

**BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**

Regd. Office: 143, Pudupakkam Village, Vandalur-Kelambakkam Road,  
Kelambakkam – 603 103, Kancheepuram District  
CIN: L28931TN1986PLC012728  
e-mail: cs@butterflyindia.com; Website: www.butterflyindia.com

**POSTAL BALLOT NOTICE**  
**[PURSUANT TO SECTION 108 & 110 OF THE COMPANIES ACT 2013 READ WITH RULE 22**  
**OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES 2014]**

To  
The Members  
Dear Member(s),

Notice is hereby given pursuant to Sections 108 and 110 of the Companies Act 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, the company seeks approval of the Members, via Postal Ballot through voting by post or through electronic means.

The Explanatory Statement pertaining to the said Resolutions pursuant to Section 102 of the Companies Act 2013 setting out the material facts and related particulars are annexed hereto along with the Postal Ballot form for your consideration.

Members’ consent is sought for the proposals contained in the Resolutions given in this Notice.

The Company has appointed Mr. Balu Sridhar, Partner, M/s.A.K.Jain Associates, Company Secretaries (C.P.No.3550), as the scrutinizer for conducting the voting by Postal Ballot and through electronic means in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on **26th May 2019**. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice. **A person who is not a member as on the cut-off date should treat this notice for information only.**

The Scrutinizer shall, submit his report to the Chairman of the Company or in his absence to any other wholetime Director of the Company authorized by the Board of Directors, for such purpose, who shall declare the same. The results of the postal ballot and e-voting will be declared/displayed on 28th May 2019 at the Corporate Office at E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur – 600 130, Kancheepuram District. The declared results along with the Scrutinizer’s Report, will be available on the Company’s website viz., [www.butterflyindia.com](http://www.butterflyindia.com) and will be displayed at the Corporate Office of the Company, besides being communicated to BSE Ltd and National Stock Exchange of India Limited, the stock exchanges on which equity shares of the Company are listed and National Securities Depository Limited (NSDL) engaged by the Board of Directors of the Company for facilitating e-voting, will also display these results on its website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Navalur – 600103  
Date – 04.04.2019

By Order of the Board  
K.S.Ramakrishnan  
Company Secretary &  
General Manager - Legal

**SPECIAL BUSINESS:****1. To approve reappointment of Mr.V.M.Lakshminarayanan as Managing Director of the Company w.e.f 01.12.2019 to 30.11.2024:**

To consider and to give assent/dissent for passing the following resolution(s) **as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, read with Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Articles of Association including any statutory modification(s) or re-enactments(s) thereof, for the time being in force), the consent of the Company be and is hereby accorded for the reappointment of Mr.V.M.Lakshminarayanan (DIN:00106346), as Managing Director (designated as Chairman & Managing Director) who has attained the age of 70 for a period of 5 (five) years with effect from 01.12.2019 to 30.11.2024, whose period of office shall not be subject to retirement by rotation during his tenure of office, upon such terms and conditions as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ('the Board') as set out in the explanatory statement, with authority to the Board to alter and vary the terms and conditions of the said appointment and remuneration in such manner, as it may deem fit and as may be agreed to between the board and Mr.V.M.Lakshminarayanan and for this purpose the board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary.

**RESOLVED FURTHER THAT** the Company has no profits, or its profits are inadequate in any financial year during the currency of his tenure, the Company shall pay to Mr.Lakshminarayanan the above remuneration as minimum remuneration by way of salary, perquisites, subject to the ceiling prescribed under Schedule V, Part II, Section II(A) of the Companies Act 2013 as amended from time to time.

**2. To approve reappointment of Mr.V.M.Balasubramaniam as Managing Director of the Company w.e.f 01.12.2019 to 30.11.2024:**

To consider and to give assent/dissent for passing the following resolution(s) **as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 196,197,198 and 203 and other applicable provisions, if any, read with Schedule V of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (the Articles of Association including any statutory modification(s) or re-enactments(s) thereof for the time being in force), the consent of the Company be and is hereby accorded for the reappointment of Mr.V.M.Balasubramaniam (DIN:00106428) as Managing Director (designated as Vice Chairman & Managing Director) for a period of 5 (five) years with effect from 01.08.2019 to 31.07.2024, whose period of office shall not be subject to retirement by rotation during his tenure of office, upon such terms and conditions as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company ('the Board') as set out in the explanatory statement, with authority to the Board to alter and vary the terms and conditions of the said appointment and remuneration in such manner, as it may deem fit and as may be agreed to between the board and Mr.V.M.Balasubramaniam and for this purpose the board be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary.

**RESOLVED FURTHER THAT** the Company has no profits, or its profits are inadequate in any financial year during the currency of his tenure, the Company shall pay to Mr.Balasubramaniam the above remuneration as minimum remuneration by way of salary, perquisites, subject to the ceiling prescribed under Schedule V, Part II, Section II(A) of the Companies Act 2013 as amended from time to time.

**3. To approve reappointment of Mr.K.Ganesan as an Independent Director of the Company for the second term of 5 (five) consecutive years:**

To consider and to give assent/dissent for passing the following resolution **as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.K.Ganesan (DIN:00102274), who holds office as an Independent Director upto 31.07.2019 and who has already attained the age of 75 and being eligible, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years i.e, from 01.08.2019 to 31.07.2024, on the terms and conditions as stipulated in Section 149(8) read with Schedule IV of applicable provisions of the Act and as determined by the Board from time to time.

