishers and emergency treatments is provided. Audits and mock exercises are performed on a regular basis to enhance the system.
6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard  
There is no significant adverse impact on the environment arising from the value chain of the entity.
7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.  
Not Applicable
8. How many Green Credits have been generated or procured  
i. By the listed entity- NIL  
ii. By the top ten (in terms of value of purchases and sales, respectively) value chain partners- NIL

PRINCIPLE 7: Businesses should respect and promote human rights

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. – 1  
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to
- | S. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|--------|---|---|
| 1      | Bureau of Indian Standards                            | National  |
2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.
- | Name of authority  | Brief of the case | Corrective action taken |
|--|-------------------|-------------------------|
| For the financial year, the Company has not received any adverse orders from regulatory bodies, hence, no corrective actions were required |                   |                         |

Leadership Indicators

1. Details of public policy positions advocated by the entity
- | S. No.   | Public policy advocated | Method resorted for such advocacy | Whether information available in public domain? (Yes/No) | Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others – please specify) | Web Link, if available |
|--|-------------------------|-----------------------------------|--|--|------------------------|
| Company is a key member of the BIS technical committee MED23 and MED33, where it works on specifications, standards, upgrades, and interfaces with BIS standard. |                         |                                   |  |  |                        |

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.
- | Name and brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes/No) | Results communicated in public domain (Yes/No) | Relevant Web link |
|-----------------------------------|----------------------|----------------------|---|--|-------------------|
| Not Applicable                    |                      |                      |   |  |                   |

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.  
The Company has its dedicated CSR committee that supervise and monitor progress of various projects and activities whether carried out directly by the Company or through implementing agencies. The CSR policy can be accessed on the website of the Company at <https://www.butterflyindia.com/wp-content/uploads/2021/04/CSR-POLICY-20.10.2020.pdf>
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers
- |  | FY 2024-25 | FY 2023-24 |
|--|------------|------------|
| Directly sourced from MSMEs/ small producers | 63.08%     | 87.53%     |
| Directly from within India                   | 36.92%     | 12.47%     |
5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/ on contract basis) in the following locations, as % of total wage cost

Location	FY 2024-25	FY 2023-24
Rural	53.28%	55.77%
Semi-urban	14.60%	12.91%
Urban	0.17%	0.34%
Metropolitan	31.96%	30.99%

(Place to be categorised as per RBI Classification System – rural/ semi-urban/ urban/ metropolitan)

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above)
- | Details of negative social impact identified | Corrective action taken |
|--|-------------------------|
| Not Applicable                               |                         |
2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies
- | S. No. | State | Aspirational District | Amount spent (In INR) |
|--------|-------|-----------------------|-----------------------|
| NIL    |       |                       |                       |
3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalised/ vulnerable groups? (Yes/No) No  
(b) From which marginalised/ vulnerable groups do you procure? Not Applicable  
(c) What percentage of total procurement (by value) does it constitute? Not Applicable

The Company is committed to supporting sustainable and ethical procurement and supply chain practices, as well as equal opportunity for all procurement partners and suppliers. The Company assures that the onboarding process for vendors and suppliers is streamlined and efficient by implementing a complete set of standard operating procedures and checklists. This strategy enables the company in maintaining an optimistic outlook towards its procurement practices and relationships with suppliers.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes/No)	Basis of calculating benefit share
				Not Applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
		Not Applicable

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1.	Community Care	1,200	100%

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company has dedicated customer care service team to address customer grievances. Consumers can also address their issues by calling the customer service number as provided on the company’s website. <https://www.butterflyindia.com/after-sales/>

2. Turnover of products and/ services as a percentage of turnover from all products/ service that carry information about

As a percentage to total turnover	
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and/ or safe disposal	100%

3. Number of consumer complaints in respect of the following

	FY 2024-25		Remarks	FY 2023-24		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy	NIL	NIL	NA	NIL	NIL	NA
Advertising	NIL	NIL		NIL	NIL	
Cyber-security	NIL	NIL		NIL	NIL	
Delivery of essential services	6,64,372	1,721		6,37,707	1,449	
Restrictive Trade Practices	NIL	NIL		NIL	NIL	
Unfair Trade Practices	NIL	NIL		NIL	NIL	
Other	NIL	NIL		NIL	NIL	

4. Details of instances of product recalls on account of safety issues

	Number	Reasons for recall
Voluntary recalls		NA
Forced recalls		NA

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

The company has a Privacy Policy in place that provides safety measures to protect user and device data security. The policy is present on the Company’s website and can be accessed using this link

<https://www.butterflyindia.com/wp-content/uploads/2022/03/Privacy-Policy-10.02.2022.pdf>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/ action taken by regulatory authorities on safety of products/ services – Not Applicable

7. Provide the following information relating to data breaches

- Number of instances of data breaches – NIL
- Percentage of data breaches involving personally identifiable information of customers – NIL
- Impact, if any, of the data breaches – NIL

Leadership Indicators

1. Channels/ platforms where information on products and services of the entity can be accessed (provide web link, if available).

The products of the company can be accessed on company’s website

Website: <https://www.butterflyindia.com/product/>

Linkedin: <https://www.linkedin.com/company/butterfly/>

Instagram: [https://www.instagram.com/butterfly\\_kitchen\\_appliances/](https://www.instagram.com/butterfly_kitchen_appliances/)

Facebook: <https://www.facebook.com/butterflyindia/>

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/ or services.

The Company provides Warranty Manual Book along with the product for safe installation and usage.

3. Mechanisms in place to inform consumers of any risk of disruption/ discontinuation of essential services.

The Company takes measures to ensure that consumers are well-informed of any potential risks of disruption associated with their products. To achieve this, the Company provides consumers with a warranty manual book along with their purchased products, which contains relevant information on any potential risks and disruptions that may arise.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/ services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

Yes, the Company ensures that the information required to be disclosed on the product’s labels or manuals is specified. All of the Company’s goods that require installation come with instruction manuals demonstrating how to safely install and use the devices. It includes dos and dont’s to ensure proper usage of the products.

# INDEPENDENT AUDITOR’S REPORT

To the Members of **Butterfly Gandhimathi Appliances Limited**

## Report on the Audit of the Ind AS Financial Statements

### Opinion

We have audited the accompanying Ind AS financial statements (“the financial statements”) of Butterfly Gandhimathi Appliances Limited (“the Company”), which comprise the balance sheet as at March 31, 2025, the statement of profit and loss (including other comprehensive income), the statement of changes in equity, the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 as amended (the “Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (“SA”s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (“ICAI”) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.

SI No	Key Audit Matter	Auditor’s Response
1	<b>Recognition of Revenue</b> Revenue of the Company mainly arises from manufacturing and trading of a wide range of domestic kitchen and electrical appliances to its customers. Revenue from sale of goods is recognised on satisfaction of performance obligations as per the terms of the contract with customers. This requires detailed analysis of each contract / customer purchase order regarding timing of revenue recognition. We have considered recognition revenue as one of the key audit matters as there is a risk of revenue being recorded before the control of goods are transferred to the customer and also in the inappropriate accounting period.	<ul style="list-style-type: none"><li>• We assessed the Company’s accounting policy for revenue recognition by comparing with the applicable accounting standard.</li><li>• Testing the design, implementation and operating effectiveness of key internal controls over timing of recognition of revenue from sale of goods.</li><li>• Verification of selected samples of customer contracts/ Purchase Orders to confirm the terms of delivery.</li><li>• Our test of details includes specific procedures focused on cut-off to verify only revenue pertaining to current year is recognized based on terms and conditions set out in sales contracts.</li></ul>
2	<b>Inventories:</b> The Company has inventory with the carrying value of ₹ 11,015.62 lakhs as at the year end. The inventory is valued at the lower of cost and net realizable value. We considered the value of the inventory as key audit matter given the relative size of the balance in the financial statements and significant judgement involved in determining the appropriate valuation of inventory based upon a detailed analysis of slow-moving inventory, net realisable value below cost etc.	<ul style="list-style-type: none"><li>• We understood and tested the design, implementation and operating effectiveness of controls as established by the management in determination of cost, provision for slow-moving inventory and net realizable value of inventory.</li><li>• We have verified the closing stock valuation as at the year end. We considered various factors including the actual selling price prevailing around and subsequent to the year-end. Compared the cost of the finished goods with the estimated net realizable value and checked if the finished goods were recorded at net realizable value where the cost was higher than the net realizable value.</li><li>• Verified the provision created for slow-moving inventory, as per the policy of the Company.</li><li>• Further, we have verified the physical verification working papers of the Company and performed physical verification independently on a sample basis.</li></ul>

## Other Information other than the Financial Statements and Auditor’s Report thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board’s Report including Annexures to Board’s Report, Business Responsibility and Sustainability Report and Member’s Information, but does not include the financial statements and our auditor’s report thereon. These reports are expected to be made available to us after the date of this auditor’s report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of audit, or otherwise appears to be materially misstated.

When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions.

## Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the management and the Board of Directors are responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the company’s financial reporting process.

## Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - (e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our

report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements;

- (g) With respect to the matters to be included in the Auditor's Report under Section 197(16) of the Act, in our opinion, and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with Schedule V of the Act, and
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2025 on its financial statements – Refer Note No. 5.1 to the Ind AS financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, as disclosed in the Note No. 22 (v) to the financial statement, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management has represented, that, to the best of its knowledge and belief, as disclosed in the Note No. 22 (vi) to the financial statement, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material mis-statement.
  - v. The Company has neither declared nor paid any dividend during the year.
  - vi. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

Audit trial has been preserved by the company as per the statutory requirements for record retention in accordance with the requirements of Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

For **ASA & Associates LLP**

Chartered Accountants

Firm Registration No: 009571N/N500006

**G N Ramaswami**

Partner

Membership No. 202363

UDIN: 25202363BMOQHE2293

Place: Mumbai

Date: May 13, 2025



## ANNEXURE- A

referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date

- (i) (a) (A) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) According to the information and explanations given to us and audit procedures performed by us, the Company has maintained proper records showing full particulars of intangible assets.
- (b) A portion of the Property, Plant and Equipment were physically verified during the year by the management in accordance with phased program of verification, which in our opinion covers all the Property, Plant and Equipment at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of audit procedures performed by us, the title deeds of all of the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) included in Property, Plant and Equipment are held in the name of the Company.
- (d) According to information and explanations given to us and audit procedures performed by us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
- (e) According to information and explanations given to us and audit procedures performed by us, there are no proceedings initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) The inventory, except goods in transit, has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by the management were appropriate. According to information and explanations given to us and audit procedures performed by us, no discrepancies were noticed on verification between the physical stocks and book records that were more than 10% in the aggregate of each class of inventory.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks on the basis of security of current assets. According to information and explanations given to us and on the basis of our examination of the records of the Company, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company, except as follows:

(₹ in lakhs)					
Name of the Banks	Quarter	Amount as reported in the Quarterly Return/ Statement	Amount as per books of account	Amount of Differences	Reason for Discrepancies (As explained by the management)
State Bank of India, South Indian Bank, Indusind Bank, IDBI Bank Limited.	Jun-24	15,330.00	8,651.15	6,678.85	Provisions, Regrouping, Final Entries are not part of Bank data, the details get shared with initial reports.
	Sep-24	21,957.00	15,903.35	6,053.65	
	Dec-24	22,044.00	16,674.48	5,369.52	
	Mar-25	17,621.00	12,676.12	4,944.88	

- iii. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to Companies, Firms, and Limited Liability partnerships or any other parties. Accordingly, reporting under clause 3(iii)(a) to 3(iii)(f) of the Order are not applicable.
- iv. According to information and explanations given to us and on the basis of our examination of the records of the Company, in respect of investments made by the Company, the provisions of Section 186 of the Companies Act, 2013 have been complied with. As the Company has not granted any loans to directors, Section 185 of the Companies Act, 2013 is not applicable.

- v. The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, in respect of its manufactured goods and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information provided and explanations given to us and based on our examination of the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees’ State Insurance, Income-tax, Sales-tax, Service tax, duty of customs, duty of excise, Value Added Tax, Cess and other material statutory dues applicable to it. There are no material outstanding statutory dues existing as on the last day of the financial year which is outstanding for more than six months from the day they becomes payable.
- (b) According to the information provided and explanations given to us, the details of duty of Excise, Goods & Service Tax, Value added tax which have not been deposited with the appropriate authorities on account of dispute are as under:

Sl. No	Name of the Statute	Nature of the Dues	₹ in Lakhs	Amount paid under Protest	Period to which Amount relates	Forum where dispute is pending
1	Central Excise Act, 1944	Excise Duty	66.24	3.31	FY 2012-13	Customs, Excise, Service Tax Appellate Tribunal (CESTAT)
2	Tamil Nadu Value Added Tax Act, 2006	Value Added Tax (VAT)	64.70	-	FY 2006-07 to 2008-09	Assistant Commissioner (CT), Washermanpet II
3	Tamil Nadu Value Added Tax Act, 2006	Value Added Tax (VAT)	33.78	25.33	FY 2009-10 to 2012-13	Sales Tax Appellate Tribunal, Tamil Nadu
4	Maharashtra Value added Tax	Maharashtra Value added Tax	30.18	1.14	FY 2015-16	Joint Commissioner - ST Appeals CST
5	Goods and Service Tax	Maharashtra GST	7.33	0.68	FY 2017-18	Deputy Commissioner (ST), Mumbai - LTU-509
6	Goods and Service Tax	Karnataka GST	17.22	0.81	FY 2017-18	Assistant Commissioner of SGST
7	Goods and Service Tax	Karnataka GST	5.45	0.30	FY 2019-20	Commercial Tax Officer (Audit)
8	Goods and Service Tax	Tamil Nadu GST	48.86	4.34	FY 2019-20	Assistant Commissioner

- viii. According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessment under the Income Tax Act, 1961 as income during the year and accordingly reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. (a) The Company has not availed any loans or borrowings during the year and hence reporting under clause 3 (ix) (a) of the Order is not applicable.
- (b) According to the information and explanations given to us, the Company has not been declared as Wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and hence reporting under clause 3(xi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not raised any fund on short term basis and hence reporting under this clause is not applicable.

- (e) The Company does not hold any investment in any subsidiary, associate or joint venture as defined under the Companies Act, 2013 during the year and accordingly reporting under clause 3 (ix)(e) and clause 3 (ix)(f) of the Order are not applicable to the Company.
- x. (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information provided and explanations given to us, and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.
- xi. (a) According to the information and explanations given by the management and based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements, we report that no fraud by the Company or any fraud on the Company has been noticed or reported during the year, except few frauds committed by the employees, which were not material to the financial statements.
- (b) According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act, in ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) has been filed by the auditors during the year and hence clause 3 (xi)(b) of the order is not applicable.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us, the transactions entered with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and details have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
- xiv. (a) According to the information and explanations given to us and audit procedures performed by us, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the year under audit.
- xv. According to the information and explanations given to us, in our opinion the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) According to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, reporting under clause 3(xvi)(c) and (d) of the Order are not applicable.
- xvii. According to the information and explanations given to us and on an overall examination of the financial statements of the Company, the Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly reporting under clause 3(xviii) of the Order is not applicable.

- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the information and Explanations as made available to us by the management of the Company up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Companies Act, 2013 pursuant to any project. Accordingly, reporting under clause 3(xx)(a) and (b) of the Order are not applicable.

For **ASA & Associates LLP**

Chartered Accountants

Firm Registration No: 009571N/N500006

**G N Ramaswami**

Partner

Membership No. 202363

UDIN: 25202363BMOQHE2293

Place: Mumbai

Date: May 13, 2025



## ANNEXURE- B

to the Independent Auditors' Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

### Report on the Internal Financial Controls with reference to the Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to the Financial Statements of Butterfly Gandhimathi Appliances Limited (the "Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under Act.

### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to the Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to the Financial Statements included obtaining an understanding of internal financial controls with reference to the Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to the Financial Statements.