**4. To approve reappointment of Mr.M.Padmanabhan, as an Independent Director of the Company for the second term of 5 (five) consecutive years:**

To consider and to give assent/dissent for passing the following resolution **as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.M.Padmanabhan (DIN:00101997), who holds office as an Independent Director upto 31.07.2019 and being eligible, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years i.e, from 01.08.2019 to 31.07.2024, on the terms and conditions as stipulated in Section 149(8) read with Schedule IV of applicable provisions of the Act and as determined by the Board from time to time.

**5. To approve reappointment of Mr.A.Balasubramanian as an Independent Director of the Company for the second term of 5 (five) consecutive years:**

To consider and to give assent/dissent for passing the following resolution(s) **as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.A.Balasubramanian (DIN:004909021), who holds office as an Independent Director upto 31.07.2019 and being eligible, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years i.e, from 01.08.2019 to 31.07.2024, on the terms and conditions as stipulated in Section 149(8) read with Schedule IV of applicable provisions of the Act and as determined by the Board from time to time.

**6. To approve reappointment of Mr.G.S.Samuel as an Independent Director of the Company for the second term of 5 (five) consecutive years:**

To consider and to give assent/dissent for passing the following resolution(s) **as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.G.S.Samuel (DIN:05284689), who holds office as an Independent Director upto 31.07.2019 and being eligible, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years i.e, from 01.08.2019 to 31.07.2024, on the terms and conditions as stipulated in Section 149(8) read with Schedule IV of applicable provisions of the Act and as determined by the Board from time to time.

**7. To approve reappointment of Mr.T.R.Srinivasan as an Independent Director of the Company for the second term of 5 (five) consecutive years:**

To consider and to give assent/dissent for passing the following resolution(s) **as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and all other applicable provisions, if any, of the Companies Act 2013 ("**the Act**") and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.T.R.Srinivasan (DIN:00367302), who holds office as an Independent Director upto 31.07.2019 and being eligible, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years i.e, from 01.08.2019 to 31.07.2024, on the terms and conditions as stipulated in Section 149(8) read with Schedule IV of applicable provisions of the Act and as determined by the Board from time to time.

**EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:**
**Item No.1:**

At the Extraordinary General Meeting held on 24.12.2011 Mr.V.M.Lakshminarayanan was appointed as a Managing Director of the Company for a period of three years w.e.f.1.12.2011, whose period of office is not subject to retirement by rotation during his tenure of office as Managing Director.

At the Annual General Meeting of the Company held on 31st July 2014 Mr.V.M.Lakshminarayanan was reappointed as a Managing Director of the Company for a period of five years w.e.f. 1.12.2014, whose period of office is not subject to retirement by rotation. Subsequently, the remuneration of Mr.V.M.Lakshminarayanan was revised through Postal Ballot and approved by the members on 8.2.2019. The present tenure of Mr. V.M.Lakshminarayanan as Managing Director expires on 30th November 2019. The proposed terms of remuneration payable to Mr.V.M.Lakshminarayanan as Managing Director of the Company are as follows which is the same as approved on 8.2.2019:

**I. SALARY AND PERQUISITES**

1. Salary	Rs.72,00,000/- per annum or Rs.6,00,000/- per month, including dearness and all other allowances
2. Medical	One month's salary in a year or three month's salary over a period of three years for self and family.
3. Leave Travel Assistance	For self and family to and fro Air fare to any place in India or abroad once a year.
Note: For items (2) and (3) above, Family includes the spouse, the dependent children and the dependent parents.	
4. Personal Accident Insurance	Personal Accident cover of an amount, the annual premium of which does not exceed Rs.10,000/-per annum.
Note 1: Perquisites I (2 to 4) shall not exceed 20% of his annual salary. For this purpose, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites will be evaluated at actual.	
Note 2: The Board of Directors will have the liberty to re-fix individual ceilings under each of the above heads or to allow any other perquisite as may be permitted by the Central Government, however so as not to exceed 20% of the annual salary.	
6. Other Benefits:	
a. Provident Fund Contribution	As per rules of the Company
b. Gratuity	Not exceeding half a month's salary for each completed year of service, subject to a ceiling of Rs.20 lakhs.
c. Earned of Leave	As per rules of the Company
Note: Contribution to Provident Fund, Gratuity payable and earned leave at the end of the tenure shall not be included in the computation of the ceiling on remuneration specified in Part II of Section II of Schedule V to the Companies Act, 2013.	
7. Car	Use of Company maintained car with driver for official purposes.
8. Telephone/Mobile Phone	Telephone at residence and Mobile phone for official use.
Note: Provision of a car for use on Company Business and Mobile Phone/ Telephone for official use will not be considered as Perquisites.	

Where in any financial year during the tenure of Mr.V.M.Lakshminarayanan as Chairman & Managing Director, the Company has no profits or its profits are inadequate, the Salary and Perquisites stated vide I (1 to 8) above will be paid as minimum remuneration to him.

**II. COMMISSION:**

In addition to his salary and perquisites stated vide (1 to 8) above, where the company earns profits in a financial year as per the calculations made under Section 198 of the Companies Act 2013, Mr.V.M.Lakshminarayanan together with the four other managerial personnel viz., Messrs.V.M.Balasubramaniam, V.M.Seshadri, V.M.Gangadharam and V.M.Kumaresan shall be entitled to receive commission on net profits. However, the combined aggregate limit of salary/ perquisites/ commission paid to all the managerial personnel of the Company shall not exceed 10% of net profits, as prescribed under Section 197 of the Act read with Part II, Section II (A) of Schedule V thereto or any statutory modification(s) or re-enactment thereof. The quantum of commission to be paid to each of the above managerial personnel will be determined as agreed amongst them and approved by the Nomination and Remuneration Committee/ Board of Directors.

### III. REIMBURSEMENT OF EXPENSES

**a.** Entertainment expenses:

Reimbursement of entertainment expenses wholly and exclusively incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time by the Board.

**b.** Travelling expenses:

Reimbursement of travelling expenses actually and properly incurred for the business of the Company.

The Nomination and Remuneration Committee at its meeting held on 03.04.2019, taking into account his vast experience for the past over 52 years in the manufacturing and marketing of home appliances products and in all the key areas of management and the rich contribution of Mr.Lakshminarayanan in the progress of the Company, subject to approval by Special Resolution of the members through Postal Ballot, recommended his reappointment for a period of 5 (five) years with effect from 01.12.2019, however, with no change in his existing remuneration package.

The Board of Directors of the Company at its meeting held on 04.04.2019, subject to approval by special resolution of the Members through Postal Ballot, approved the reappointment of Mr.Lakshminarayanan with effect from 01.12.2019 as Managing Director (designated Chairman & Managing Director) of the Company, whose period of office shall not be subject to retirement by rotation during his tenure of office as Managing Director.

Further the Board seeks authority to enhance, enlarge, alter or vary the scope and quantum of remuneration and perquisites of Mr.Lakshminarayanan, Managing Director from time to time within the limits prescribed under Schedule V to the Companies Act 2013 or any amendment(s) thereto and agree to between the Board and Mr.Lakshminarayanan, without further reference to the Company in General Meeting and/or Central Government.

As required under provisions of (3) of Section 196 of Companies Act 2013 the following are the justification for reappointment of Mr.V.M.Lakshminarayanan notwithstanding his having attained the age of 70.

1. Mr.V.M.Lakshminarayanan having been serving the Company for past over five decades now, has rich experience in various areas of manufacturing and marketing of home appliances products and therefore the Company requires his active involvement going forward.
2. The involvement of Mr.V.M.Lakshminarayanan on a wholetime basis to continue to play a strategic leadership role and guide the management team of the Company and motive them to realise the long-term objectives.
3. In view of his high and rare experience in the industry, your Directors are of the opinion continuance of Mr.V.M.Lakshminarayanan as Managing Director will be highly beneficial to the Company

Therefore, his continued services are considered not only necessary but also in the interest of the Company.

The additional information of Mr.V.M.Lakshminarayanan pursuant to Listing Regulations and Secretarial Standard (SS-2) is annexed.

The Company has received from Mr.V.M.Lakshminarayanan (i) consent in writing to act as a Director/wholetime Director in Form DIR-2 pursuant to Rule 8 of Companies [Appointment & Qualification of Directors] Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies [Appointment & Qualification of Directors] Rules 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and Notice of Interest in Form MBP-1 in terms of Rule 9 of Companies (Meetings of Board and its Powers) Rules, 2014.

A brief profile including nature of his expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other Directors in the Company are appended to the notice annexed hereto.

### CONCERN OR INTEREST FINANCIAL OR OTHERWISE OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES

Mr.Lakshminarayanan is interested or concerned in the resolution and Messrs. V.M.Balasubramaniam, Managing Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director, V.M.Kumaresan, Executive Director-Technical, V.M.L.Karthikeyan, Senior Vice President – Marketing, V.M.L.Senthilnathan, Senior Vice President - Technical and V.M.L.Ganesan, Vice President - Finance, being the relatives of Mr.Lakshminarayanan, are also deemed to be concerned or interested in the resolution.

No other Directors or Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution.

The Board recommends the Special Resolution be set out at item No.1 of the Notice for your consideration and approval.

## Item No.2

In the Annual General Meeting held on 31.7.2014, Mr.V.M.Balasubramaniam was appointed as a Vice Chairman & Managing Director of the Company for a period of five years with effect from 01.08.2014, whose period of office is not subject to retirement by rotation. Subsequently, the remuneration of Mr.V.M.Balasubramaniam was revised through Postal Ballot and approved by the members on 8.2.2019. The present tenure of Mr. V.M.Balasubramaniam as Managing Director expires on 31st July 2019. The proposed terms of remuneration payable to Mr.V.M.Balasubramaniam as Managing Director of the Company are as follows which is the same as approved on 8.2.2019:

### I. SALARY AND PERQUISITES

1. Salary	Rs.70,80,000/- per annum or Rs.5,90,000/- per month, including dearness and all other allowances.
2. Medical	One month's salary in a year or three month's salary over a period of three years for self and family.
3. Leave Travel Assistance	For self and family to and fro Air fare to any place in India or abroad once a year.
Note: For items (2) and (3) above, Family includes the spouse, the dependent children and the dependent parents.	
4. Personal Accident Insurance	Personal Accident cover of an amount, the annual premium of which does not exceed Rs.10,000/-per annum.
Note 1: Perquisites I (2 to 4) shall not exceed 20% of his annual salary. For this purpose, perquisites will be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rule, perquisites will be evaluated at actual.	
Note 2: The Board of Directors will have the liberty to re-fix individual ceilings under each of the above heads or to allow any other perquisite as may be permitted by the Central Government, however so as not to exceed 20% of the annual salary.	
6. Other Benefits:	
a. Provident Fund Contribution	As per rules of the Company
b. Gratuity	Not exceeding half a month's salary for each completed year of service, subject to a ceiling of Rs.20 lakhs.
c. Earned Leave	As per rules of the Company
Note: Contribution to Provident Fund, Gratuity payable and earned leave shall not be included in the computation of the ceiling on remuneration specified in Part II of Section II of Schedule V to the Companies Act, 2013	
7. Car	Use of Company maintained car with driver for official purposes.
8. Telephone/Mobile Phone	Telephone at residence and Mobile phone for official use.
Note: Provision of a car for use on Company Business and Mobile Phone/ Telephone for official use will not be considered as Perquisites.	