### Meaning of Internal Financial Controls with reference to the Financial Statements

A Company's internal financial control with reference to the Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to the Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to the Financial Statements

Because of the inherent limitations of internal financial controls with reference to the Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the Financial Statements to future periods are subject to the risk that the internal financial control with reference to the Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has maintained, in all material respects, an adequate internal financial controls system with reference to the Financial Statements and such internal financial controls with reference to the Financial Statements were operating effectively as at March 31, 2025, based on the internal control with reference to the Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **ASA & Associates LLP**

Chartered Accountants

Firm Registration No: 009571N/N500006

**G N Ramaswami**

Partner

Membership No. 202363

UDIN: 25202363BMOQHE2293

Place: Mumbai

Date: May 13, 2025



## BALANCE SHEET

as at March 31, 2025

₹ in Lakhs			
Particulars	Notes	As at March 31, 2025	As at March 31, 2024
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	3.1.1	11,396.11	12,530.66
(b) Capital Work-in-Progress	3.2.1	786.61	552.52
(c) Right-of-use assets	3.1.2	1,394.74	576.49
(d) Other Intangible Assets	3.1.3	2,316.09	2,600.08
(e) Intangible Assets Under Development	3.2.3	405.17	266.45
(f) Financial Assets			
(i) Other Financial Assets	3.3	405.26	272.68
(g) Other Non-Current Assets	3.4	201.04	127.00
<b>Total Non-Current Assets</b>		<b>16,905.02</b>	<b>16,925.88</b>
<b>(2) Current Assets</b>			
(a) Inventories	3.5	11,015.62	13,272.87
(b) Financial Assets			
(i) Investments	3.6	8,448.08	3,216.98
(ii) Trade Receivables	3.7	8,170.13	8,658.08
(iii) Cash and Cash Equivalents	3.8	966.70	4,091.10
(iv) Bank Balances other than (iii) above	3.9	432.36	423.43
(v) Other Financial Assets	3.10	3.40	24.19
(c) Current Tax Assets (net)	3.11	-	436.82
(d) Other Current Assets	3.12	1,049.72	1,911.01
<b>Total Current Assets</b>		<b>30,086.01</b>	<b>32,034.48</b>
<b>(3) Assets Held for Sale</b>		<b>-</b>	<b>100.00</b>
<b>Total Assets</b>		<b>46,991.03</b>	<b>49,060.36</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share Capital	3.13	1,787.96	1,787.96
(b) Other Equity	3.14	30,739.96	27,430.82
<b>Total Equity</b>		<b>32,527.92</b>	<b>29,218.78</b>
<b>Liabilities</b>			
<b>(2) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	3.15	679.18	270.72
(b) Long Term Provisions	3.16	272.65	267.83
(c) Deferred Tax Liabilities (net)	3.17	470.81	576.44
<b>Total Non-Current Liabilities</b>		<b>1,422.64</b>	<b>1,114.99</b>
<b>(3) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Lease Liabilities	3.18	544.38	102.76
(ii) Trade Payables	3.19		
a) Total Outstanding Dues of Micro Enterprises and Small aaaaaaa Enterprises; and		2,197.38	2,540.99
b) Total Outstanding Dues of Creditors other than Micro aaaaaaaaEnterprises and Small Enterprises		4,312.25	9,753.06
(iii) Other Financial Liabilities	3.20	3,919.43	4,642.23
(b) Other Current Liabilities	3.21	1,218.62	1,031.84
(c) Short Term Provisions	3.22	640.96	655.72
(d) Current Tax Liabilities (net)	3.23	207.45	-
<b>Total Current Liabilities</b>		<b>13,040.47</b>	<b>18,726.60</b>
<b>Total Equity and Liabilities</b>		<b>46,991.03</b>	<b>49,060.36</b>

The accompanying notes form an integral part of these Financial Statements

As per our report of even date attached For and on behalf of the Board of Directors

**For ASA & Associates LLP**  
Chartered Accountants  
Firm Regn No. 009571N/N500006

**G. N. RAMASWAMI**  
Partner  
Membership No. 202363

**P. M. MURTY**  
Non-Executive Independent Chairman  
DIN: 00011179

**K.E.RANGANATHAN**  
Independent Director  
DIN: 00058990

**JAYANT BARDE**  
Company Secretary & Compliance Officer  
Membership No: A61954

Place: Mumbai  
Date: 13th May, 2025

**KALEESWARAN ARUNACHALAM**  
Director  
DIN: 07625839

**V. A. JOSEPH**  
Chief Financial Officer

## STATEMENT OF PROFIT AND LOSS

for the year ended March 31, 2025

₹ in Lakhs			
Particulars	Notes	2024-25	2023-24
<b>Income</b>			
I. Revenue from Operations	4.1	86,450.15	93,128.25
II. Other Income	4.2	697.58	485.77
<b>III. Total Income (I+II)</b>		<b>87,147.73</b>	<b>93,614.02</b>
<b>IV. Expenses</b>			
Cost of Materials Consumed	4.3	44,281.58	45,135.03
Purchase of Stock in Trade		7,870.80	16,033.74
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	4.4	1,976.28	(1,792.99)
Employee Benefits Expense	4.5	10,433.10	11,566.13
Finance Costs	4.6	518.68	642.44
Depreciation and Amortisation Expense	4.7	2,309.43	1,806.27
Other Expenses	4.8	15,363.18	19,449.00
<b>Total Expenses (IV)</b>		<b>82,753.05</b>	<b>92,839.62</b>
<b>V. Profit Before Exceptional Items and Tax (III- IV)</b>		<b>4,394.68</b>	<b>774.40</b>
VI. Exceptional Items		-	211.54
<b>VII. Profit Before Tax (V- VI)</b>		<b>4,394.68</b>	<b>562.86</b>
<b>VIII. Tax Expense</b>			
Current Tax		1,378.25	349.67
For earlier years		(112.47)	-
Deferred Tax (credit)/ charge		(124.41)	(525.79)
<b>Total Tax Expense (VIII)</b>		<b>1,141.37</b>	<b>(176.12)</b>
<b>IX. Profit for the Year/Period (VII- VIII)</b>		<b>3,253.31</b>	<b>738.98</b>
<b>X. Other Comprehensive Income</b>			
<b>Items that will not be reclassified to Profit or Loss</b>			
Remeasurements of Defined Benefit Plan Actuarial losses		74.61	(112.92)
Income Tax effect on above		(18.78)	28.42
		<b>55.83</b>	<b>(84.50)</b>
<b>XI. Total Comprehensive Income for the Year/Period (IX+ X)</b>		<b>3,309.14</b>	<b>654.48</b>
<b>XII Earnings Per Equity Share ( Face Value of ₹ 10 each)</b>			
(1) Basic in ₹		18.20	4.13
(2) Diluted in ₹		18.20	4.13

The accompanying notes form an integral part of these financial statements

As per our report of even date attached For and on behalf of the Board of Directors

**For ASA & Associates LLP**  
Chartered Accountants  
Firm Regn No. 009571N/N500006

**G. N. RAMASWAMI**  
Partner  
Membership No. 202363

**P. M. MURTY**  
Non-Executive Independent Chairman  
DIN: 00011179

**K.E.RANGANATHAN**  
Independent Director  
DIN: 00058990

**JAYANT BARDE**  
Company Secretary & Compliance Officer  
Membership No: A61954

Place: Mumbai  
Date: 13th May, 2025

**KALEESWARAN ARUNACHALAM**  
Director  
DIN: 07625839

**V. A. JOSEPH**  
Chief Financial Officer



# STATEMENT OF CHANGES IN EQUITY

as at & for the year ended March 31, 2025

## A. Equity Share Capital

		₹ in Lakhs
Balance as at April 01, 2023		1,787.96
Changes in Equity Share Capital during the year		-
Balance as at March 31, 2024		1,787.96
Changes in Equity Share Capital during the Year		-
Balance as at March 31, 2025		1,787.96

## B. Other Equity

Particulars	Reserves and Surplus					Revaluation Surplus	Other Comprehensive Income (OCI)	Total
	General Reserve	Security Premium	Capital Profit		Retained Earnings		Remeasurement of Net Defined benefit Liability/ Asset	
			Capital Reserve*	Capital Redemption Reserve**				
Balance as at April 01, 2023	538.56	9,701.53	1.73	142.10	16,394.96	80.08	(82.62)	26,776.34
Profit for the Year	-	-	-	-	738.98	-	-	738.98
Movement in Other Comprehensive Income for the Year	-	-	-	-	-	-	(84.50)	(84.50)
Balance as at March 31, 2024	538.56	9,701.53	1.73	142.10	17,133.94	80.08	(167.12)	27,430.82
Profit for the Year	-	-	-	-	3,253.31	-	-	3,253.31
Movement in Other Comprehensive Income for the Year	-	-	-	-	-	-	55.83	55.83
Balance as at March 31, 2025	538.56	9,701.53	1.73	142.10	20,387.25	80.08	(111.29)	30,739.96

The accompanying notes form an integral part of these financial statements

\* Forfeited Shares (Transferred from Share Capital)

\*\* On Redemption of Preference Shares.

As per our report of even date attached      For and on behalf of the Board of Directors

For ASA & Associates LLP  
Chartered Accountants  
Firm Regn No. 009571N/N500006

G. N. RAMASWAMI  
Partner  
Membership No. 202363

P. M. MURTY  
Non-Executive Independent Chairman  
DIN: 00011179

K.E.RANGANATHAN  
Independent Director  
DIN: 00058990

JAYANT BARDE  
Company Secretary & Compliance Officer  
Membership No: A61954

Place: Mumbai  
Date: 13th May, 2025

KALEESWARAN ARUNACHALAM  
Director  
DIN: 07625839

V. A. JOSEPH  
Chief Financial Officer

# STATEMENT OF CASH FLOWS

for the year ended march 31, 2025

₹ in Lakhs		
Particulars	Year Ended March 31, 2025 Audited	Year Ended March 31, 2024 Audited
Cash Flows from Operating Activities		
Profit Before Tax	4,394.68	562.86
Adjustments:		
Interest Income	(186.23)	(284.65)
Gain on Sale of Fixed Assets (Net)	(1.58)	(15.08)
Gain on Sale of Mutual Fund (Net)	(218.56)	(51.08)
Interest Expense	518.68	642.44
Provision for Bad & Doubtful Debts Created/(Reversal) (Net)	569.28	34.85
Provision for Warranty	255.81	(24.78)
Provision for Employee Benefits	222.32	37.71
Depreciation and Amortization	2,309.43	1,806.27
Impairment of non current assets held for sale	-	211.54
Provision for Doubtful Advances	-	7.62
Other Non Cash Items	(94.92)	(49.72)
Cash Generated from Operations before Working Capital Changes	7,768.91	2,877.98
Changes in		
Decrease/(Increase) In Trade Receivables	(76.95)	1,637.62
Decrease/(Increase) In Inventory	2,257.25	(763.44)
(Increase)/Decrease In Other Current Financial Assets	-	(39.61)
Decrease/(Increase) In Other Current Assets	977.03	33.60
(Increase)/Decrease In Other Non-Current Financial Assets	(132.58)	5.43
Decrease In Other Non-Current Asset	1.93	5.50
(Decrease)/Increase In Trade Payables	(5,787.04)	(204.77)
Increase/Decrease In Other Current Liabilities	16.57	(2,513.74)
(Decrease)/(Decrease) In Other Current Financial Liabilities	(690.83)	3,701.62
(Decrease)/Increase In Short Term/Long Term Provisions	(413.46)	(77.43)
Cash Generated from Operations	3,920.83	4,662.76
Income Taxes paid (net)	(556.79)	(978.03)
Net Cash Generated from Operating Activities	3,364.04	3,684.73
Cash Flows from Investing Activities		
Purchase of property, plant and equipment and intangible assets (including assets under development & capital advances)	(1,023.81)	(1,900.96)
Proceeds from sale of property, plant and equipment	218.65	54.80
Decrease/(Increase) in Fixed Deposit	-	2,500.00
Proceeds from Sale of Units in Mutual Funds	20,635.54	5,146.00
Investment in Units of Mutual Funds	(25,500.00)	(8,260.00)
Interest Received	195.84	348.86
Net Cash used in Investing Activities	(5,473.78)	(2,111.30)
Cash Flows from Financing Activities		
Repayment of lease Liability	(495.97)	(115.57)
Interest on lease liability	(120.84)	(53.95)
Interest Paid	(397.84)	(581.73)
Net Cash used in Financing Activities	(1,014.65)	(751.25)



# STATEMENT OF CASH FLOWS

for the year ended march 31, 2025

Particulars	₹ in Lakhs	
	Year Ended March 31, 2025 Audited	Year Ended March 31, 2024 Audited
Effect of Exchange Rate on Translation of Foreign Currency Cash and Cash Equivalents Gain	-	0.08
Increase / (Decrease) in Cash and Cash Equivalents	(3,124.40)	822.18
Cash and Cash Equivalents at the Beginning of the Year	4,091.10	3,268.84
Cash and Cash Equivalents at the End of the Year	966.70	4,091.10
Components of Cash and Cash Equivalents		
Cash on Hand	-	0.27
Balances with Banks	966.70	290.83
Fixed Deposits	-	3,800.00
Total Cash and Cash Equivalents	966.70	4,091.10

The accompanying notes form an integral part of the financial statements

(i) The above Statement of Cash Flows has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard (Ind AS) 7, Statement of Cash Flows as specified in the Companies (Indian Accounting Standards), Rules, 2015 (as amended).

As per our report of even date attachedFor and on behalf of the Board of Directors

For ASA & Associates LLP  
Chartered Accountants  
Firm Regn No. 009571N/N500006

G. N. RAMASWAMI  
Partner  
Membership No. 202363

P. M. MURTY  
Non-Executive Independent Chairman  
DIN: 00011179

K.E.RANGANATHAN  
Independent Director  
DIN: 00058990

JAYANT BARDE  
Company Secretary & Compliance Officer  
Membership No: A61954

Place: Mumbai  
Date: 13th May, 2025

KALEESWARAN ARUNACHALAM  
Director  
DIN: 07625839

V. A. JOSEPH  
Chief Financial Officer

# NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

## 1. Corporate Information:

‘Gandhimathi Appliances Limited’, was originally incorporated as Private Limited Company on February 24, 1986 and was converted into a Public Limited Company on April 25, 1990. The name of the Company was changed to ‘Butterfly Gandhimathi Appliances Limited’ (BGMAL), with effect from October 25, 2011. BGMAL is listed with Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). BGMAL is involved in manufacturing and trading of a wide range of domestic kitchen and electrical appliances under the brand ‘BUTTERFLY’. BGMAL is domiciled in India and it has its Registered Office at Chennai, India. It is a subsidiary of Crompton Greaves Consumer Electricals Limited (“Crompton”) w.e.f. March 30, 2022.

## 2. Summary of Material Accounting Policies

### 2.1 Basis of Preparation of Financial Statements

#### 2.1.1 Statement of Compliance

The financial statements comprising Balance Sheet, Statement of Profit and Loss, Statement of changes in Equity and Cash flow Statement, together with notes as at and for the year ended March 31, 2025 have been prepared in accordance with Ind AS’s notified under Section 133 of the Companies Act, 2013 (‘the Act’), Companies (Indian Accounting Standards) Rules, 2015, other relevant provision of the Act and amendments there to.

#### 2.1.2 Historical Cost convention

The Financial Statements have been prepared under historical cost convention on accrual basis except for certain assets and liabilities as stated in the respective policies, which have been measured at fair value.

#### 2.1.3 Current / Non-Current classification

The assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company’s operating cycle and other criteria set out in Ind AS-1 ‘Presentation of Financial Statements’ and Schedule III to the Companies Act, 2013. Cash or cash equivalent is treated as current,

unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

### 2.1.4 Functional and Presentation currency

Items included in the Financial Statements of the Company are measured and presented using the currency of the primary economic environment in which the Company operates (“Functional Currency”). Indian Rupee is the Functional and Presentation Currency of the Company.

## 2.2 Revenue recognition

### 2.2.1 Revenue from Sale of Goods / Services

Revenue from sale of goods / services are recognised on satisfaction of performance obligations and at transaction price (net of variable consideration) as per the terms of the contract with customers. Revenue is stated at net of returns and taxes on sales. Variable consideration shall include discounts and schemes offered by the company as part of the contract.

### 2.2.2 Interest Income

Interest income is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

## 2.3 Property Plant and Equipment

### 2.3.1 Tangible Assets

All property plant and equipment are stated at historical cost of acquisition less accumulated depreciation and impairment, if any. Historical cost includes purchase price, taxes and duties (net of tax credits), labour cost and directly attributable overhead expenditure incurred upto the date the asset is ready for its intended use.

The Cost of self-constructed assets includes the cost of materials, direct labour and any other costs directly attributable to bringing the asset to a working conditions for its intended use.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of



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any component accounted for as separate asset is derecognized when replaced. All other repairs and maintenance are charged to Profit or Loss during the reporting period in which they are incurred.

### 2.3.2 Intangible assets

Intangible assets are measured at cost less accumulated amortisation and impairment losses, if any.

Identifiable intangible assets are recognized when the Company controls the asset; it is probable that future economic benefits expected with the respective assets will flow to the Company for more than one economic period; and the cost of the asset can be measured reliably. Amortisation is provided on Straight Line Method (SLM), which reflect the management's estimate of the useful life of the intangible assets.

The useful lives of intangible assets are reviewed annually to determine if a reset of such useful life is required for assets. Based on such review, the useful life may change. The impact of such changes, if any, is accounted for as a change in accounting estimate.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset

Intangible Asset	Useful Life
Product Development	3 – 5 years
Software	6 – 10 years
Usage Right of Trade Mark/Trade Mark and Licence	20 – 25 years.