Where in any financial year during the tenure of Mr.V.M.Balasubramaniam as Managing Director, the Company has no profits or its profits are inadequate, the Salary and Perquisites stated vide I (1 to 8) above will be paid as minimum remuneration to him.

### II. COMMISSION

In addition to his salary and perquisites stated vide (1 to 8) above, where the company earns profits in a financial year as per the calculations made under Section 198 of the Companies Act 2013, Mr.V.M.Balasubramaniam together with the four other managerial personnel viz., Messrs.V.M.Lakshminarayanan, V.M.Seshadri, V.M.Gangadharam and V.M.Kumaresan shall be entitled to receive commission on net profits. However, the combined aggregate limit of salary/ perquisites/ commission paid to all the managerial personnel of the Company shall not exceed 10% of net profits, as prescribed under Section 197 of the Act read with Part II, Section II (A) of Schedule V thereto or any statutory modification(s) or re-enactment thereof. The quantum of commission to be paid to each of the above managerial personnel will be determined as agreed amongst them and approved by the Nomination and Remuneration Committee/ Board of Directors.

### III. REIMBURSEMENT OF EXPENSES:

#### a. Entertainment expenses:

Reimbursement of entertainment expenses wholly and exclusively incurred for the business of the Company, subject to a reasonable ceiling as may be fixed from time to time by the Board.

#### b. Travelling expenses:

Reimbursement of travelling expenses actually and properly incurred for the business of the Company.

The Nomination and Remuneration Committee at its meeting held on 03.04.2019, taking into account his vast experience for the past over 49 years in the manufacturing and marketing of home appliances products and the rich contribution of Mr.Balasubramaniam in the progress of the Company and his pivotal role in the Company's turnover during his tenure, subject to approval by Special Resolution of the members through Postal Ballot, recommended his reappointment for a period of 5 (five) years with effect from 01.08.2019, however, with no change in his existing remuneration package.

The Board of Directors of the Company at its meeting held on 03.04.2019, subject to approval of the Members through Postal Ballot, approved the reappointment of Mr.Balasubramaniam with effect from 01.08.2019 as Managing Director (designated as Vice Chairman & Managing Director) of the Company, whose period of office shall not be subject to retirement by rotation during his tenure of office as Managing Director.

Further the Board seeks authority to enhance, enlarge, alter or vary the scope and quantum of remuneration and perquisites of Mr.Balasubramaniam, Managing Director from time to time within the limits prescribed under Schedule V to the Companies Act 2013 or any amendment(s) thereto and agree to between the Board and Mr.Balasubramaniam, without further reference to the Company in General Meeting and./or Central Government.

The additional information of Mr.V.M.Balasubramaniam pursuant to Listing Regulations and Secretarial Standard (SS-2) is annexed.

The Company has received from Mr.V.M.Balasubramaniam (i) consent in writing to act as a Director/wholetime Director in Form DIR-2 pursuant to Rule 8 of Companies [Appointment & Qualification of Directors] Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies [Appointment & Qualification of Directors] Rules 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and Notice of Interest in Form MBP-1 in terms of Rule 9 of Companies (Meetings of Board and its Powers) Rules, 2014.

The Board recommends the Special Resolution be set out at item No.2 of the Notice for your consideration and approval.

A brief profile including nature of his expertise in specific functional areas, other directorships and committee memberships, his shareholding and relationship with other Directors in the Company are appended to the notice annexed hereto.

### **CONCERN OR INTEREST, FINANCIAL OR OTHERWISE OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES**

Mr.Balasubramaniam is interested or concerned in the resolution and Messrs.V.M.Lakshminarayanan, Managing Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical, being relatives of Mr.Balasubramaniam, are also deemed to be concerned or interested in the resolution.

No other Directors or Key Managerial Personnel or their relatives are interested or concerned, financial or otherwise, in the resolution.

### **Items 3 to 7 – Consent of the Members for reappointment of Independent Directors:**

Messrs.K.Ganesan (DIN:00102274), M.Padmanabhan (DIN:00101997), A.Balasubramanian (DIN:00490921), G.S.Samuel (DIN:05284689) and T.R.Srinivasan (DIN:00367302) were appointed as Non-Executive Independent Directors (ID) of the Company and they hold office upto 31.07.2019 ('first term').

It is proposed to reappoint them as ID, not liable to retirement by rotation, for the second term of the consecutive years w.e.f 01.08.2019. As per Section 149 of the Companies Act 2013 ('the Act') such reappointment requires the approval of shareholders by way of Special Resolution.

All these ID fulfil the terms and conditions specified under the Act and Rules made thereunder for their reappointment as ID. They meet the criteria of ID as prescribed both under Section 149(6) of the Act 2013 and under Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Further, as per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, which is effective from 1st April 2019, requires the Company to obtain approval of the members by way of Special Resolution for appointment as well as continuation of the Directorship of a person as a Non-Executive Director who has attained seventy-five years of age. Mr.K.Ganesan (DIN:00102274) is above the age of 75. The Nomination & Remuneration Committee and the Board during its evaluation was appreciative for his valuable contribution at the Committee/Board deliberations and were of the view that his continued association would be of immense benefit to the Company and it will be desirable to continue to avail his services as an independent director. Hence the Company is seeking approval of the Members by way of a Special Resolution for appointment of Mr.K.Ganesan as a Non-Executive Independent Director for a second term of five years with effect from 01.08.2019.

Both the Nomination and Remuneration Committee of Directors and the Board were of the opinion, after evaluating their performance, appropriate mix of skills, experience, competency and other attributes, that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as ID.

The ID are entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the meetings of the Board and/or Committees in terms of Section 197 and other applicable provisions of the Act and as determined by the Board from time to time within the overall limits specified under the Act as well as SEBI (LODR) Regulations, 2015.

A brief profile of all ID, who are proposed to be reappointed for second term of five years in terms of the applicable provisions of the Act, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other Directors in the Company are appended to the notice pursuant to the Listing Regulations and Secretarial Standard (SS-2) is annexed hereto.

Copy of the draft letter of appointment of the ID setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Board, therefore, recommends the Special Resolutions as set out at item nos.3 to 7 of the Notice for approval by the shareholders of the Company.

### CONCERN OR INTEREST, FINANCIAL OR OTHERWISE OF DIRECTORS AND KEY MANAGERIAL PERSONNEL AND THEIR RELATIVES

Except Messrs.K.Ganesan, M.Padmanabhan, A.Balasubramanian, G.S.Samuel and T.R.Srinivasan, Non-Executive Independent Directors, being appointees, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in item nos. 3 to 7 of this notice.

Navalur – 600103  
Date - 04.04.2019

By Order of the Board  
K.S.Ramakrishnan  
Company Secretary &  
General Manager - Legal

#### I. General Information pursuant to the third Proviso (iv) to Section II (B) of Part II of Schedule V:

The General Information to be given to the shareholders in connection with the aforesaid reappointment of Managing Directors and the remuneration payable to them.

1.	Nature of Industry	Manufacturing and Marketing of a wide range of domestic kitchen and domestic electrical appliances.
2.	Date or expected date of commencement of commercial production.	The Company commenced commercial production on 24th February, 1986
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
4.	Financial performance based on given indicators	Not Applicable
5.	Foreign Investments or collaborations, if any	Nil

#### Information about the Appointee:

##### a. Reappointment of Mr.V.M.Lakshminarayanan as Managing Director:

1.	Background details	Mr.V.M.Lakshminarayanan, Chairman of the Company was the Managing Director of erstwhile Gangadharam Appliances Limited (GAL) from 1.3.1989. Succeeding his father and Founder of Butterfly Group, Late V.Murugesu Chettiar, he became the Chairman of GAL in the year 2001 and Chairman of the Company in the year 2005. The merger of GAL with the Company became effective from 27th September, 2011.  At the Extraordinary General Meeting of the Company held on 24.12.2011, Mr.Lakshminarayanan was appointed as Managing Director of the Company for a period of three years from 01.12.2011. The tenure of his appointment ended on 30.11.2014. Subsequently, at the Annual General Meeting held on 31.7.2014, he was reappointed as Chairman & Managing Director of the Company for a period of five years from 1.12.2014 to 30.11.2019.
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		<p>Mr.Lakshminarayanan is having vast experience for the past over five decades in the manufacturing and marketing of home appliances products. He is the founder Chairman of Indo Russian Chamber of Commerce – Industries. He has gained vast experience in all the key areas of management. He has effectively led the senior leadership team and is involved in setting vision of the Company, building strategy and mentoring the management.</p> <p>Having regard to his background, experience, expertise and contribution to the Company as its Chairman &amp; Managing Director, the Board of Directors considers that his continuance on the Board as Chairman &amp; Managing Director will be highly beneficial to the Company's progress. He along with Mr.V.M.Balasubramaniam and Mr.V.M.Seshadri, Managing Directors shall co-ordinate the activities of the Company and Mr.V.M.Gangadharam and V.M.Kumaresan will assist as Executive Directors. Their combined efforts will greatly enhance the prospects of the Company achieving accelerated growth, both top and bottom lines.</p>
2.	Past remuneration	<p>Through Postal Ballot dated 22.12.2018, through a Special Resolution approved the enhancement of Salary of Mr. V.M.Lakshminarayanan to Rs. 72 Lakhs per annum and other perquisites not exceeding 20% of his annual salary.</p> <p>In addition to his salary and perquisites, Mr. Lakshminarayanan together with the other Managing/Whole-time Promoter Directors of the Company viz., Messrs.V.M.Balasubramaniam, V.M.Seshadri, V.M. Gangadharam and V.M.Kumaresan was entitled to receive commission on Net Profits. However, the combined aggregate limit of salary/perquisites/commission paid to all the Managerial Personnel shall not exceed 10% of the Net profits as prescribed under section 197 of the Companies Act 2013.</p>
3.	Recognition or awards	Founder Chairman of Indo-Russian Chamber of Commerce.
4.	Job Profile and his suitability	<p>Subject to the overall control and superintendence of the Board of Directors, Mr.Lakshminarayanan as Managing Director along with Mr.V.M.Balasubramaniam and Mr.V.M.Seshadri, Managing Directors of the Company will be taking care of all its day to day operations. In view of his rich experience of about 52 years in the kitchen and electrical appliances industry and his whole-hearted involvement in the Company's progress as its Promoter, Mr.V.M.Lakshminarayanan is ideally suited to hold the position of Managing Director.</p> <p>As the Chairman of the Company, he will be chairing all Board and General Meetings of the Company and as the senior-most Managing Director, all major policy matters will be finalized by him for the Board's approval.</p> <p>He will perform the duties in accordance with the Corporate Governance framework and the Articles of Association of the Company, in relation to the day to day management of the Company.</p>
5.	Remuneration proposed	Without any change in the past remuneration as approved by the shareholders through Postal Ballot on 08.2.2019.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. in the country of his origin)	In the organised sector of kitchen and electrical appliances industry manufacturing similar products there are only a few companies with similar synergies. The proposed remuneration of the appointee is in line with the prevailing remuneration in Industry, size of the Company, profile of the similar position, etc.
7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Mr.Lakshminarayanan holds 10,00,965 equity shares (5.60% of the paid up capital) of the Company. Apart from this, Mr.Lakshminarayanan has no direct or indirect pecuniary relationship with the Company, excepting his remuneration and reimbursement of out of pocket expenses incurred wholly and exclusively for the Company's business. Mr.Lakshminarayanan is related to Messrs.V.M.Balasubramaniam, Vice Chairman & Managing Director, V.M.Seshadri, Managing Director and V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical.