### 2.3.3 Impairment of assets

Assessment is done at each Balance Sheet date as to whether there is any indication that an asset (tangible and intangible) may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/ cash generating unit is made. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of cash generating unit's net selling price and

its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

### 2.4 Depreciation

The depreciable amount of an item of Property, Plant and Equipment (PPE) is allocated on a straight-line basis over its useful life as prescribed in the manner specified in Schedule II of the Act.

Description	Management estimate of Useful Life in Years
Buildings	3 to 30
Plant and Machinery	2 to 15
Dies, Tools and Equipment	3 to 8
Electrical Equipment	2 to 10
Office Equipment	2 to 5
Furniture and Fittings	3 to 10
Vehicles	5 to 10
Computer and Information systems	3 to 6

Management believes that such estimated useful lives are realistic and reflect a fair approximation of the period over which the assets are likely to be used.

If part of an item of PPE with a cost that is significant in relation to the total cost of the asset and useful life of that part is different from remaining part of the asset; such significant part is depreciated separately.

Depreciation is charged on pro-rata basis from the date of addition (i.e., when the assets are ready for their intended use) / till the date of disposal. An item of PPE is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Gains or losses on such disposal of assets are recognised in statement of profit and loss.

Where the residual values are not more than 5% of original cost of the asset no depreciation is provided.

### 2.5 Borrowing Costs

The Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset as a part of the cost of the asset. The Company recognises other borrowing costs as an expense in the period in which it incurs them. A qualifying asset is an asset

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that necessarily takes a substantial period of time to get ready for its intended use or sale.

To the extent the Company borrows generally and uses them for the purpose of obtaining a qualifying asset, amount of borrowing cost eligible for capitalization is computed by applying a capitalization rate to the expenditure incurred. The capitalization rate is determined based on the weighted average of borrowing costs, other than borrowings made specifically towards purchase of a qualifying asset.

### 2.6 Foreign Currency Translation

#### 2.6.1 Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). i.e in Indian rupee (INR – ₹)

#### 2.6.2 Transaction and Balances

Foreign currency transactions are recorded in functional currency using the exchange rates prevailing on the date of transaction. As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate prevailing at the date of the transaction. All monetary assets and liabilities denominated in foreign currency are restated at the closing exchange rates. Exchange differences arising out of foreign currency transactions are recognised in the Statement of Profit and Loss.

### 2.7 Inventories

**2.7.1** Inventories are stated at the lower of cost (computed on moving weighted average basis) and net realizable value.

**2.7.2** Cost includes the cost of purchase including duties and taxes (net of tax credit), freight inward and other expenditure directly attributable to purchase.

Cost of work in progress and finished goods comprises of all direct costs and applicable manufacturing overheads incurred to bringing the inventories to the present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### 2.8 Employee Benefits

#### 2.8.1 Defined Benefit Plan:

Provision for gratuity, is made on the basis of actuarial valuation using the projected unit credit method. Re-measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling and the return on plan assets excluding interest (if applicable), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur. Re-measurement recognized in other comprehensive income will not be reclassified to Statement of Profit or Loss.

Past service cost is recognized in Statement of profit and loss in the period of a plan amendment. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset. Defined benefit costs are categorized as follows:

- Service cost (including current service cost, past service cost as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement.

The Company presents the first two components of defined benefit costs in statement profit and loss in the line item "Employee Benefits Expenses". Curtailment gains and losses are accounted for as past service costs. The defined benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

#### 2.8.2 Defined Contribution Plan:

Company's contributions during the year towards provident fund, pension scheme and employees' state insurance ('ESI') scheme are recognised in the statement of profit and loss.

#### 2.8.3 Other Long Term Employee Benefits:

**Compensated absences:** Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. Those that are expected to be encashed after 12 months from the end of the year are

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treated as other long-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

**2.8.4** Short term employee benefits obligations are measured on an undiscounted basis and are expensed as the related services provided. A liability is recognized for the amount expected to be paid under short-term employee benefits if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

## 2.9 Taxes on Income

Income tax expense represents the sum of the current tax and deferred tax.

### 2.9.1 Current Tax

The current tax is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit or loss and other comprehensive income because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to settle the liability on a net basis or simultaneously.

### 2.9.2 Deferred Tax

Deferred tax is provided using the balance sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become

probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The break-up of the major components of the deferred tax assets and liabilities as at balance sheet date has been arrived at after setting off deferred tax assets and liabilities where the Company has a legally enforceable right to set-off assets against liabilities and where such assets and liabilities relate to taxes on income levied by the same governing taxation laws.

### 2.9.3 Current and Deferred Tax for the year

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

## 2.10 Provisions and Contingent Liabilities

### 2.10.1 Provisions

A provision is recorded when the Company has a present or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. A provision is reversed when it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Provision for warranty claims is recognised at the time of sale based on the historical experience. Initial estimate of warranty expense is reviewed annually.

### 2.10.2 Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the

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existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Show cause notices are not considered as Contingent Liabilities unless converted into demand.

## 2.11 Leases

The Company's leases primarily consist of leases for certain plant and machinery, Vehicles and warehouse. The Company, being a lessee, assesses whether a contract contains a lease, at inception of a contract. Company recognises Right of Use Asset and lease liability only when the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets, for which the entity is reasonably certain to exercise the right to purchase are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates.

For the short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

## 2.12 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand and other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 2.13 Financial Assets

### 2.13.1 Classification

The Company classifies its financial assets in the following measurement categories:

- (i) Those measured subsequently at fair value through profit or loss (in case of investments in mutual funds)
- (ii) Those measured at amortised cost

### 2.13.2 Measurement

#### Initial Recognition Measurement

Financial assets are recognised when the company becomes party to the contract. The Company measures a financial asset initially at its fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Trade receivables that do not contain a significant financing component are measured at transaction price.

### 2.13.3 Subsequent Measurement

#### 2.13.3.1 Investments

Investments are subsequently measured at Fair value through Profit and loss. Income or loss from these financial assets is included in other income or other expenses.

#### 2.13.3.2 Other Financial Assets

After Initial Measurement, financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR method). Amortised cost is calculated by taking into account any discount or premium and fees or cost that are an integral part of EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

### 2.13.4 Impairment of Financial Assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. The impairment methodology applied depends on whether there has been significant increase in credit risk. Note 7.2 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires Expected Credit Losses (ECL) to be recognised from initial recognition of the receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each Balance Sheet date, right from its initial recognition.



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## 2.13.5 Derecognition of Financial Assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when the rights to receive cash flows from the asset have expired.

## 2.14 Financial Liabilities

### 2.14.1 Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost.

### 2.14.2 Initial recognition and measurement

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### 2.14.3 Loans and Borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in the Statement of Profit and Loss when the liabilities are derecognised.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss. This category generally applies to interest-bearing loans and borrowings.

### 2.14.4 De-recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### 2.14.5 Offsetting of Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an

intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 2.15 Derivative Financial Instruments

The Company enters into forward contract to manage its exposure to foreign currency exchange risks. These derivative contracts that do not qualify for hedge accounting under Ind AS 109, are initially recognized at fair value on the date the contract is entered into and subsequently measured through at profit or loss. Gains or loss arising from changes in the fair value of the derivative contracts are recognized in statement of profit and loss.

## 2.16 Dividend to Members

Final dividend proposed and distributed to equity shareholders is recognized only in the financial year in which it is approved by the members of the Company in the Annual General Meeting. Interim dividend is recognized when approved by the Board of Directors at the Board Meeting. Dividend distributed is recognized in the Statement of Changes in Equity.

## 2.17 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## 2.18 Segment Information

The Company has identified "Domestic Appliances" as a only reportable segment based on the manner in which operating results are reviewed by the Chief Operating Decision Maker (CODM).

## 2.19 Prior Period

Errors of material amount relating to prior period(s) are disclosed by a note with nature of prior period errors, amount of correction of each such prior period presented retrospectively, to the extent practicable along with change in basic and diluted earnings per share. However where retrospective restatement is not practicable for a particular period then the circumstances that led to the existence of that condition and the description of how and from where the error is corrected are disclosed in notes forming part of Financial statements.

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## 2.20 Cash Flow Statement

Cash flow statement is prepared in accordance with the indirect method prescribed in Ind AS 7 'Statement of Cash Flows'.

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified as operating, investing and financing activities.

## 2.21 Critical Estimates & Judgements

The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make certain estimates and assumptions that affect the reported

amount of assets and liabilities as of the balance sheet date and reported revenue and expenses for the year and disclosure of contingent liabilities as of the date of balance sheet. The estimates and assumptions used in the accompanying financial statements are based upon the management's evaluation of the relevant circumstances as of the date of financial statements. Actual amounts could differ from these estimates.

## 2.22 Rounding of Amounts

All amounts disclosed in the financial statements and notes are presented in INR lakhs and has been rounded off to two decimals as per the requirements of Division II of schedule III to the Act, unless otherwise stated.

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3.1 Property, plant and equipment and Intangible assets

ASSETS	Gross block (Cost)			Depreciation/ Amortisation			Net Block	
	As at 01-04-2024	Additions	Deductions	As at 31-03-2025	As at 01-04-2024	For the year*	As at 31-03-2025	As at 31-03-2024
i) Property, plant and equipment								
Freehold land	4,075.03	-	-	4,075.03	-	-	4,075.03	4,075.03
Buildings	3,451.56	53.09	-	3,504.65	970.50	125.96	1,096.46	2,408.19
Plant and equipment	5,661.25	118.36	717.43	5,062.18	2,520.62	659.16	2,553.54	2,508.64
Tools and Dies	3,528.76	106.20	248.66	3,386.30	1,822.91	420.43	1,994.69	1,391.61
Electrical Installations and Equipment	861.15	51.85	70.21	842.79	434.68	71.91	437.81	404.98
Furniture and fixtures	956.82	1.72	261.13	697.41	726.75	49.29	515.04	182.37
Office equipment	827.85	7.12	262.39	572.58	460.51	147.92	350.97	221.61
Vehicles	136.55	148.54	43.41	241.68	32.34	29.69	38.00	203.68
Sub-total (i)	19,498.97	486.88	1,603.23	18,382.62	6,968.31	1,504.36	6,986.51	11,396.11
ii) Right-of-Use assets								
Plant & Machinery	656.28	-	89.00	567.28	79.79	41.09	95.36	471.92
Building	-	1,384.23	-	1,384.23	-	461.41	461.41	922.82
Sub-total (ii)	656.28	1,384.23	89.00	1,951.51	79.79	502.50	556.77	1,394.74
iii) Other intangible assets								
Usage Right of Trade Mark	176.00	-	-	176.00	128.00	16.00	144.00	32.00
Trade Mark and License	4,297.50	-	-	4,297.50	1,910.00	238.75	2,148.75	2,148.75
Computer Software	514.75	5.73	218.25	302.23	434.14	19.98	235.87	66.36
Product Development	99.11	12.85	-	111.96	15.14	27.84	42.98	68.98
Sub-total (iii)	5,087.36	18.58	218.25	4,887.69	2,487.28	302.57	2,571.60	2,316.09
Total (i)+(ii)+(iii)	25,242.61	1,889.69	1,910.48	25,221.82	9,535.38	2,309.43	10,114.88	15,106.94

The Company has not revalued its property, plant and equipment (including right-of-use assets) during the current or previous year.

**Notes:**  
Refer Note 5.3 for information about Asset held for Sale  
Refer Note 20(b) for details of assets given as security for working capital facility availed.

3.2 Movement of Capital work-in-progress & Intangible Assets under development

(i) CWIP movement

Particulars	2024-25	2023-24
As at 1 <sup>st</sup> April	552.52	290.94
Add: Additions during the year	621.79	1,269.56
Less: Capitalized during the year	329.34	1,007.98
Less: Other adjustment	58.36	-
As at 31 <sup>st</sup> March	786.61	552.52



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### (ii) CWIP Ageing schedule

₹ in Lakhs

As at 31-03-2025	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	377.67	158.13	7.63	-	543.43
Projects temporarily suspended	-	115.69	89.58	37.91	243.18
<b>Total</b>	<b>377.67</b>	<b>273.82</b>	<b>97.21</b>	<b>37.91</b>	<b>786.61</b>

₹ in Lakhs

As at 31-03-2024	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	376.18	23.75	-	-	399.93
Projects temporarily suspended	-	106.76	45.83	-	152.59
<b>Total</b>	<b>376.18</b>	<b>130.51</b>	<b>45.83</b>	<b>-</b>	<b>552.52</b>

There are no projects which have exceeded their original timeline or budget,except temporarily suspended projects (Previous year Nil)

### (iii) Intangible assets under development ('IAUD')

#### (i) IAUD movement

₹ in Lakhs

Particulars	2024-25	2023-24
<b>As at 1<sup>st</sup> April</b>	<b>266.45</b>	<b>61.51</b>
Add: Additions during the year	204.84	340.50
Less: Capitalized during the year	18.58	135.56
Less: Other adjustment	47.54	-
<b>As at 31st March</b>	<b>405.17</b>	<b>266.45</b>

#### (ii) IAUD Ageing schedule

₹ in Lakhs

As at 31-03-2025	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	352.79	-	-	-	352.79
Projects temporarily suspended	-	-	-	52.39	52.39
<b>Total</b>	<b>352.79</b>	<b>-</b>	<b>-</b>	<b>52.39</b>	<b>405.18</b>

₹ in Lakhs

As at 31-03-2024	Amount in IAUD for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	214.06	-	10.45	41.94	266.45
Projects temporarily suspended	-	-	-	-	-
<b>Total</b>	<b>214.06</b>	<b>-</b>	<b>10.45</b>	<b>41.94</b>	<b>266.45</b>

There are no projects which have exceeded their original timeline or budget,except temporarily suspended projects (Previous year Nil)

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### 3.3 - Other Financial Assets - Non-Current

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
(Unsecured, considered good)		
Long Term Security Deposit	365.12	229.28
Deposits with Authorities	40.14	43.40
<b>Total</b>	<b>405.26</b>	<b>272.68</b>

### 3.4 - Other Non-Current Assets

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
Tax Payments pending adjustments (net)	-	64.72
Capital Advances (net)	189.36	48.67
Other Receivables	11.68	13.61
<b>Total</b>	<b>201.04</b>	<b>127.00</b>

### 3.5 - Inventories

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
(At lower of cost and net realisable value)		
Raw Materials and Components	3,087.07	3,438.36
Work in Progress	1,087.39	1,036.56
Finished Goods	4,025.87	4,084.04
Traded Goods	2,254.25	4,223.19
Stores	561.04	490.72
<b>Total</b>	<b>11,015.62</b>	<b>13,272.87</b>

3.5.1 Includes Goods-in-transit	349.14	1,639.24
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**Note** - Refer note no 20(a) for details of assets given as security for working capital facility availed.

### 3.6 - Investments - Current

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
<b>Investments in Mutual Funds (Quoted)</b>		
SBI Mutual Fund		
- Liquid Fund 25065.534 units (Previous Year 7963.896 units)	1,016.65	300.98
- Savings Fund 689325.945 units (Previous Year Nil units)	300.57	-
Aditya Birla Sun Life Mutual Fund		
- Liquid Fund 217116.279 units (Previous Year Nil units)	909.12	-
- Money Market Fund 247584.826 units (Previous Year Nil units)	910.30	-
Tata Mutual Fund		
- Liquid Fund Nil units (Previous Year 48891.547 units)	-	1,862.89
- Money Market Fund 52308.174 units (Previous Year Nil units)	2,467.02	-
Nippon India Liquid Fund - 22405.62 units (Previous Year 17822.34 units)	1,422.06	1,053.11
Axis Mutual Fund		
- Liquid Fund 17620.165 Units (Previous Year Nil units)	508.09	-
- Money Market Fund 64568.859 units (Previous Year Nil units)	914.27	-
<b>Total</b>	<b>8,448.08</b>	<b>3,216.98</b>





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### 3.6.1 Aggregate amount of Quoted Investments

- Cost	8,300.00	3,200.00
- Market Value	8,448.08	3,216.98

#### Notes:

- The investments is in compliance with Section 186(4) of the Companies Act, 2013.
- Refer Note 6.4 for information about fair value measurement and Note 7.1 for credit risk of investments.

### 3.7 – Trade Receivables

₹ in Lakhs		
Particulars	As at Mar 31, 2025	As at Mar 31, 2024
<b>Trade Receivables (valued at amortised cost)</b>		
Considered Good – Secured	147.73	170.22
Considered Good – Unsecured	6,292.28	6,969.30
Have Significant increase in Credit Risk	2,170.62	1,615.61
Credit impaired	243.52	1,088.12
	<b>8,854.15</b>	<b>9,843.25</b>
<b>Less:</b>		
Impairment for Trade Receivable under expected credit loss model	684.02	1,185.17
<b>Total</b>	<b>8,170.13</b>	<b>8,658.08</b>

#### Notes:

- The net carrying value of trade receivables is considered a reasonable approximation of fair value.
- No trade receivables are due from directors or other officers of the company either severally or jointly with any other person or firms or private companies in which any director is a partner, a director or a member.
- Trade receivables are non-interest bearing and are generally on credit terms of 30 to 45 days. The Company does not hold any collateral security, except security deposits incase of select customers.
- Refer Note 7 for information about the Company's exposure to financial risks, and details of impairment losses for trade receivables and fair values.
- Details with respect to Related Parties details are disclosed in Note 16.
- Refer Note 20(a) for details of assets given as security for working capital facility availed.