**b. Reappointment of Mr. V.M.Balasubramaniam as Managing Director:**

1.	Background details	Mr.Balasubramaniam is having rich experience in the manufacturing and marketing of home appliances for the past 49 years. He was appointed as the first Managing Director of the Company, at its Extraordinary General Meeting held on 21.12.1992 and he continued to hold this office upto 31.5.2011. At the Annual General Meeting held on 31.7.2014 he was again appointed as a Vice Chairman and Managing Director w.e.f. 01.08.2014. He has richly contributed for the Company's progress during his tenure as Managing Director of the Company as above and played a pivotal role in the Company's progress.
2.	Past remuneration	<p>Through Postal Ballot dated 22.12.2018, through a Special Resolution approved the enhancement of Salary of Mr. V.M.Balasubramaniam to Rs.70.80 Lakhs per annum and other perquisites not exceeding 20% of his annual salary.</p> <p>In addition to his salary and perquisites, Mr. Balasubramaniam together with the other Managing/Whole-time Promoter Directors of the Company viz., Messrs.V.M.Lakshminarayanan, V.M.Seshadri, V.M. Gangadharam and V.M.Kumaresan was entitled to receive commission on Net Profits. However, the combined aggregate limit of salary/perquisites/commission paid to all the Managerial Personnel shall not exceed 10% of the Net profits as prescribed under section 197 of the Companies Act 2013</p>
3.	Recognition or awards	<p>Turning around the Company, which became sick in the financial year ended on 31.3.2003 and making its networth positive in the financial year ended on 31.12.2008.</p> <p>Through his ingenuity Mr.Balasubramaniam identified the domestic kitchen and domestic electrical appliances like power hobs, rice cookers, bread toasters, electric water kettles, micro-ovens etc., which are fast-moving amongst the new lifestyle consumers in the country. After in-depth searches and thorough enquires, he also developed potential suppliers for good quality products from China.</p>
4.	Job Profile and his suitability	<p>Subject to the overall control and superintendence of the Board of Directors, Mr.Balasubramaniam, Managing Director along with Messrs.V.M. Lakshminarayanan, Managing Director and V.M.Seshadri, Managing Director and Whole-time Directors of the Company will be taking care of all its day to day operations. In view of his rich experience of about 49 years in the home appliances industry and his whole-hearted involvement in the Company's progress as its Promoter, Mr.V.M.Balasubramaniam is ideally suited to hold the position of Managing Director. He will be responsible for identifying the vendors for supply of domestic kitchen and domestic electrical appliances for the Company's trading business. He will also pay undivided attention to the in-house development of some of these appliances having wide Pan India market.</p> <p>He will undertake the task of monitoring and ensuring smooth functioning of production process, preparing production plans after making detailed surveys, along with researching and ensuring consistent supply of raw materials and essentials to facilitate production of goods.</p>
5.	Remuneration proposed	Without any change in the past remuneration as approved by the shareholders through Postal Ballot on 08.2.2019.
6.	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. in the country of his origin)	In the organised sector of kitchen and electrical appliances industry manufacturing similar products there are only a few companies with similar synergies. The proposed remuneration of the appointee is in line with the prevailing remuneration in Industry, size of the Company, profile of the similar position, etc.

7.	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Mr.Balasubramaniam holds 5,70,130 equity shares (3.19% of the paid up capital) of the Company. Apart from this, Mr.Balasubramaniam has no direct or indirect pecuniary relationship with the Company excepting his remuneration and reimbursement of out of pocket expenses incurred wholly and exclusively for the Company's business. Mr.Balasubramaniam is related to Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M. Seshadri, Managing Director, V.M. Gangadharam, Executive Director and V.M. Kumaresan, Executive Director-Technical.
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### III. Other Information:

#### 1. Reasons of loss or inadequate profit:

The Company was earning reasonable profits from financial year 2010-11 onwards up to financial year 2015-16. However, in the year 2016-17, the Company incurred loss due to the effect of demonetization, sluggish market conditions, natural calamities and transitional issues that arose due to implementation of GST. In the year 2017-18, the Company registered good growth in turnover as well as net profit. During the current year, 2018-19, the trend is expected to continue both in terms of turnover and profit.