#### 3.7.1 Trade Receivables Ageing Schedule

₹ in Lakhs							
As at March 31, 2025	Not Due	Less than 6 months	6 months-1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	4,209.35	2,230.66	-	-	-	-	6,440.01
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	181.48	1,989.14	-	-	2,170.62
(iii) Undisputed Trade Receivables – credit impaired	-	49.10	47.54	120.53	26.35	-	243.52
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>4,209.36</b>	<b>2,279.76</b>	<b>229.02</b>	<b>2,109.67</b>	<b>26.35</b>	<b>-</b>	<b>8,854.15</b>

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

₹ in Lakhs							
As at March 31, 2025	Not Due	Less than 6 months	6 months-1 year	1-2 Years	2-3 Years	More than 3 years	Total
<b>Less:</b>							
Impairment for Trade Receivable under expected credit loss model	-	90.48	65.57	501.62	26.35	-	684.02
<b>Total</b>	<b>4,209.36</b>	<b>2,189.27</b>	<b>163.45</b>	<b>1,608.05</b>	<b>-</b>	<b>-</b>	<b>8,170.13</b>

₹ in Lakhs							
As at March 31, 2024	Not Due	Less than 6 months	6 months-1 year	1-2 Years	2-3 Years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	2,847.99	4,291.53	-	-	-	-	7,139.52
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	1,312.62	292.93	9.31	-	1,614.86
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	69.11	69.11
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	0.75	-	0.75
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	1,019.01	1,019.01
<b>Total</b>	<b>2,847.97</b>	<b>4,291.53</b>	<b>1,312.62</b>	<b>292.93</b>	<b>10.06</b>	<b>1,088.12</b>	<b>9,843.25</b>
<b>Less:</b>							
Impairment for Trade Receivable under expected credit loss model	-	49.23	13.12	29.29	5.41	1,088.12	1,185.17
<b>Total</b>	<b>2,847.97</b>	<b>4,242.30</b>	<b>1,299.50</b>	<b>263.64</b>	<b>4.65</b>	<b>-</b>	<b>8,658.08</b>

### 3.8 – Cash and Cash Equivalents

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
i) Balances with Banks	966.70	290.83
ii) Cash on Hand (Refer Note 3.8.1 below)	-	0.27
iii) Fixed Deposit (Original Maturity Less than 3 Months)	-	3,800.00
<b>Total</b>	<b>966.70</b>	<b>4,091.10</b>

3.8.1 Includes INR equivalent of Foreign Currency	-	0.25
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### 3.9 – Bank Balances other than Cash and Cash Equivalents

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Earmarked balances with banks</b>		
Bank Balances held as Margin Money	404.95	393.77
Unpaid Dividend account	27.41	29.66
<b>Total</b>	<b>432.36</b>	<b>423.43</b>

### 3.10 – Other Current Financial Assets

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Interest Accrued on Fixed Deposit	3.40	24.19
<b>Total</b>	<b>3.40</b>	<b>24.19</b>



## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 3.11 - Current Tax Asset (net)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Prepaid Taxes and Refund Due	-	973.64
Less: Provision for Income Tax	-	536.82
<b>Total</b>	<b>-</b>	<b>436.82</b>

### 3.12 - Other Current Assets

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured, considered good)		
Balances with Indirect tax authorities	253.21	618.84
Prepaid Expenses	219.49	321.21
Advances to Suppliers	148.54	415.31
Rent Advance	247.32	424.02
Loans and Advances to Employees	34.10	100.29
Others	147.06	31.34
<b>Total</b>	<b>1,049.72</b>	<b>1,911.01</b>

### 3.13 - Equity Share Capital

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
<b>Authorised Share Capital</b>		
4,00,00,000 Equity Shares of ₹ 10 each	4,000.00	4,000.00
<b>Total</b>	<b>4,000.00</b>	<b>4,000.00</b>
<b>Issued, Subscribed And Paid Up</b>		
1,78,79,551 Equity Shares of ₹ 10 each, Fully Paid Up	1,787.96	1,787.96
<b>Total</b>	<b>1,787.96</b>	<b>1,787.96</b>

#### 3.13.1 Reconciliation of the equity share outstanding at the beginning and at the end of the year/period

₹ in Lakhs

Particulars	As at Mar 31, 2025		As at Mar 31, 2024	
	Nos.	₹ in Lakhs	Nos.	₹ in Lakhs
Outstanding at the beginning of the year	1,78,79,551	1,787.96	1,78,79,551	1,787.96
Issued during the year	-	-	-	-
<b>Outstanding at the end of the year</b>	<b>1,78,79,551</b>	<b>1,787.96</b>	<b>1,78,79,551</b>	<b>1,787.96</b>

#### 3.13.2 Terms / Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to voting rights proportionate to their share holding at the meetings of shareholders.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive any of the remaining assets of the company in proportion to the number of equity shares held by the shareholders, after distribution of all preferential amounts. However, no such preferential amounts exist currently.

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 3.13.3 Shares held by holding Company and/or their subsidiaries/ associates

₹ in Lakhs

Name of the Company	As at Mar 31, 2025		As at Mar 31, 2024	
	Nos.	₹ in Lakhs	Nos.	₹ in Lakhs
Crompton Greaves Consumer Electricals Limited (Holding Company)	1,34,09,663	1,340.97	1,34,09,663	1,340.97

### 3.13.4 Details of Members Holding more than 5% shares in the Company

₹ in Lakhs

Particulars	As at Mar 31, 2025		As at Mar 31, 2024	
	Nos.	% of Holding	Nos.	% of Holding
Crompton Greaves Consumer Electricals Limited	1,34,09,663	75.00%	1,34,09,663	75.00%

**3.13.5** There are no bonus shares issued, share issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

**3.13.6** There are no shares reserved for issue under options and contracts/ commitments for the sale of shares/ disinvestment.

### 3.13.8 Disclosure of Shareholding of Promoters

₹ in Lakhs

Promoter Name	As at Mar 31, 2025		
	No. of Shares	% of Total Shares	% Change during the year
Crompton Greaves Consumer Electricals Limited	13,409,663	75.00%	-

₹ in Lakhs

Promoter Name	As at March 31, 2024		
	No. of Shares	% of Total Shares	% Change during the year
Crompton Greaves Consumer Electricals Limited	1,34,09,663	75.00%	-

### 3.14 Other Equity

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
General Reserve	538.56	538.56
Security Premium	9,701.53	9,701.53
Capital Reserve	1.73	1.73
Capital Redemption Reserve	142.10	142.10
Retained Earnings	20,387.25	17,133.94
Revaluation Surplus	80.08	80.08
Other Comprehensive Income (OCI)	(111.29)	(167.12)
<b>Total</b>	<b>30,739.96</b>	<b>27,430.82</b>

#### Nature and purpose of reserves

##### General Reserve

General reserve was created for declaration of dividends as per statutory requirement.

##### Security Premium

Security Premium represents premium on preferential shares issued (net of issue expenses)

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### Capital reserve

Capital reserve was created on forfeiture of shares as per statutory requirement.

### Capital Redemption Reserve

Capital redemption reserve was created on Redemption of Preference Shares as per statutory requirement.

### Retained Earnings

Retained earnings are the profits that the Company has earned till date, net-off less any transfers to general reserve, dividends or other distributions paid to shareholders.

### Revaluation Surplus

Represents Net gains arising on the revaluation of the company's properties (other than investment properties). On disposal of the asset, the balance of the revaluation reserve is transferred to retained earnings.

### Non Current Liabilities

#### 3.15 - Lease Liability - Non Current

₹ in Lakhs		
Particulars	As at Mar 31, 2025	As at Mar 31, 2024
Lease Liability	1,223.56	373.48
Less: Current Maturities of Lease Liability	544.38	102.76
Total	679.18	270.72

#### 3.16 - Long Term Provisions

₹ in Lakhs		
Particulars	As at Mar 31, 2025	As at Mar 31, 2024
Provision for Compensated Absences	272.65	267.83
Total	272.65	267.83

#### 3.17 - Deferred Tax Assets / (Liabilities)

##### 3.17.1 Recognised Deferred Tax Assets and Liabilities

Deferred Tax Assets and Liabilities are attributable to the following:

₹ in Lakhs		
Particulars	As at Mar 31, 2025	As at Mar 31, 2024
<b>Deferred Tax Liability</b>		
Property, Plant and Equipment	861.06	1,017.73
Others	37.27	4.27
Right of Use Assets	351.03	145.09
<b>Sub Total</b>	<b>1,249.36</b>	<b>1,167.09</b>
<b>Deferred Tax Assets</b>		
Provision for Bad and Doubtful Debts	172.15	227.60
Provision for Advances	20.90	31.44
Financial Guarantee	-	0.49
Remeasurements of defined benefit plan actuarial gains/ (losses) - OCI	86.56	73.91
Employee Benefits	191.00	159.81
Lease Liability (ROU Assets)	307.94	94.00
Others	-	3.40
<b>Sub Total</b>	<b>778.55</b>	<b>590.65</b>
<b>Net Deferred Tax Liabilities</b>	<b>(470.81)</b>	<b>(576.44)</b>

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### Movement in Deferred Tax balances during the period ended Mar 31, 2025

₹ in Lakhs				
Particulars	Balance As at April 01, 2024	Recognised in Profit & Loss	Recognised in OCI	Balance As at Mar 31, 2025
Property, Plant and Equipment	(1,017.73)	156.67	-	(861.06)
Right of Use Assets	(145.09)	(205.94)	-	(351.03)
Provision for Advances	31.44	(10.54)	-	20.90
Provision for Bad and Doubtful Debts	227.60	(55.45)	-	172.15
Financial Guarantee	0.49	(0.49)	-	0.00
Remeasurement of Defined Benefit Plan	73.91	31.43	(18.78)	86.56
Employee Benefits	159.81	31.19	-	191.00
Lease Liability ( ROU Assets)	94.00	213.94	-	307.94
Others	(0.87)	(36.40)	-	(37.27)
<b>Total</b>	<b>(576.44)</b>	<b>124.41</b>	<b>(18.78)</b>	<b>(470.81)</b>

### Movement in Deferred Tax balances during the year ended March 31, 2024

₹ in Lakhs				
Particulars	Balance As at April 01, 2023	Recognised in Profit & Loss	Recognised in OCI	Balance As at March 31, 2024
Property, Plant and Equipment	(1,702.09)	684.36	-	(1,017.73)
Right of Use Assets	(248.29)	103.20	-	(145.09)
Provision for Advances	58.44	(27.00)	-	31.44
Provision for Bad and Doubtful Debts	303.82	(76.22)	-	227.60
Financial Guarantee	11.17	(10.68)	-	0.49
Remeasurement of Defined Benefit Plan	45.49	-	28.42	73.91
Employee Benefits	228.41	(68.60)	-	159.81
Lease Liability (ROU Assets)	172.41	(78.41)	-	94.00
Others	-	(0.87)	-	(0.87)
<b>Total</b>	<b>(1,130.64)</b>	<b>525.78</b>	<b>28.42</b>	<b>(576.44)</b>

Unrecognised Deferred Tax Assets -Nil (P.Y. Nil)

#### 3.17.2 Tax Recognised in Other Comprehensive Income

₹ in Lakhs		
Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Defined benefit plan Acturial Gains	(18.78)	28.42
<b>Total</b>	<b>(18.78)</b>	<b>28.42</b>

#### 3.17.3 Reconciliation of Effective Tax Rates

₹ in Lakhs		
Particulars	Year Ended March 31, 2025	Year Ended March 31, 2024
Profit Before Tax	4,394.68	562.86
Enacted tax Rate (under Normal Provisions)	25.17%	25.17%
<b>Computed Expected Tax Expenses - Normal Provision</b>	<b>1,106.05</b>	<b>141.66</b>
Non-deductible expenses	21.98	239.73
OCI Expenses	18.78	(28.42)
Others (Net)	231.44	(3.30)
Current Tax	1,378.25	349.67
For Earlier Years	(112.47)	-
Deferred Tax	(105.63)	(525.79)
<b>Tax Expenses for the year</b>	<b>1,160.15</b>	<b>(176.12)</b>

As the Company is liable to pay tax under normal provisions of the Income Tax Act 1961, the effective tax rate reconciliation has been presented as per the rate applicable for Current Tax.





## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 3.18 - Lease Liability - Current

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
Current Maturities of Lease Liability	544.38	102.76
<b>Total</b>	<b>544.38</b>	<b>102.76</b>

### 3.19 - Trade Payables

₹ in Lakhs

Particulars	As at Mar 31, 2025	As at Mar 31, 2024
Trade Payables		
- Total Outstanding Dues of Micro Enterprises and Small Enterprises; and	2,197.38	2,540.99
- Total Outstanding Dues of Creditors other than Micro Enterprises and Small Enterprises	4,312.25	9,753.06
<b>Total</b>	<b>6,509.63</b>	<b>12,294.05</b>

#### 3.19.1 Trade Payables Ageing Schedule

₹ in Lakhs

Particulars as at March 31, 2025	Outstanding for following periods from due date of Payment					Total
	No Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	2,197.38	-	-	-	-	2,197.38
(ii) Others	3,058.96	1,204.41	18.87	30.01	-	4,312.25
(iii) Disputed Dues- MSME	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-	-
<b>Total</b>	<b>5,256.34</b>	<b>1,204.41</b>	<b>18.87</b>	<b>30.01</b>	<b>-</b>	<b>6,509.63</b>

₹ in Lakhs

Particulars as at March 31, 2024	Outstanding for following periods from due date of Payment					Total
	No Due	Less than 1 Year	1-2 Years	2-3 Years	More than 3 years	
(i) MSME	2,527.46	13.53	-	-	-	2,540.99
(ii) Others	6,449.95	3,118.87	178.28	5.96	-	9,753.06
(iii) Disputed Dues- MSME	-	-	-	-	-	-
(iv) Disputed Dues- Others	-	-	-	-	-	-
<b>Total</b>	<b>8,977.41</b>	<b>3,132.40</b>	<b>178.28</b>	<b>5.96</b>	<b>-</b>	<b>12,294.05</b>

### 3.20 - Other Financial Liabilities

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Creditors for Capital Goods and Services*	86.57	56.41
Unclaimed Dividends	27.41	29.66
Payable to Employees	560.36	466.24
Security Deposits from Customers	240.48	269.03
Financial Guarantee Liability	-	1.93
Derivative Liabilities	100.57	339.71
Provision for Expenses	2,904.04	3,479.25
<b>Total</b>	<b>3,919.43</b>	<b>4,642.23</b>

\* Includes payable to MSME ₹ 10.09 Lakhs (P.Y. ₹ 8.43 lakhs)

**Note:** Financial guarantee liability is towards First Loss Default Guarantee (FLDG) provided by the company to financial institutions in previous year.

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 3.21 - Other Current Liabilities

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Statutory Liabilities	580.42	439.63
Advance from Customers	412.36	536.58
Others	225.84	55.63
<b>Total</b>	<b>1,218.62</b>	<b>1,031.84</b>

### 3.22 - Short Term Provision

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Gratuity	273.73	264.73
Provision for Compensated Absences	26.32	29.10
Provision for Warranties	340.91	361.89
<b>Total</b>	<b>640.96</b>	<b>655.72</b>

### 3.23 - Current Tax Liabilities (net)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for Income Tax	1,388.12	-
Advance Tax and Tax Deducted at Source	(1,180.67)	-
<b>Total</b>	<b>207.45</b>	<b>-</b>

### 4.1 - Revenue From Operations

₹ in Lakhs

Particulars	2024-25	2023-24
Sale of Products	85,350.13	91,945.55
Other Operating Revenue - Scrap Sales	1,100.02	1,182.70
<b>Total</b>	<b>86,450.15</b>	<b>93,128.25</b>

### 4.2 - Other Income

₹ in Lakhs

Particulars	2024-25	2023-24
Change in fair value of Financial Assets	148.08	16.98
Gain on sale of Financial Assets	218.56	51.08
Interest income	186.23	284.65
Profit on Sale of Asset	1.58	15.08
Exchange Fluctuation (net)	28.01	30.88
Other Income	87.99	87.10
Liabilities no longer required written back	27.13	-
<b>Total</b>	<b>697.58</b>	<b>485.77</b>

Interest income represents interest income from financial assets measured at amortised cost of ₹ 155.29 Lakhs and interest received on account of income tax refund ₹ 30.94 Lakhs.



## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 4.3 – Cost of Materials Consumed

₹ in Lakhs

Particulars	2024-25	2023-24
<b>Opening Stock</b>		
Raw Materials and Components	3,929.08	4,958.63
<b>Add: Cost of</b>		
Raw Materials and Components	41,834.18	42,055.77
Processing Charges	2,166.43	2,049.71
<b>Less: Closing Stock</b>		
Raw Materials and Components	3,648.11	3,929.08
<b>Total</b>	<b>44,281.58</b>	<b>45,135.03</b>

### 4.4 – Changes in Inventories of Finished Goods, Stock in trade and Work in progress

₹ in Lakhs

Particulars	2024-25	2023-24
<b>Opening Balance</b>		
Work in Progress	1,036.56	1,148.95
Finished Goods	4,084.04	3,475.69
Stock in Trade	4,223.19	2,926.16
<b>Less Closing Balance</b>		
Work in Progress	1,087.39	1,036.56
Finished Goods	4,025.87	4,084.04
Stock in Trade	2,254.25	4,223.19
<b>Net (increase)/ decrease</b>	<b>1,976.28</b>	<b>(1,792.99)</b>

### 4.5 – Employee Benefits Expense

Particulars	2024-25	2023-24
Salaries, Wages, Bonus etc. (including payment to contractors)	9,152.07	10,116.55
Contribution to Provident and Other Funds	485.73	516.49
Staff Welfare Expenses	795.30	933.09
<b>Total</b>	<b>10,433.10</b>	<b>11,566.13</b>

### 4.6 – Finance Costs

₹ in Lakhs

Particulars	2024-25	2023-24
Interest Cost	378.77	526.19
Interest Expense on Lease Liability	120.84	53.95
Other Borrowing Cost – Processing Fee	19.07	62.30
<b>Total</b>	<b>518.68</b>	<b>642.44</b>

Interest cost represents Interest cost on Financial Liabilities measured at Amortized cost of ₹ 368.90 Lakhs and Interest on account of income tax ₹ 9.87 Lakhs.

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 4.7 – Depreciation and Amortisation Expense

₹ in Lakhs

Particulars	2024-25	2023-24
Depreciation / Amortisation for the year/period		
- Tangible Assets	2,006.86	1,484.94
- Intangible Assets	302.57	321.33
<b>Total</b>	<b>2,309.43</b>	<b>1,806.27</b>

### 4.8 – Other Expenses

₹ in Lakhs

Particulars	2024-25	2023-24
Power and Fuel	843.66	969.78
Rent	386.14	489.74
Repairs and Maintenance		
- Buildings	46.13	8.12
- Machinery	309.66	337.44
- Others	663.06	573.86
Freight and Forwarding (Including Warehouse Charges)	4,265.57	5,336.85
Insurance	75.03	127.33
Rates and Taxes	311.98	173.49
Travel and Conveyance	794.92	1,020.11
Communication	39.21	48.97
Payment made to Auditors	36.69	33.42
Professional and Consultancy Charges	400.59	736.22
Advertisement, Publicity and Sales Promotion Expenses	4,968.05	8,002.54
After Sales Service Expenses	1,027.66	923.75
Royalty	45.74	56.53
Bank Charges	70.44	48.10
Provision for Doubtful Debts	596.41	34.85
Extended producers responsibility	156.89	120.00
Miscellaneous Expenses	325.35	407.90
<b>Total</b>	<b>15,363.18</b>	<b>19,449.00</b>

#### Note 4.8.1 Payment made to Auditors

₹ in Lakhs

Particulars	2024-25	2023-24
<b>a) As Auditor</b>		
i. Audit Fees for Statutory Audit	26.50	22.00
ii. Audit Fees for Tax Audit	7.50	7.50
iii. For Certification	-	2.80
iv. Out of Pocket Expenses	1.69	1.12
<b>b) As Auditor</b>		
i. Audit Fees for Corporate governance certification	1.00	-
ii. Out of Pocket Expenses		
<b>Total</b>	<b>36.69</b>	<b>33.42</b>

**Note: 4.8.2** Professional & Consultancy charges includes Director sitting fee ₹ 38.70 lakhs (P.Y. ₹ 48.30 lakhs) and Director's commission ₹ 38 lakhs (P.Y. ₹ 8.39 lakhs)



## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 5. Other Financial Information

#### 5.1 Contingent Liabilities

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
(To the extent not provided for)		
Central Excise / Customs {of which ₹ 3.31 lakhs (Previous Year ₹ 3.31 lakhs) have been paid under protest} – Refer Note below	66.24	66.24
VAT / Sales Tax {of which ₹ 26.48 lakhs (Previous Year ₹ 26.47 lakhs) have been paid under protest}	128.66	128.66
Goods and Services Tax {of which ₹ 0.6 lakhs (Previous Year ₹ 25.84 lakhs) have been paid under protest}	78.86	248.84
Claims against company not acknowledged as debts	10.32	-
<b>Total</b>	<b>284.08</b>	<b>443.74</b>

**Note:** Above contingent liabilities exclude the demands raised by the Central Excise Department on earlier assessment aggregating to ₹ 1,899.67 lakhs which have been allowed in favour of the Company by the CESTAT. The department has filed an appeal with the Honourable Supreme Court, which is pending disposal.

#### Notes:

- The Company does not expect any reimbursements in respect of the above contingent liabilities.
- It is not practicable to estimate the timing of cash outflows, if any, in respect of matters pending resolution of the arbitration/appellate proceedings.

#### 5.2 Capital Commitments

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Capital Commitments (net of advance)	278.86	79.36

#### 5.3 Assets Held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as ‘held for sale’ when all the following criteria are met : (i) decision has been made to sell, (ii) the assets are available for immediate sale in its present condition, (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 month of the Balance sheet date.

Subsequently, such non-current assets and disposal groups classified as ‘held for sale’ are measured as the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

The company had decided to move from inhouse to outsourcing within some of the non-core activities and classified certain assets as “asset held for sale” and consequently provided an impairment loss of ₹ 211.54 lakhs in FY 2023-24.Asset held for sale is disposed in 2024-25 and the WDV as on 31.3.2025 is Nil. The details of whereas as under:

₹ in Lakhs

Groups of assets held for sale	WDV as at 31 <sup>st</sup> March 2025	Impairment of Assets as at 31 <sup>st</sup> March 2025	Asset value as at 31 <sup>st</sup> March 2025
Plant & Machinery	-	-	-
Electrical equipment	-	-	-
Lease hold improvements	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

₹ in Lakhs

Groups of assets held for sale	WDV as at 31 <sup>st</sup> March 2024	Impairment of Assets as at 31 <sup>st</sup> March 2024	Asset value as at 31 <sup>st</sup> March 2024
Plant & Machinery	280.99	182.13	98.86
Electrical equipment	3.77	2.63	1.14
Lease hold improvements	26.78	26.78	-
<b>Total</b>	<b>311.54</b>	<b>211.54</b>	<b>100.00</b>

### 6. Disclosures in respect of Ind AS 107 - Financial Instruments

#### 6.1. Financial Instruments by Categories

The carrying value and fair value of financial instruments by categories were as follows:

₹ in Lakhs

As at March 31, 2025	Amortized Cost	Financial Assets/ Liabilities at fair value through profit or loss	Financial Assets/ Liabilities at fair value through OCI	Total Fair Value
<b>Financial Assets</b>				
<b>Non-Current financial assets</b>				
Non-Current Investment	-	-	-	-
Other Non-Current Financial Assets	405.26	-	-	405.26
<b>Current financial assets</b>				
Current Investment	-	8,448.08	-	8,448.08
Current Trade Receivables	8,170.13	-	-	8,170.13
Cash & Cash Equivalents	966.70	-	-	966.70
Other Bank Balances	432.36	-	-	432.36
Other Financial Assets	3.40	-	-	3.40
<b>Total</b>	<b>9,977.85</b>	<b>8448.08</b>	<b>-</b>	<b>18,425.93</b>
<b>Financial Liabilities</b>				
<b>Non-Current financial liabilities</b>				
Lease Liabilities	679.18	-	-	679.18
<b>Current financial liabilities</b>				
Lease Liabilities	544.38	-	-	544.38
Trade Payables	6,509.63	-	-	6,509.63
Other Current Financial Liabilities	3,818.86	100.57	-	3,919.43
<b>Total</b>	<b>11,552.05</b>	<b>100.57</b>	<b>-</b>	<b>11,652.62</b>

₹ in Lakhs

As at March 31, 2024	Amortized Cost	Financial Assets/ Liabilities at fair value through profit or loss	Financial Assets/ Liabilities at fair value through OCI	Total Fair Value
<b>Financial Assets</b>				
<b>Non-Current financial assets</b>				
Non-Current Investment	-	-	-	-
Other Non-Current Financial Assets	272.68	-	-	272.68
<b>Current financial assets</b>				
Current Investment	-	3,216.98	-	3,216.98
Current Trade Receivables	8,658.08	-	-	8,658.08
Cash & Cash Equivalents	4,091.10	-	-	4,091.10
Other Bank Balances	423.43	-	-	423.43
Other Financial Assets	24.19	-	-	24.19
<b>Total</b>	<b>13,469.46</b>	<b>3,216.98</b>	<b>-</b>	<b>16,686.44</b>





## NOTES

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₹ in Lakhs				
As at March 31, 2024	Amortized Cost	Financial Assets/ Liabilities at fair value through profit or loss	Financial Assets/ Liabilities at fair value through OCI	Total Fair Value
<b>Financial Liabilities</b>				
<b>Non-Current financial liabilities</b>				
Lease Liabilities	270.72	-	-	270.72
<b>Current financial liabilities</b>				
Lease Liabilities	102.76	-	-	102.76
Trade Payables	12,294.05	-	-	12,294.05
Other Current Financial Liabilities	4,302.49	339.71	-	4,642.20
<b>Total</b>	<b>16,970.02</b>	<b>339.71</b>	<b>-</b>	<b>17,309.73</b>

The carrying amounts of trade receivables, trade payables, capital creditors, cash and cash equivalents, other bank balances, other financial assets and other financial liabilities (other than those specifically disclosed) are considered to be the same as their fair values, due to their short-term nature.

### 6.2 Fair Value Hierarchy

The fair value of financial instruments as referred to in note 6.1 above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and lowest priority to unobservable inputs (Level 3 measurements).

The categories used are as follows:

- **Level 1** - Quoted prices (unadjusted) in active markets for identical Assets or Liabilities.
- **Level 2** - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).
- **Level 3** - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

### 6.3 Valuation Technique used to determine Fair Value:

Specific valuation techniques used to value financial instruments include:

1. Use of quoted market prices for Listed instruments
2. Expected credit loss model valued by the independent valuer

### 6.4 The following table presents fair value hierarchy of Assets and Liabilities measured at fair value:

₹ in Lakhs								
Particulars	As at March 31, 2025				As at March 31, 2024			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
<b>Financial Asset</b>								
Investments in Quoted Mutual Funds	8,448.08	-	-	8,448.08	3,216.98	-	-	3,216.98
<b>Financial Liability</b>								
Financial Guarantee Liability	-	-	-	-	-	-	1.93	1.93
Derivative Liabilities	100.57	-	-	100.57	339.71	-	-	339.71

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 7. Financial Risk Management

The Company is primarily exposed to fluctuation in Market risk, Credit risk and Liquidity risk. The Company has a risk management policy which addresses the risk associated with the financial asset and liabilities.

#### Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has constituted a Risk Management Committee (RMC) for identification, evaluation and mitigation of operations, strategic and external risks. RMC has the overall responsibility for monitoring and recovering the Risk Management Plan and associated practices of the Company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The RMC oversees how management monitors compliance with the company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

#### 7.1 Market Risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables. The Company is exposed to market risk primarily related to foreign exchange rate risk, interest rate risk and the market value of investments. Thus, Company's exposure to market risk is a function of investing and revenue generating and operating activities in foreign currency. The objective of market risk management is to avoid excessive exposure in our foreign currency revenues and costs.

Market risk comprises two types of risks.

##### 7.1.1 Foreign Currency Exchange Rate Risk

The fluctuation in foreign currency exchange rates may have potential impact on the Statement of Profit or Loss, other comprehensive income and equity.

The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks. Currently the Company follows a policy of hedging 100% of its trade payables. On an overall basis, the Company has hedged 85.2% of its foreign exchange exposure thus minimising the currency risk.

Sensitivity analysis of foreign currency risk for as estimated fluctuation of +/- 5% to the outstanding foreign currency exposure is provided below:

FC in Lakhs				
Foreign Currency Exposure	Liabilities		Assets	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
USD	1.17	4.08	6.73	4.53

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

₹ in Lakhs		
Sensitivity at the year end	As at March 31, 2025	As at March 31, 2024
<b>Receivables:</b>		
Weakening of INR by 5%	28.54	18.62
Strengthening of INR by 5%	(28.54)	(18.62)
<b>Payables:</b>		
Weakening of INR by 5%	(4.99)	(17.12)
Strengthening of INR by 5%	4.99	17.12

Amount in bracket represents additional cash outflow. Other amounts represent additional cash inflow.

### 7.1.2 Interest Rate Risk

The Company is exposed to short-term and long-term borrowings. Long-term borrowing's interest rates are fixed and not subject to any interest rate risk. Short-term borrowings, being working capital loans, are subject to interest rate fluctuation based on the performance and external credit rating of the Company.

At the reporting date the interest rate profile of the Company's interest – bearing financial instruments as follows:

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>Fixed Rate Instruments</b>		
Financial Asset		
- Bank Deposits	404.95	4,193.77
Financial Liabilities		
- Term Loan from Bank / Others	-	-
- Lease Liability	1223.56	373.48
<b>Variable Rate Instruments</b>		
Financial Liabilities		
- Short Term Borrowings	-	-

### 7.2 Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, investment in mutual funds and cash and cash equivalents. The Company makes provision on trade receivables based on Expected Credit loss (ECL) method based on provision matrix.

#### Trade Receivables:

The Company has outstanding trade receivables amounting to ₹ 8,170.13 lakhs and ₹ 8,658.06 lakhs as of March 31, 2025, and March 31, 2024, respectively. Trade receivables are unsecured in nature, except to the extent of security deposits received from the distributors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Default on account of Trade Receivables happens when the counterparty fails to make contractual payment when they fall due.

Credit risk is managed by the Company by continuous monitoring of overdue receivables and also by making adequate provision towards expected credit loss in the books of account as per the simplified approach stated in the accounting policy.

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

Expected credit loss provision matrix provided below:

Particulars	Overdue Period		
	Within the credit period	0-180 days	More than 180 days
Trade Receivables			
March 31, 2025	-	4.18%	25.10%
March 31, 2024	-	1.15%	42.01%

#### Credit Risk Exposure:

An analysis of age of trade receivables at each reporting date is summarized as follows:

₹ in Lakhs				
Particulars	As at March 31, 2025		As at March 31, 2024	
	Gross	Impairment	Gross	Impairment
Within the credit period	4,209.35	-	2,847.97	-
0 to 180 days	2,279.77	90.51	4,291.53	49.23
More than 180 days	2,365.03	593.51	2,703.73	1,135.94
<b>Total</b>	<b>8,854.15</b>	<b>684.02</b>	<b>9,843.23</b>	<b>1,185.17</b>

#### Expected credit loss assessment

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Management believes that the unimpaired amounts that are past due are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk.

The movement in the allowance for impairment in respect of trade receivables during the year was as follows:

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
<b>As at the beginning of the year</b>	<b>1,185.17</b>	<b>1,150.32</b>
<b>Add:</b> Provided for the year	596.41	34.85
<b>Less:</b> Reversal of provision	-	-
<b>Less:</b> Utilization for the year	(1097.56)	-
<b>As at the end of the year</b>	<b>684.02</b>	<b>1,185.17</b>

### 7.3 Liquidity Risk

Liquidity needs of the Company are monitored on the basis of monthly and yearly projections. The company's principal sources of liquidity are cash and cash equivalents, cash generated from the operations and bank borrowings.

The Company manages the liquidity needs by continuously monitoring cash inflows and by maintaining adequate cash and cash equivalents. Net cash requirements are compared to available cash in order to determine any shortfalls.

Short term liquidity requirements consist mainly of sundry creditors, expense payable, employee dues and repayment of loans arising during the normal course of business as of each reporting date. The Company meets its short-term liquidity requirements primarily through efficient working capital management and by accessing additional and alternative credit facilities available in the financial market. The Company has acceptances in line with supplier's financing arrangements which might invoke liquidity risk as a result of liabilities being concentrated with few financial institutions instead of a diverse group of suppliers. The Company has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements.

The Company assesses long-term liquidity requirements on a periodical basis and manages them through internal accruals and bank borrowings.



## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

The table below provides details regarding the contractual cash outflow for financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company is required to pay.