#### 2. Steps taken or proposed to be taken for improvement:

The Company is taking various measures to expand its market for its products by ensuring quality improvement, innovations through R&D and intensive marketing efforts. Simultaneously, the Company is also taking measures for cost control in its operations so as to remain competitive in the market. Subject to unforeseen circumstances, the Company is taking all measures to improve top line and bottom line.

#### 3. Expected increase in productivity and profits in measurable terms:

The Company has chalked out a detailed budget action plan at the beginning of the year 2018-19 and monitors achievement of targeted parameters through periodical review.

### Information required under Secretarial standards-2 issued by the Institute of Companies Secretaries of India:

Name of the Director	V.M.Lakshminarayanan (1)	V.M.Balasubramaniam (2)
Director Identification Number (DIN)	00106346	00106428
Date of Birth and Age	05.08.1948 (70)	12.06.1950 (68)
Date of First appointment on the Board	30.04.2003	01.01.1993
Qualification	Matriculation	Matriculation
Brief resume, experience and Nature of expertise in specific functional areas	Mr.Lakshminarayanan is a Technocrat having rich 'hands on' experience for the past over five decades in the manufacturing and marketing of home appliances products. He is the founder Chairman of Indo Russian Chamber of Commerce & Industries. He has gained vast experience in all the key areas of management. He has effectively led the senior leadership team and is involved in setting vision of the Company, building strategy and mentoring the management. He has travelled widely all over the world.	Mr.Balasubramaniam is a Technocrat having rich experience in the manufacturing and marketing of home appliances products for over 49 years. He was appointed as first Managing Director of the Company. He is responsible for identifying the vendors for supply of domestic kitchen and domestic electrical appliances for the Company's in-house development of some of these appliances having wide Pan India market. He effectively undertakes the task of monitoring and ensuring smooth functioning of production process, preparing production plans and ensuring consistent supply of raw materials.
Remuneration last drawn	Rs.72,00,000/- per annum or Rs.6,00,000/- per month exclusive of perquisites and other benefits.	Rs.70,80,000/- per annum or Rs.5,90,000/-per month exclusive of perquisites and other benefits.
Remuneration sought to be paid	No change in the remuneration last drawn	No change in the remuneration last drawn
Shareholding in the company	1000965 – 5.60%	570130 – 3.19%

The number of Meetings of the Board attended during the year (2018-19)	9	7
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	LLM Appliances Private Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Mr.Lakshminarayanan is related to Messrs.V.M.Balasubramaniam, Vice Chairman & Managing Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical.	Mr. Balasubramaniam is related to Messrs.V.M.Lakshminarayanan Vice Chairman & Managing Director, V.M.Seshadri, Managing Director, V.M.Gangadharam, Executive Director and V.M.Kumaresan, Executive Director-Technical.

Name of Director	<b>K.Ganesan (3)</b>	<b>M.Padmanabhan (4)</b>	<b>A.Balasubramaniam (5)</b>
Director Identification Number (DIN)	00102274	00101997	00490921
Date of Birth and Age	01.10.1931 (88)	20.11.1949 (70)	05.01.1949 (70)
Date of first appointment on the Board	30.01.1999	30.01.1999	14.11.2011
Qualifications	Qualified as Chartered Accountant.	Chartered Accountant	Chartered Accountant
Brief resume, experience and Nature of expertise in specific functional areas.	He retired as a Senior Partner of M/s.Loveloock & Lewes Chartered Accountants. He has vast experience and expertise in auditing, accounts and finance of several multinational and Indian Companies. He was also a member of the Company Law Advisory Committee constituted by Government of India, a Member of the Central Council of the Institute of Chartered Accountants of India and a Trustee of the Unit Trust of India besides was a Director of many companies. He was a co-author of some publications on Companies Act 1956 and Listing Agreement. At present he is financial and accounting consultant.	He has over 45 years of rich experience in the Audit of Accounts of Public Limited Companies and Nationalised/ Scheduled Banks. Mr.Padmanabhan actively involves in various social and cultural organizations and is well known in the elite circle.	He served Punjab National Bank (PNB) from the year 1981 to 2008 (27 years) in different managerial capacities and retired as Chief General Manager at the Head Office of PNB, New Delhi.  He has rich experience in Credit Administration and other areas of Banking. Before joining bank, he had earlier worked with Tata Group for about five years in areas of Accounts and Finance. Presently he is practising as Chartered Accountant, combined with independent Financial Consultancy and Advisory Services. He is a Director in Nelcast Limited, Gudur, Andhra Pradesh.
Remuneration last drawn	NA	NA	NA
Remuneration sought to be paid.	NA	NA	NA
Shareholding in the company	NIL	NIL	NIL
The number of Meetings of the Board attended during the year (2018-19)	9	9	9

Other Directorships, Membership/ Chairmanship of Committees of other Boards	Nil	Non Executive Chairman of Quintegra Solutions Limited.	Director of Nelcast Limited
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL	NIL