₹ in Lakhs						
As at March 31, 2025	On demand and less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Security Deposits	240.48					240.48
Trade Payables	6,509.63					6,509.63
Other Financial Liabilities	3,678.95					3678.95
Lease Liability	311.50	311.50	713.36		-	1336.37

₹ in Lakhs						
As at March 31, 2024	On demand and less than 6 months	6 months to 1 year	1-3 years	3-5 years	More than 5 years	Total
Security Deposits	269.03	-	-	-	-	269.03
Trade Payables	12,294.05	-	-	-	-	12,294.05
Other Financial Liabilities	4,373.17	-	-	-	-	4,373.17
Lease Liability	73.10	69.69	250.57	65.47	-	458.83

### 8. Capital Management

Equity share capital and other equity are considered for the purpose of Company's capital management. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimize returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence. The management and the Board of Directors monitor the return on capital as well as the level of dividends to shareholders. The Company may take appropriate steps in order to maintain, or if necessary, adjust, its capital structure.

The Board of Directors seeks to maintain a balance between the higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings, less cash and cash equivalents and other bank balances. Total equity comprises all components of equity.

The Company's adjusted net debt-to-equity ratio of March 31, 2025, was as follows:

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
Total Debt*	1,223.56	373.48
Total Equity	32,527.92	29,218.78
Debt to Equity Ratio	0.04	0.01

\*Total Debt represents lease liabilities

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 9. Disclosures Required Under the "Micro, Small and Medium Enterprises Development Act, 2006"

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
a. Principal amount due to Suppliers under the Act	2,197.38	2,540.99
b. Interest accrued and due to Suppliers under the Act, on the above amount	0.21	0.35
c. Payment made to Suppliers (Other than interest) beyond the appointed day during the year	13.84	1,851.04
d. Interest paid to Suppliers under the Act (Other than Section 16 )	-	-
e. Interest paid to Suppliers under the Act (Section 16)	-	-
f. Interest due and payable to suppliers under the Act, for payments already made	-	7.65
g. Interest accrued and remaining unpaid at the end of the year to Suppliers under the Act	-	9.24

This information has been given in respect of such vendors to the extent they could be treated as 'Micro and Small Enterprises' on the basis of information available with the Company on which the Auditors have relied upon.

### 10. Disclosure in respect of Indian Accounting Standard (Ind AS)-115 "Revenue from Contracts with Customers"

#### a) Disaggregation of Revenue:

₹ in Lakhs		
Particulars	2024-25	2023-24
LPG Stoves	24,395.74	25,271.50
Mixer Grinder	29,722.03	29,842.39
Tabletop Wet Grinder	10,305.48	10,137.42
Pressure Cooker	15,909.78	16,560.76
Others	6,117.12	11,316.18
<b>Total Revenue from Contract with Customers</b>	<b>86,450.15</b>	<b>93,128.25</b>

#### b) Contract liabilities such as advance from customers and liability for schemes are given below.

₹ in Lakhs		
Contract Liabilities	As at March 31, 2025	As at March 31, 2024
Advance from Customers	412.36	536.58
Liability for Scheme	4,257.92	4,529.59

#### c) Reconciliation of Revenue recognized with the contracted price and adjustments:

₹ in Lakhs		
Description	2024-25	2023-24
Revenue as per contracted price	95,700.10	1,03,286.53
Less: Adjustments	(9,249.95)	(10,158.28)
<b>Total revenue from contract with customers</b>	<b>86,450.15</b>	<b>93,128.25</b>

\* includes discounts, schemes & others.





## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 11. Disclosure in respect of Indian Accounting Standard (Ind AS)-116 “Leases”

#### a) Following are the changes in carrying value of liabilities.

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Balance as at the beginning of the year	373.48	493.38
Additions	1,346.05	-
Finance cost accrued during the year	120.84	53.95
Adjustments for disposals	(3.56)	(4.33)
Payment of lease liabilities	(613.25)	(169.52)
Balance as at the end of the year	1,223.56	373.48

#### b) Following amount were recognized as expense:

₹ in Lakhs

Particulars	2024-25	2023-24
Depreciation of right of use assets	502.50	48.43
Expense relating to short term leases	927.20	2,613.35
Interest on lease liabilities	120.84	53.95
Total amount recognized in statement of Profit & Loss	1,550.54	2,715.73

#### c) Maturity analysis of lease liabilities under Ind AS 116 (undiscounted)

₹ in Lakhs

Particulars	As at March 31, 2025	As at March 31, 2024
Within 1 year	623.00	142.79
Between 1 to 3 years	713.36	250.57
Between 3 to 5 years	-	65.47

#### d) Amounts recognised in statement of Cash Flows

₹ in Lakhs

Particulars	2024-25	2023-24
Total Cash outflow for leases	613.25	169.52

e) Company applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term.

f) The lease agreements do not impose any restrictions or covenants other than the security interests in the leased assets that are held by the lessor.

### 12. Disclosure in respect of Indian Accounting Standard (Ind AS)-19 “Employee Benefits”

#### 12.1 General description of various defined employee’s benefits schemes are as under:

##### a) Provident Fund:

The Company’s Provident Fund (defined contribution fund) is managed by Regional Provident Fund Commissioner. The Company pays fixed contribution to provident fund at pre-determined rate.

##### b) Gratuity:

Gratuity is a defined benefit plan, in respect of past services provided by the employees is quantified based on the actuarial valuation.

The scheme is funded by the Company and the liability is recognized on the basis of contribution payable to the insurer. Disclosure of information as required under Ind AS-19 have been made in accordance with the actuarial valuation.

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

The summarized position of various defined benefits recognized in the Statement of Profit and Loss, Other Comprehensive Income (OCI) and Balance Sheet and other disclosures are as under:

#### Movement in Defined Benefit Obligation:

₹ in Lakhs

Particulars	2024-25	2023-24
Defined Benefit Obligation at the beginning of the year	1,060.82	1,034.79
Current Service Cost	163.89	144.00
Interest Cost	74.75	67.72
Past Service Cost	-	4.47
Benefits Paid	(176.81)	(193.56)
Re-measurements - Actuarial Loss/ (Gain)	(77.97)	103.40
Defined Benefit Obligation at the end of the year	1,144.68	1,160.82

#### Movement in Plan Asset:

₹ in Lakhs

Particulars	2024-25	2023-24
Fair value of Plan Assets at the beginning of the year	896.09	746.32
Employer Contributions	95.41	295.30
Benefits Paid	(176.81)	(193.56)
Re-measurements – Return on Plan Assets	59.62	57.56
Re-measurements - Actuarial (Loss) / Gain	(3.36)	(9.53)
Fair value of Plan Assets at the end of the year	870.95	896.09

#### Amount Recognized in Statement of Profit and Loss

₹ in Lakhs

Particulars	2024-25	2023-24
Current Service Cost	163.89	144.00
Net Interest on Net Defined Benefit Liability	15.13	10.16
Past Service Cost	-	4.47
Expenses recognized in the statement of profit and loss	179.02	158.63

#### Amount recognized in Other Comprehensive Income (OCI)

₹ in Lakhs

Particulars	2024-25	2023-24
Actuarial Loss/ (Gain) due to assumption changes	(77.97)	103.40
Difference between Actual Return and Interest Income on Plan Assets- Loss / (Gain)	3.36	9.52
Actuarial Loss/ (Gain) recognized in OCI	(74.61)	112.92

#### Sensitivity Analysis

₹ in Lakhs

Particulars	Change in Assumption	As at March 31, 2025	As at March 31, 2024
Discount Rate	+0.50%	(58.46)	(58.18)
	-0.50%	59.34	63.04
Salary Growth Rate	+0.50%	59.68	63.00
	-0.50%	(59.50)	(58.94)

# NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

## Actuarial Assumption

Particulars	As at March 31, 2025	As at March 31, 2024
Discount Rate	6.66%	6.97%
Rate of Salary Increase	7.00%	7.00%
Attrition Rate	3.00%	3.00%
Retirement Age	58 Years	58 Years
Average Future Service	12.9 Years	13.4 Years

## Expected Benefit Payments

		₹ in Lakhs	
Sr. No.	Year of payment	As at March 31, 2025	As at March 31, 2024
1	Year 1	48.49	56.97
2	Year 2	92.80	63.94
3	Year 3	59.52	87.35
4	Year 4	81.71	83.37
5	Year 5	80.80	79.83
6	Next 5 Years	503.77	515.09

## Category of Investment in Plan Assets

Category of Investment	% of fair value of plan assets
Insurer Managed Funds (LIC)	100% (P.Y 100%)

These plans typically expose the Company to actuarial risks such as investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. When there is a deep market for such bonds; if the return on plan asset is below this rate, it will create a plan deficit. Currently, for these plans, investments are made in gratuity fund maintained by the Life Insurance Corporation of India.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's investments.
Longevity risk	The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

## c) Compensated absences

Disclosure of information as required under Ind AS-19 are as follows.

### Movement in Defined Benefit Obligation:

		₹ in Lakhs
Particulars	2024-25	2023-24
Defined Benefit Obligation as at the beginning of the period	296.93	199.99
Interest Cost	16.65	11.64
Current service cost	48.15	42.92
Past service cost	-	(1.40)
Benefits paid	(115.86)	(77.43)
Actuarial loss on obligation (balancing figure)	53.10	121.21
Defined Benefit Obligation as at the end of the period	298.97	296.93

# NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

## Movement in Plan Asset:

		₹ in Lakhs
Particulars	2024-25	2023-24
Fair value of plan assets as at the beginning of the period	-	-
Expected return on plan assets	-	-
Contributions	115.86	77.43
Benefits paid	(115.86)	(77.43)
Actuarial gain/ (loss) on plan assets (balancing figure)	-	-
Fair value of plan assets as at the end of the period	-	-

## Amount Recognized in Statement of Profit and Loss

		₹ in Lakhs
Particulars	2024-25	2023-24
Current service cost	48.15	42.92
Interest on obligation	16.66	11.64
Expected return on plan assets	-	-
Net actuarial loss recognised during the period	53.10	121.21
Past service cost	-	(1.40)
Expenses recognized in the statement of profit and loss	117.91	174.37

## Actuarial Assumption

Particulars	2024-25	2023-24
Discount Rate	6.66%	6.97%
Rate of increase in compensation levels	7.00%	7.00%
Attrition Rate	3.00%	3.00%
Expected rate of return on Plan Assets	0.00%	0.00%
Retirement Age	58 years	58 years
Estimated Average Future working life	12.8 years	13.4 years

## Expected Benefit Payments

₹ in Lakhs		
Year of payment	As at March 31, 2025	As at March 31, 2024
Year 1	11.28	12.50
Year 2	16.76	12.73
Year 3	12.61	15.48
Year 4	18.01	13.94
Year 5	16.21	17.10
Next 5 Years	90.33	95.59

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### 13. Disclosure in respect of Indian Accounting standard (Ind AS)–108: “Operating Segments”

#### a) Information about major customers

Since the Company primarily operates in one segment – Domestic appliances and there is no reportable Geographical segment either.

The Company has derived revenues from one customer which amount to more than 10 per cent of Company’s revenues, the details are given below:

₹ in Lakhs		
Particulars	2024-25	2023-24
Customers (Nos)	-	1
Revenue	-	15,850.71

#### b) Information about Geographical area:

The Company is Domiciled in India. The amount of its revenue from external customers broken down by location of customers is tabulated below:

₹ in Lakhs		
Particulars	2024-25	2023-24
India	84,213.52	91,444.57
Outside India	2,236.63	1,683.68
<b>Total</b>	<b>86,450.15</b>	<b>93,128.25</b>

The total of non-current assets other than financial instruments, deferred tax assets, post-employment benefit assets, broken down by location of assets are shown below:

₹ in Lakhs		
Particulars	As at March 31, 2025	As at March 31, 2024
India	16,499.75	16,653.20
Outside India	-	-
<b>Total</b>	<b>16,499.75</b>	<b>16,653.20</b>

### 14. Disclosure in respect of Indian Accounting Standard (Ind AS)–33 “Earnings Per Share (EPS)”

#### a) Basic EPS

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Particulars	2024-25	2023-24
Profit for the year, attributable to the owners of the Company	₹ 3,253.31 Lakhs	₹ 738.98 Lakhs
Earnings used in calculation of basic earnings per share (A)	₹ 3,253.31 Lakhs	₹ 738.98 Lakhs
Weighted average number of ordinary shares for the purpose of basic earnings per share (B)	1,78,79,551	1,78,79,551
<b>Basic EPS = (A/B) (Face Value of ₹ 10 per share)</b>	<b>₹ 18.20</b>	<b>₹ 4.13</b>

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

#### b) Diluted EPS

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year plus the weighted average number of Equity shares that would be issued on conversion of all the dilutive potential Equity shares into Equity shares.

Particulars	2024-25	2023-24
Profit for the year, attributable to the owners of the Company	₹ 3,253.31 Lakhs	₹ 738.98 Lakhs
Earnings used in calculation of diluted earnings per share (A)	₹ 3,253.31 Lakhs	₹ 738.98 Lakhs
Weighted average number of ordinary shares for the purpose of diluted earnings per share (B)	1,78,79,551	1,78,79,551
<b>Diluted EPS = (A/B) (Face Value of ₹ 10 per share)</b>	<b>₹ 18.20</b>	<b>₹ 4.13</b>

### 15. Disclosure in respect of Indian Accounting Standard (Ind AS)–37 “Provisions, Contingent Liabilities and Contingent Assets”

#### Warranty:

The Company gives warranties on certain products and services, undertaking to repair / replace products, which fail to perform satisfactorily during the warranty period. Provision made represents the amount of the expected cost of meeting such obligation on account of repair / replacement. The timing of outflows is expected to be within a period of two to five years.

#### Movement of provision for Warranty:

₹ in Lakhs					
2024-25	Balance as at April 01, 2024	Additions during the year	Utilization during the year	Reversal during the year	Balance as at March 31, 2025
Provision for Warranties	361.89	255.81	276.79	-	340.91

₹ in Lakhs					
2023-24	Balance as at April 01, 2023	Additions during the year	Utilization during the year	Reversal during the year	Balance as at March 31, 2024
Provision for Warranties	386.67	302.73	327.51	-	361.89

### 16. Disclosure in respect of Indian Accounting Standard 24 “Related Parties Disclosures”

#### Holding Company

Crompton Greaves Consumer Electricals Limited (CGCEL)

#### Fellow Subsidiaries (Subsidiary of CGCEL)

- Pinnacles Lighting Project Private Limited
- Nexustar Lighting Project Private Limited
- Crompton CSR Foundation

#### Name of Post-employment benefit plans with whom transactions were carried out during the year

Butterfly Gandhimathi Appliances Limited Employees Group Gratuity Trust Fund





## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

### Key Managerial Personnel

FY 24-25	FY 23-24
<b>Mr. P. M. Murty</b> – Chairman, Non- Executive Independent Director	<b>Mr. P. M. Murty</b> – Chairman, Non- Executive Independent Director
<b>Mr. Rangarajan Sriram</b> – Managing Director Ceased w.e.f. June 14, 2024	<b>Mr. Rangarajan Sriram</b> – Managing Director (Re-appointed w.e.f. 30.03.2024 to 29.03.2026)
<b>Mr. Shantanu Maharaj Khosla</b> – Non-Independent Director	<b>Mr. Shantanu Maharaj Khosla</b> – Non-Independent Director
<b>Mr. Promeet Ghosh</b> – Non-Independent Director	<b>Mr. Promeet Ghosh</b> – Non-Independent Director (Appointed w.e.f. 12.05.2023)
–	<b>Mr. Mathew Job</b> – Non-Independent Director (Resigned w.e.f. 30.04.2023)
<b>Mr. M. Padmanabhan</b> – Independent Director Retired w.e.f. July 31, 2024	<b>Mr. M. Padmanabhan</b> – Independent Director
<b>Mr. A. Balasubramanian</b> – Independent Director Retired w.e.f. July 31, 2024	<b>Mr. A. Balasubramanian</b> – Independent Director
<b>Mr. G.S. Samuel</b> – Independent Director Retired w.e.f. July 31, 2024	<b>Mr. G.S. Samuel</b> – Independent Director
<b>Mr. T.R. Srinivasan</b> – Independent Director Retired w.e.f. July 31, 2024	<b>Mr. T.R. Srinivasan</b> – Independent Director
<b>Ms. Maheshwari Mohan</b> – Independent Director	<b>Ms. Maheshwari Mohan</b> – Independent Director
<b>Ms. Smita Anand</b> – Independent Director	<b>Ms. Smita Anand</b> – Independent Director (Appointed w.e.f. 01.04.2022)
<b>Mr. Kaleeswaran Arunachalam</b> – Non-Independent	<b>Mr. Kaleeswaran Arunachalam</b> – Non-Independent Director Appointed w.e.f. 09.11.2023)
<b>Mr. Nithiyanandam Anandkumar</b> – Non-Independent Director	<b>Mr. Nithiyanandam Anandkumar</b> – Non-Independent Director (Appointed w.e.f. 09.11.2023)
<b>Mr. K.E. Ranganathan</b> – Independent Director	<b>Mr. K.E. Ranganathan</b> – Independent Director (Appointed w.e.f. 04.04.2024)
<b>Ms. Swetha Sagar G</b> – Manager & Chief Business Officer (Appointed w.e.f. June 15, 2024.)	–
<b>Mr. V.A. Joseph</b> – Chief Financial Officer (CFO)	<b>Mr. V.A. Joseph</b> – Chief Financial Officer (CFO) (Appointed w.e.f. 09.11.2023)
<b>Mr. Viral Sarvaiya</b> – Company Secretary & Compliance Officer (Resigned w.e.f. April 7, 2025)	<b>Mr. Viral Sarvaiya</b> – Company Secretary & Compliance Officer
--	<b>Ms. Ananda Shalini</b> – Chief Financial Officer (CFO) (Appointed w.e.f. 06.04.2023 and Resigned w.e.f. 20.10.2023)
--	<b>Mr. R. Nagarajan</b> – Chief Financial Officer (CFO) (Resigned w.e.f. 05.04.2023)

### Compensation to Key Managerial Persons (KMP)

#### 17.1 Managerial Remuneration:

##### i. Directors: –

Particulars	2024-25	2023-24
Short-term employee benefits	51.37*	243.58*
Post-employment benefits (PF)	–	–
Sitting Fees to Directors	38.70	48.30
Commission to Independent Directors	38.00	8.39
<b>Total</b>	<b>273.88</b>	<b>300.27</b>

\*Represents secondment cost debited by Holding Company.

## NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

Particulars	As at March 31, 2025	As at March 31, 2024
Payable	–	0.14
Commission Payable to Independent Directors	38.00	8.39

##### ii. Others (CFO,CS & Manager):

Particulars	2024-25	2023-24
Remuneration and Short-term Benefits	268.72*	85.17*
Post-employment benefits	–	–
<b>Total</b>	<b>268.72</b>	<b>85.17</b>

\*Represents secondment cost debited by Holding Company.

**Note:** Liabilities for post-retirement benefits being Gratuity, Leave encashment and Post retirement medical benefits are provided on actuarial basis for the Company as a whole. The amount pertaining to Key management personnel are not included above.

### Transactions during the year and outstanding balances

#### a) Holding Company

##### Transactions during the year

Sr. No.	Particulars	2024-25	2023-24
	<b>Purchase and Services Received</b>	<b>889.03</b>	<b>672.29</b>
1	– Purchase	–	11.90
	– Secondment Cost	743.81	578.51
	– Royalty	45.74	56.53
	– Warehouse	–	5.35
	– Others	99.48	20.00
2	<b>Sales and Services Provided</b>	<b>3,218.74</b>	<b>1,010.67</b>
	– Sales and Services	3,116.57	967.26
	– Secondment Cost	101.97	43.41
	– Others	0.20	–
	<b>Total</b>	<b>4,107.77</b>	<b>1,682.96</b>

##### Outstanding balances

Particulars	As at March 31, 2025	As at March 31, 2024
Receivable	334.71	148.79

#### b) Fellow Subsidiary

Particulars	2024-25	2023-24
Amount transferred for spending against specified activities	64.50	–

NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

17. Details of CSR Expenditure

			₹ in Lakhs	
Particulars			2024-25	2023-24
a. Gross amount required to be spent during the year			75.91	107.59
₹ in Lakhs				
Particulars	2024-25		2023-24	
b. Amount spent during the year	In Cash	Yet to be Paid in Cash	In Cash	Yet to be Paid in Cash
i. Construction/acquisition of any asset	-	-	-	-
ii. On purposes other than (i) above	76.50	-	111.02	-
c. Amount Spent on CSR Activities during the Year			2024-25	2023-24
Promotion of education			12.00	109.44
Transfer to Crompton CSR Foundation (Related Party) (Refer note 17)			64.50	-
₹ in Lakhs				
d. CSR Activity	Board Approved limit			
Promoting Education & Infrastructure development	12.00			
Community Development	68.00			
Admin	-			
Total	80.00			

18. Ratios

Key Ratios of the Company are summarized below.

As at March 31, 2025	Numerator	Denominator	Numerator	Denominator	Current period	Previous period	Variance (%)	Reason for variance (more than 25%)
Current ratio	Current Assets	Current Liabilities	30,086.01	13,040.47	2.31	1.57	46.74	Reduction in creditors
Debt equity ratio	Total Debt	Members fund	1,223.56	32,527.92	0.04	0.01	194.28	Improved due to Utilisation of Self generated funds
Debt service coverage ratio	Earnings available for DebtService	Debt Service	6,081.42	616.81	9.86	18.80	(47.57)	Increase in Net earnings
Return on equity ratio	Net Profit after Tax	Avg. Members fund	3,253.31	30,873.35	0.11	0.03	311.98	Increase in profitability due to control over margins and expenses
Inventory turnover ratio	Cost of Goods Sold	Avg. Inventory	54,128.66	12,144.25	4.46	4.61	(3.23)	-
Trade receivables turnover ratio	Net Credit Sales	Avg Accounts Receivable	86,450.15	10,678.89	8.10	7.29	11.09	Due to reduction in Accounts receivable
Trade payables turnover ratio	Net Credit Purchases	Avg Trade Payables	51 ,871.41	9,401.84	5.52	4.85	13.73	Due to reduction in Accounts payable

NOTES

forming part of Financial Statements as at and for the year ended March 31, 2025

As at March 31, 2025	Numerator	Denominator	Numerator	Denominator	Current period	Previous period	Variance (%)	Reason for variance (more than 25%)
Net capital turnover ratio	Net Sales	Working Capital	86,450.15	17,045.53	5.07	7.00	(27.53)	Reduction in creditors has contributed increase in working capital
Net Profit ratio	Net Profit	Net Sales	3,253.31	86,450.15	0.04	0.01	374.25	Increase in profitability due to control over margins and expenses
Return on capital employed	Earning Before Interest & Taxes	Capital employed (equity+ debt + Deferred tax Liability)	3,771.99	32,567.72	0.12	0.05	150.19	Due to increase in profitability

20. Reconciliation of Quarterly returns furnished with the bank and books of accounts

a. Name of the Bankers – State Bank of India, South Indian bank, IndusInd, IDBI

₹ in Lakhs					
S.no.	Quarter	Amount as reported in the quarterly Return/ Statement	Amount as per Books of Accounts Mar 2025	Amount of differences	Reason for Material Discrepancies
1	Jun-24	15,330.00	8,651.15	6,678.85	Provisions, Regrouping, Final Entries are not part of Bank data, the details get shared with initial reports.
2	Sep-24	21,957.00	15,903.35	6,053.65	
3	Dec-24	22,044.00	16,674.48	5,369.52	
4	Mar-25	17,621.00	12,676.12	4,944.88	

b. The Company has been sanctioned a working capital facility of ₹ 10,500 Lakhs, by SBI Bank, valid upto February 13, 2026 and ₹ 1,500 Lakhs by IDBI valid upto July 1,2026. The outstanding balance as on March 31, 2025 – ₹ Nil (Previous Year – ₹ Nil). This facility is secured by way of a hypothecation of inventories, receivables and other current assets on pari-passu first charge basis both present & future. Further, it is secured by collateral property through equitable mortgage on factory land & buildings and other fixed assets including Plant & machinery along with Corporate Guarantee from Crompton Greaves Consumer Electricals Limited.

21. Code of Social Security, 2020

The date on which the Code of Social Security, 2020 (“the code”) relating to employee benefits during the employment and post-employment benefit will come into effect is yet to be notified and the related rules are yet to be finalized. The company will evaluate the code and its rules, assess the impact, if any, on account of the same once they become effective.

22. Additional Disclosures

Additional information and disclosures as required under Schedule III to the act to the extent applicable to the company has been disclosed.

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period.

- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the year ended March 31, 2025.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) The Company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Company has neither declared nor paid any dividend during the year.
- (x) Disclosure on number of layer of companies is not applicable as there are no such transactions.
- (xi) There are no scheme of arrangements approved by the Competent authority in terms of Sections 230 to 237 of the Companies Act, 2013 during the year.
- (xii) The title deeds of all of the immovable properties included in Property, Plant and Equipment are held in the name of the Company.
- (xiii) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- (xiv) There are no outstanding loans or advances in the nature of loans that are granted to Promoters, Directors, KMPs and the related parties.
- 23.** Figures for the comparative period have been regrouped wherever necessary in conformity with the current period classification.
- 24.** The Financial statements were reviewed and recommended by the Audit Committee and has been approved by the Board of Directors at their meeting held on 13th May 2025.

As per our report of even date attached  
**For ASA & Associates LLP**  
Chartered Accountants  
Firm Regn No. 009571N/N500006

**G. N. RAMASWAMI**  
Partner  
Membership No. 202363

Place: Mumbai  
Date: 13th May, 2025

For and on behalf of the Board of Directors

**P. M. MURTY**  
Non-Executive Independent Chairman  
DIN: 00011179

**K.E.RANGANATHAN**  
Independent Director  
DIN: 00058990

**JAYANT BARDE**  
Company Secretary & Compliance Officer  
Membership No: A61954

**KALEESWARAN ARUNACHALAM**  
Director  
DIN: 07625839

**V. A. JOSEPH**  
Chief Financial Officer

## BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

CIN: L28931TN1986PLC012728

**Registered Office** 143, Pudupakkam Village, Vandalur – Kelambakkam Road,  
Kelambakkam, Chengalpattu District – 603 103

**T:** +91 44 4741 5500 **Email:** [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com)

**Website:** [www.butterflyindia.com](http://www.butterflyindia.com)

## Notice of the 38<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the **38<sup>th</sup> (Thirty Eighth) Annual General Meeting (“AGM”)** of the Members of Butterfly Gandhimathi Appliances Limited (**“the Company”**) will be held on **Tuesday, August 05, 2025 at 11:00 A.M. (IST)** through Video Conferencing (**“VC”**) / Other Audio-Visual Means (**“OAVM”**) for which purpose the Corporate Office of the Company situated at “E-34, 2<sup>nd</sup> Floor, Rajiv Gandhi Salai, Egattur Village, Navalur, Chengalpattu District – 600 130, shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

### ORDINARY BUSINESS

#### 1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2025 together with the Reports of the Board of Directors (**“the Board”**) and the Auditors thereon.

#### 2. Appointment of Mr. Promeet Ghosh (DIN:05307658) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Promeet Ghosh (DIN: 05307658) who retires by rotation and being eligible offers himself for re-appointment.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of Members of the Company, be and is hereby accorded to re-appoint Mr. Promeet Ghosh (DIN:05307658) as Director, who is liable to retire by rotation.”

### SPECIAL BUSINESS

#### 3. Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014

and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company be and hereby ratifies the remuneration of ₹ 2,25,000 (Rupees Two Lakh Twenty Five Thousand Only) (exclusive of applicable taxes and re-imbursement of out of pocket expenses) payable to M/s. S. Mahadevan & Co., Cost Accountants (Firm Registration Number 000007), who have been appointed by the Board of Directors, basis the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2026.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee(s) thereof) or the Key Managerial Personnel(s) of the Company, be and are hereby severally authorised to do all act(s), deed(s), matter(s) & thing(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 4. Appointment of M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), Practicing Company Secretaries as the Secretarial Auditors of the Company and to fix remuneration

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 204(1) and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) read with Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendations of the Audit Committee and the Board of Directors, M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), Practicing Company Secretaries (ICSI Unique Code: L2025TN019200), be and is hereby appointed as the Secretarial Auditors of the Company,



to hold office for a term of 5 (Five) consecutive years, commencing from April 01, 2025 up to March 31, 2030, at a remuneration of ₹ 1,40,000 ( Rupees One Lakh Forty Thousand Only) plus reimbursement of out of pocket expenses and applicable taxes to conduct the secretarial audit for the Financial Year 2025-26 and the Board of Directors of the Company be and are hereby authorised to increase and pay such Secretarial Audit fees as recommended by the Audit Committee and as they may deem fit for the remaining tenure of their appointment and as may be mutually agreed between the Board of Directors and the Secretarial Auditors.

**RESOLVED FURTHER THAT** any of the Director(s) or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

By the order of the Board  
For **Butterfly Gandhimathi Appliances Limited**

**Jayant Barde**  
Company Secretary & Compliance Officer  
Membership No. A61954

**Registered Office:**  
143, Pudupakkam Village,  
Vandalur – Kelambakkam Road,  
Kelambakkam, Chengalpattu  
District – 603 103

**Date:** May 13, 2025  
**Place:** Mumbai

### NOTES

1. Ministry of Corporate Affairs (**“MCA”**) has vide [General Circular No. 09/ 2024 dated September 19, 2024 \(\*\*“MCA Circular”\*\*\)](#) and Securities and Exchange Board of India (**“SEBI”**) vide its Circular No. [SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 \(\*\*“SEBI Circular”\*\*\)](#) has provided certain relaxations from compliance with provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**). In compliance with the applicable provisions of the Companies Act, 2013, (**“the Act”**), MCA Circulars, SEBI Circulars and the Listing Regulations, the AGM of the Company will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The proceedings of the AGM will be deemed to be conducted at the Corporate Office of the Company which shall be the deemed venue of the AGM.
2. An explanatory statement pursuant to Section 102(1) of the Act relating to special business as stated under Item No. 03 and 04 of the Notice dated **Tuesday, May 13, 2025**, are annexed hereto.
3. A statement providing additional details of the Director seeking re-appointment as set out in Item No. 2 of the Notice dated **Tuesday, May 13, 2025**, is annexed herewith as required under Regulation 36(3) of the Listing Regulations as amended from time to time and Secretarial Standard-2 (**“SS-2”**) on General Meetings issued by the Council of the Institute of Company Secretaries of India (**“ICSI”**).
4. Since this AGM is being conducted through VC/ OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available at the AGM and hence the proxy form and attendance slip are not annexed to this notice.
5. Institutional/ Corporate Shareholders (i.e. other than Individuals/ HUF/ NRI, etc.) intending to authorise their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through electronic voting (**“e-Voting”**), are requested to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter to the Scrutiniser by e-mail through its registered e-mail address at [alagar@alagarassociates.com](mailto:alagar@alagarassociates.com) with a copy marked at [evoting@nsdl.com](mailto:evoting@nsdl.com)  
  
Institutional Members (i.e. other than Individuals/ HUFs/ NRIs etc.) can also upload their Board resolution/ Authority Letter, etc. by clicking on **“Upload Board Resolution/ Authority Letter”** displayed under “e-Voting” tab in their login.

6. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.
7. The Members can join the Annual General Meeting (**“AGM”**) through VC/ OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 (One Thousand) Members on first come first serve basis. This will not include large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
8. Participation of Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In accordance with the aforesaid MCA and SEBI Circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2024-25, are being sent to the Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participants (**“DPs”**). In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2024-25, kindly send a request to the Company by writing at [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com) mentioning their folio number/ DP ID and Client ID.  
  
The Notice calling the AGM has been uploaded on the website of the Company at [www.butterflyindia.com](http://www.butterflyindia.com). The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and is also available on the website of National Securities Depository Limited (**“NSDL”**) (agency for providing the remote e-Voting facility), at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
10. In compliance with the Circulars, the Annual Report for the Financial Year 2024-25, the Notice of the 38th AGM, and instructions for e-Voting are being sent through electronic mode to those Members whose email addresses are registered with the Company/ DP. A letter providing the web-link for accessing the Annual Report, including the exact path, will be sent to those members who have not registered their e-mail address with the Company.



11. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before **Tuesday, August 5, 2025**, through e-mail on [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com). The same will be replied by the Company suitably.

All documents referred to in the Notice will also be available electronically for inspection, without any payment of by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com).

12. To support the “**Green Initiative**”, Members who have not registered their e-mail addresses are requested to register the same with the GNSA Infotech Private Limited, Company’s Registrar and Share Transfer Agent (“**RTA**”)/ their DPs in respect of shares held in physical/ electronic mode, respectively.
13. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed with this Notice.
14. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. [SEBI/HO/CFD/CMD/ CIR/P/2020/242](#) dated December 09, 2020, on e-Voting facility provided by listed companies, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-Voting.

For this purpose, the Company has availed the services of NSDL for facilitating voting through electronic means, as the authorised agency, for casting votes using remote e-Voting system on all the resolution(s) set forth in this Notice.

15. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel his/ her earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14. The said form can be

downloaded from the Company’s website at [www.butterflyindia.com/investor-relations/#downcont](http://www.butterflyindia.com/investor-relations/#downcont). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or RTA in case the shares are held in physical form, quoting their folio numbers.