<b>Name of the Director</b>	<b>G.S.Samuel (6)</b>	<b>T.R.Srinivasan (7)</b>
Director Identification Number (DIN)	05284689	00367320
Date of Birth and Age	31.05.1951 (68)	23.05.1948 (71)
Date of First appointment on the Board	11.05.2012	01.06.2013
Qualification	Post-Graduation and Post PG Research in Economics, MBA-Finance.	PG-Physics & Retd IAS
Brief resume, experience and Nature of expertise in specific functional areas	<p>He worked in the State Bank of India Group in senior positions at their Regional Office, Head Office and Central Office from 1975 to 1993, i.e., for about 18 years. Thereafter, from 1993-1999, he held the position of Chief Executive Officer/Managing Director in a well reputed Private Sector, Non-Banking Finance Company, specializing in areas of deposits, retail lending, hire purchase and leasing finance, Merchant Banking, Corporate Finance, Financial services etc. From 2000-2006, he was Executive Director of a London based Private Banking Group specializing in Financial Advisory Services, Private Equity Placement, Capital Market Services, Merges and Acquisitions, Debts restructuring, etc. and later with an India based Financial Advisory Outfit having varied clients from MNCs and Blue Chip Indian Corporates to large infrastructure projects, resources raising loan venture capital funds to Micro Finance Organizations and NGOs.</p> <p>Mr.Samuel was a member of the Taxation and Economic Affairs Committee of Confederation of Indian Industry (CII), and Convener of the Committee for the Southern Chapter of CII. He has also served as a Member of the Management Committee of Equipment Leasing Association of India (ELAI).</p>	<p>He after a brief stint as Probationary Officer in a Public Sector Bank, was selected by the Union Public Service Commission for the Indian Administrative Service (IAS) in July 1971. He has over 35 years of wide-ranging experience in the Government, having worked at both Policy Planning and Implementation in different sectors. These include urban planning and development, forecasting food requirement, procurement, management and distribution, planning and development of industrial infrastructure.</p> <p>His achievements include turn-around of loss making PSUs, State Industries Promotion Corporation (SIPCOT) and TANSI to Profit within two years; Restoration of Chennai Airport functioning within a day after terror blast; Rapid rehabilitation of cyclone population, Promotion and sale of IT Park within record time, attracting a large number of auto component industries to Tamil Nadu State, as a part of promoting the State as an auto hub.</p> <p>After holding top positions like Director of Town &amp; Country Planning, Chennai; Collector, Chengalpattu District; Chairman and Managing Director of Tamil Nadu Civil Supplies Corporation; Secretary to Government, Food Co-operation and Consumer Protection Departments, Chennai; Chairman and Managing Director, State Industries Promotion Corporation (SIPCOT), Chennai; Chairman &amp; Managing Director, Small Industries Development Corporation (SIDCO), Chennai, he retired in the year 2008 as Vice Chairman, Chennai Metropolitan Development Authority (CMDA).</p>

Remuneration last drawn	NA	NA
Remuneration sought to be paid	NA	NA
Shareholding in the company	NIL	NIL
The number of Meetings of the Board attended during the year (2018-19)	9	7
Other Directorships, Membership/ Chairmanship of Committees of other Boards	Director of Swelect Energy Systems Limited and Noel Media & Advertising Pvt. Ltd.	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL	NIL

### Instructions for Postal Ballot

1. A Member desiring to exercise vote by Postal Ballot may complete the enclosed Postal Ballot Form (no other form or photocopy thereof is permitted) sent by the Company along with the Notice and send it to the Scrutinizer, Mr. Balu Sridhar, Practicing Company Secretary in the enclosed self-addressed envelope. However, Postal Ballot Forms, if deposited in person or if sent by courier or registered/speed post at the expenses of the registered shareholder will also be accepted.
2. The Postal Ballot Form should be completed and signed by the shareholder (as per the specimen signature registered with the Company/Depository Participants). In case of joint holders, this form should be completed and signed by the first named shareholder and in his absence by the next named joint holder.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on 26.05.2019. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such member has not been received.
4. There will be only one Postal Ballot for every Folio/Client ID irrespective of the number of joint holder(s).
5. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/ Authority Letter.
6. A member may request for a duplicate Postal Ballot Form, if so required, However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt, i.e., close of working hours of 26th day of May 2019 at 5.00 p.m.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholder as on cut-off date, i.e. 30th day of March 2019. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. Shareholders are requested not to send any other paper along with Postal Ballot Form. Any extraneous papers found would be destroyed by the Scrutinizer.
9. A member need not use all the votes, nor does he/she need to cast all the votes in the same manner.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The Results of the Postal Ballot will be posted on the website of the Company [www.butterflyindia.com](http://www.butterflyindia.com) and also in the newspaper(s) for the information of the members.
13. Members may address their queries/communications at [cs@butterflyindia.com](mailto:cs@butterflyindia.com).
14. The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional.

### Instructions for e-voting

1. Open email and open PDF file viz., "Butterfly Gandhimathi e-voting.pdf" with your client ID (in case you are holding shares in demat mode) or folio number (in case you are holding shares in physical mode) as password which contains your "user ID" and "password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
3. Click on "Shareholder – Login".
4. Put user ID and password as initial password noted in step (1) above and Click login. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
5. Password Change Menu appears. Change the password with new password of your choice with minimum eight digits/characters or combination thereof.
6. Home page of 'e-voting' opens. Click on e-voting: Active Voting Cycles.
7. Select 'EVEN' of Butterfly Gandhimathi Appliances Limited. Members can cast their vote online from 26.04.2019 (9.00 a.m) to 26.05.2019 (5.00 p.m).

**Note: e-voting shall not be allowed beyond said time.**

8. Now you are ready for remote 'e-voting' as 'Cast Vote' page opens.
9. Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted. Upon confirmation, the message "Vote Cast Successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
10. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to [evoting@akjainassociates.com](mailto:evoting@akjainassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

Please note the following:

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting through postal ballot.

Other Information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.:1800-222-990.

Navalur – 600103  
Date - 04.04.2019

By Order of the Board  
K.S.Ramakrishnan  
Company Secretary &  
General Manager - Legal