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

16. Members are requested to check that the correct account number has been recorded with the Depository. Members holding shares in electronic form are requested to intimate any change in their address, e-mail ID, signature or bank mandates to their respective DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing Form No. ISR-1 and other forms pursuant to [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169](#) dated October 12, 2023. The same are available on the website of the Company at [www.butterflyindia.com/investor-relations/#downcont](http://www.butterflyindia.com/investor-relations/#downcont). Members are requested to note that any service request will be processed only if the folio is KYC compliant.
17. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form. Further, the transmission and transposition of securities shall also be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialised form. Members can contact the Company or RTA for assistance in this regard.
18. SEBI vide Circular Nos. [SEBI/HO/OIAE/OIAE\\_IAD-1/P/ CIR/2023/131](#) dated July 31, 2023, and [SEBI/HO/ OIAE/ OIAE\\_IAD-1/P/CIR/2023/135](#) dated August 4, 2023, read with [Master Circular No. SEBI/HO/ OIAE/ OIAE\\_IAD-1/P/ CIR/2023/145](#) dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal (“**ODR Portal**”) for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>).

## IEPF RELATED INFORMATION

### Transfer of Unclaimed/ Unpaid amounts to the Investor Education and Protection Fund (IEPF)

19. Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (“**the IEPF Rules**”), all dividends, if not encashed for a period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. Further, all the shares in respect of which dividend has remained unclaimed for 7 (Seven) consecutive years or more, from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.
20. Adhering to the aforesaid statutory requirement, during the Financial Year 2024-25, unclaimed dividend for the Financial Year 2015-16 aggregating ₹ 5,82,689 (Rupees Five Lakhs Eighty Two Thousand Six Hundred and Eighty Nine Only) and 2,97,583 (Two Lakh Ninety Seven Thousand Five Hundred and Eighty Three) unclaimed Equity Shares in respect of which dividend entitlements remained unclaimed for 7 (seven) consecutive years, were transferred by the Company to the IEPF established by the Central Government, pursuant to the provisions of Section 124 of the Act, read with the IEPF Rules.
21. Members holding shares in electronic form are requested to ensure that correct bank particulars are registered against their respective Depository accounts which will be used by the Company for any payment of dividend in future. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the DP by the Members.
22. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary and Compliance Officer, at the Company’s registered office or at [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com)
23. The Company urges all the Members to encash/ claim their respective dividend of shares before the cut-off date. Pursuant to the provisions of the IEPF Rules, the Company has uploaded the details of unpaid/unclaimed dividends amounts lying with the Company as on March 31, 2025, on the Company’s website at <https://butterflyindia.com/investor-relations/>
24. Members holding shares in electronic form are requested to ensure that correct bank particulars are registered against their respective Depository accounts which will be used by the Company for any

payment of dividend in future. The Company or its RTA cannot act on any requests received directly from the Members holding shares in electronic form for any changes to bank details or mandates. Such changes are to be communicated to the DPs by the Members.

25. Members wishing to claim dividends that remain unpaid/ unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary & Compliance Officer, at [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com)
26. **The instructions for Members for Remote e-Voting (“remote e-Voting”) and Joining the AGM are as under:**

The remote e-Voting period commences from **Friday, August 1, 2025, at 9:00 A.M. (IST)** and ends on **Monday, August 4, 2025, at 5:00 P.M. (IST)** During this period, Members holding shares either in physical or dematerialised form, as on **Tuesday, July 29, 2025, (“cut-off date”)**, may cast their votes electronically through e-Voting system from any place. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility, either during the aforesaid period or during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, July 29, 2025**.

### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1:** Access to the NSDL e-Voting system

**Step 2:** Cast your votes electronically on NSDL e-Voting system.





### Step 1: Access to NSDL e-Voting system

#### A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated **December 09, 2020**, on e-Voting facility provided by listed companies and as a part of increasing the efficiency of e-Voting process, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.



## Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
	<p>NSDL Mobile App is available on</p> <div>     </div>
	<ol style="list-style-type: none"> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
Individual Members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Members (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option.</li> <li>Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</li> <li>Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

## Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33

## B) Login Method for e-voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

### How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
  - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
  - A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 134078 then user ID is 101456001***

- Password details for Members other than Individual Members are given below:
  - If you are already registered for e- Voting, then you can use your existing password to login and cast your vote.
  - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).





- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “**Terms and Conditions**” by selecting on the check box.
8. Now, you will have to click on “**Login**” button.
9. After you click on the “**Login**” button, the home page of e-Voting will open.
2. In case shares are held in demat mode, please provide DPID and Client ID (16 digit DP ID + Client ID or 16-digit beneficiary ID), Name of member, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhar Card to [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com).

If you are an Individual Member holding securities in demat mode, you are requested to refer to the login method explained at step **1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual Members holding securities in demat mode**.

3. Alternatively, Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful logging in following Step 1, you will be able to see all the companies “**EVEN**” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “**EVEN**” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “**VC/ OAVM**” link placed under “**Join General Meeting**”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
5. Upon confirmation, the message “**Vote cast successfully**” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## Process for procuring User ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories/ Company and registration of e mail ids for e-voting on all the resolutions set out in this notice:

1. In case shares are held in physical mode and have not updated their e-mail addresses with the Company, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar Card by email to [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com) for registering e-mail address.

## General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon Five (5) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/ Password?**” or “**Physical User Reset Password?**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free number: 022-4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle - Executive NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

## 27. The instructions for Members for e-Voting on the day of the AGM are as under

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

## 28. Instructions for Members for attending the AGM through VC/OAVM are as under:

- i. Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “**VC/ OAVM**” placed under “**Join meeting**” menu against Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the user ID and Password for e-Voting or have forgotten the user ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- ii. Members are encouraged to join the Meeting through Laptops for better experience.
- iii. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com). Those Members who have registered themselves as a speaker from **Friday, July 25, 2025, to Thursday, July 31, 2025, up to 5:00 P.M.** will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- vi. Members who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [butterfly.investorrelations@butterflyindia.com](mailto:butterfly.investorrelations@butterflyindia.com). The same will be replied by the Company suitably.

- vii. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, i.e. **Tuesday, July 29, 2025**, may obtain the login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or Issuer/ RTA. However, if you are already registered with NSDL for remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “**Forgot User Details/ Password**” or “**Physical User Reset Password**” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 22 55 33. In case of Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e. **Tuesday, July 29, 2025**, may follow steps mentioned in the Notice of the AGM under “**Access to NSDL e-Voting system**”.
- viii. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
- ix. A member will not be allowed to vote again on any resolution on which vote has already been cast.
- x. Members attending the AGM who have not cast their votes on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to cast their votes through e-voting during the AGM. The members who have casted their votes prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their votes again.
- xi. The remote e-Voting module on the day of the AGM shall be disabled by NSDL for voting after 15 (Fifteen) minutes of the conclusion of the AGM.
- xii. Any Member holding shares in physical form, and nonindividual Members, who acquires shares of the Company and/ or become a Member after sending of the Notice and holds shares as on the cut-off date, may obtain their login ID and password by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com). However, if he/ she is already registered with NSDL for remote e-Voting, then he/ she can use his/ her existing user ID and password for casting the vote.
- xiii. In case of individual shareholders holding securities in demat mode, who acquires the shares of the Company and becomes a Member of the Company after the Notice is sent and



holding shares as of the cut-off date, may follow steps mentioned below under “**Instructions for e-Voting**”.

## 29. Scrutiniser’s Report and Declaration of Results

- The Board of Directors of the Company has appointed Mr. M. Alagar (FCS 7488) of M/s. Alagar & Associates LLP, (Formerly known as M/s M. Alagar & Associates) Practicing Company Secretaries (ICSI Unique Code: L2025TN019200), as the Scrutiniser to scrutinise the e-Voting process during the AGM and remote e-voting in a fair and transparent manner.
- The Scrutiniser shall, immediately after the conclusion of the e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least Two (2) witnesses not in the employment of the Company and provide, not later than Two (2) working days of conclusion of the AGM, a consolidated Scrutiniser’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website [www.butterflyindia.com](http://www.butterflyindia.com) and on the website of NSDL, i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. **Tuesday, August 5, 2025.**

## 30. Note to Members

- SEBI has mandated the submission of Permanent Account Number (“**PAN**”) by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.
- Members are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/ mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary

evidence, to their Depository Participants in case the shares are held by them in dematerialised form and to the Company/ RTA.

- Members are requested to quote their Folio No. or DP ID – Client ID, as the case may be, in all correspondence with the Company or the RTA.
- To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
- Further, in compliance to the SEBI Circular [SEBI/HO/MIRSD/MIRSD\\_RTAMB/P/CIR/2022/8](http://www.sebi.gov.in/sebi_data/sectors/circulars/notification/SEBI%20HO%20MIRSD%20MIRSD_RTAMB%20P%20CIR%202022%208.pdf) dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange, endorsement, subdivision/splitting, consolidation of securities certificates/ folios, transmission and transposition of securities) from those Members whose details, as mentioned in SEBI Circular dated November 03, 2021, are duly updated in the system, the RTA/ Company shall verify and process the service requests and issue a ‘**Letter of Confirmation**’ in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 (Thirty) days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 (One Hundred and Twenty) days from the date of its issuance, within which the securities holder/ claimant shall make a request to the DP for dematerialising the said securities.

If the Members fail to submit the dematerialisation request within 120 (One Hundred and Twenty) days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Members can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

- Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated **January 25, 2022** has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company’s website under the weblink at [www.butterflyindia.com](http://www.butterflyindia.com). Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get

inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

By the order of the Board  
For **Butterfly Gandhimathi Appliances Limited**

**Jayant Barde**

Company Secretary & Compliance Officer  
Membership No. A61954

**Registered Office:**

143, Pudupakkam Village,  
Vandalur – Kelambakkam Road,  
Kelambakkam, Chengalpattu  
District – 603 103

**Date:** May 13, 2025

**Place:** Mumbai



## STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

### Item No. 3

#### Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company

Under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, at their Meeting held on Tuesday, May 13, 2025, has approved the appointment of M/s. S. Mahadevan & Co., Cost Accountants (Firm Registration No. 000007) as Cost Auditors to conduct the audit of the cost records maintained by the Company for the Financial Year ending March 31, 2026 at a remuneration ₹ 2,25,000 (Rupees Two Lakh Twenty-Five Thousand Only) (excluding all taxes and reimbursement of out of pocket expenses, if any at actuals).

Accordingly, consent of the Members is sought by way of an **Ordinary Resolution** as set out at Item No. 3 of the accompanying Notice for ratification of the remuneration amounting to ₹ 2,25,000 (Rupees Two Lakh Twenty-Five Thousand Only) plus applicable taxes and out of pocket expenses on actual basis payable to the Cost Auditors for the Financial Year ending March 31, 2026.

The Board recommends the resolution as set out at item no. 3 of the Notice for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel's or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

### Item No. 4

#### Appointment of M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), Practicing Company Secretaries (ICSI Unique Code: L2025TN019200) as the Secretarial Auditors of the Company and to fix remuneration

Under the provisions of Section 204(1) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**"the Listing Regulations"**) as may be amended from time to time, every listed entity and

its material subsidiaries incorporated in India is required to have the audit of its secretarial and related records conducted by a Secretarial Auditor.

Further, the SEBI had introduced significant amendments to the Listing Regulations on December 12, 2024, wherein pursuant to the provisions of Regulation 24A(1)(b), no listed company can appoint or re-appoint a Secretarial Audit firm as Secretarial Auditors for more than 2 (Two) terms of 5 (Five) consecutive years.

In view of the above and based on the recommendation of the Audit Committee, the Board of Directors of the Company at their Meeting held on Tuesday, May 13, 2025, has proposed the appointment of M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), Practicing Company Secretaries as the Secretarial Auditors, (ICSI Unique Code: L2025TN019200) of the Company, for the first term of 5 (Five) consecutive years commencing from April 01, 2025 up to March 31, 2030.

M/s Alagar & Associates LLP (Formerly known as M/s M. Alagar & Associates), have consented to the said appointment and confirmed that they are a Peer Reviewed Company Secretaries. They have also furnished a declaration in terms of Regulation 24(1A) of the Listing Regulations, that they are eligible to be appointed as Secretarial Auditors of the Company and that they have not incurred any disqualification under the said Regulation.

The Board recommends the resolution as set out at Item No. 4 of the accompanying Notice for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel(s) or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

By the order of the Board  
For **Butterfly Gandhimathi Appliances Limited**

**Jayant Barde**  
Company Secretary & Compliance Officer  
Membership No. A61954

**Registered Office:**  
143, Pudukkamm Village,  
Vandalur – Kelambakkam Road,  
Kelambakkam, Chengalpattu  
District – 603 103

**Date:** May 13, 2025  
**Place:** Mumbai

## ANNEXURE A

### Details of Director seeking Appointment/ Re-appointment in the forthcoming Annual General Meeting

[In pursuance of Secretarial Standards on General Meetings (SS-2) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]

<b>Name of the Director</b>	<b>Mr. Promeet Ghosh</b>
<b>Director Identification Number</b>	05307658
<b>Category</b>	Non-Executive, Non Independent Director
<b>Date of Birth</b>	September 5, 1968
<b>Age</b>	56 years
<b>Nationality</b>	Indian
<b>Date of first appointment on the Board</b>	May 12, 2023
<b>Relationship with Directors, Managers and KMPs</b>	There is no relationship with other Directors on the Board, Managers and KMPs.
<b>Brief Profile</b>	Mr. Promeet Ghosh joined the Board on May 12, 2023. He holds bachelor's degree in engineering (Electrical & Electronics) from the National Institute of Technology, Trichy, and an MBA from the Indian Institute of Management, Calcutta. He is the Managing Director & Chief Executive Officer of Crompton. He possesses over two decades of investment banking experience. He spent 18 years at DSP Merrill Lynch, contributing significantly to the development of its M&A franchise. Subsequently, as deputy head at Temasek India, he led the expansion of the firm's Indian investments. Mr. Ghosh served as an advisor to Temasek until March 2023.
<b>Qualification</b>	B.E. (Electrical & Electronics) from the National Institute of Technology; and Masters in Business Administration from Indian Institute of Management (IIM)
<b>Experience</b>	32 years
<b>Expertise in specific functional area</b>	Wide managerial experience across multiple industries
<b>Terms and Conditions of appointment or re-appointment</b>	<ul style="list-style-type: none"><li>To be appointed as Director</li><li>Liable to retire by rotation</li><li>Eligible for re-appointment</li></ul>
<b>Remuneration sought to be paid</b>	Nil
<b>Remuneration last drawn</b>	Nil
<b>Number of shares held in the Company (directly or as a beneficial owner)</b>	Nil
<b>Number of Meetings of the Board attended during the year</b>	5
<b>Membership/ Chairmanship of Committees of the Company</b>	<ol style="list-style-type: none"><li>Audit Committee – Member</li><li>Nomination &amp; Remuneration Committee – Member</li><li>Stakeholders Relationship Committee– Member</li></ol>
<b>Directorships held in listed Companies</b>	<ol style="list-style-type: none"><li>Crompton Greaves Consumer Electricals Limited ("Crompton or Holding Company")</li></ol>
<b>Listed companies from which resigned in the past three years</b>	NIL
<b>Directorships held in other Companies (excluding foreign, private and Section 8 Companies)</b>	NIL
<b>Membership/ Chairmanship of Committees across other Public Companies (listed as well as unlisted)</b>	<p>Crompton Greaves Consumer Electricals Limited</p> <ul style="list-style-type: none"><li>Corporate Social Responsibility Committee – Member</li><li>Stakeholders Relationship and Share Transfer Committee – Member</li></ul>



Information at a glance:

Particulars	Details
Mode	Video conference (“VC”) and other audio-visual means (“OAVM”)
Time and date of AGM	Tuesday, August 5, 2025, at 11:00 .A.M.
Participation through VC	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Helpline number for VC participation	1800 22 55 33
Webcast and transcripts	<a href="http://www.butterflyindia.com">www.butterflyindia.com</a>
Cut-off date for e-Voting	Tuesday, July 29, 2025
Remote e-Voting start time and date	Friday, August 1, 2025, 9:00 A.M.
Remote e-Voting end time and date	Monday, August 4, 2025 at 05:00 P.M.
Remote e-Voting website of NSDL	<a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>
Name, address and contact details of e-voting service provider	<b>Contact details:</b> Ms. Prajakta Pawle - Executive <b>National Securities Depository Limited</b> 3 <sup>rd</sup> floor, Naman Chambers, G Block, Plot No. C-32, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 Email Id: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> Contact number: 022 - 48867000
Name, address and contact details of Registrar and Transfer Agent	<b>Contact details:</b> Mr. R Balasubramaniam- Manager <b>M/s. GNSA Infotech Private Limited</b> STA Department, Nelson Chambers, 4 <sup>th</sup> Floor, F-Block, No. 115, Nelson Manickam Road, Aminjikarai, Chennai – 600029, Tamil Nadu. Email ID: <a href="mailto:krishnakumar@gnsaindia.com">krishnakumar@gnsaindia.com</a> / <a href="mailto:sta@gnsaindia.com">sta@gnsaindia.com</a> Contact number: 044 – 42962025