

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Regd. Office: 143, Pudupakkam Village, Vandalur-Kelambakkam Road,
Kelambakkam – 603 103, Kancheepuram District
CIN: L28931TN1986PLC012728
cs@butterflyindia.com; 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 for amending the provisions of the Articles as detail hereunder in accordance with the provisions of Section 14 and 15 of the Act.

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 **28.10.2019**. 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 **30.10.2019** 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 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.

Navalur – 600103
Date - 07.08.2019

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

SPECIAL BUSINESS**To approve alteration of clause 130 of the Articles of Association:**

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

RESOLVED THAT subject to approval in terms of Section 14, 15 and other applicable provisions if any, of the Companies Act 2013 ("the Act") and Rules made thereunder or any statutory modifications or re-enactment thereof and all other applicable laws for the time being in force, if any, Article 130 of the Articles of Association (AoA) of the Company be and is hereby amended by replacing the existing article 130 of the AoA of the Company with the following clause:

"Article 130: Each Director (excluding wholetime Directors or Managing Directors) may be paid such sum(s) as may be decided by the Board subject to the limits prescribed under the Companies Act 2013 and Rules made thereunder as fees for attending each meeting of the Board or Committee thereof or for any other purpose whatsoever and Directors shall be reimbursed actual travelling, statutory and conveyance expenses incurred by him for attending such meetings or work.

EXPLANATORY STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:

At present as per Article No.130 of the Articles of Association of the Company, Directors other than Managing Directors and Wholetime Directors, may be paid a sum of Rs.20,000/- by way of sitting fees for each meeting of the Board of Directors or Committee thereof attended by him/her. The amount was fixed long back in the Annual General Meeting held on 11.08.2011.

Thereafter, the Companies Act 2013 came in to force and as per Section 197 (5) of the said Act and Rules made thereunder provides that the Board is empowered to decide the remuneration by way of fee to the director for attending each meeting of the Board or any Committee thereof or for any other purpose upto a limit of Rs.1 lakh (Rupees One Lakh only) or for any other purpose and any amount exceeding the said sum has to be approved by shareholders.

Over the years, the scope, functions and responsibilities of the Directors have increased manifold and it is therefore considered necessary to increase the sitting fees payable to the directors for attending the meeting of the Board or Committees or for any other purpose as may be decided by the Board, in line with the provisions of the Act.

In view of the above, the Board proposes to amend the Articles 130 in line with the provisions of the Act and fix the fees within the ceilings prescribed by the Act and the Rules thereof.

In terms of Section 14 of the Companies Act 2013, any alteration in the Articles of Association of the Company requires approval of the Members of the Company by way of Special Resolution. The Board accordingly seeks the approval of the members.

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, T.R.Srinivasan, Anand Mundra and Maheshwari Mohan, Non-Executive/Independent Directors in the Board, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the above resolution as set out in this notice.

Navalur – 600103

Date - 07.08.2019

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

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 **28.10.2019**. 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 28th day of October 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. **13.09.2019**. 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 and also in the newspaper(s) for the information of the members.
13. Members may address their queries/communications at 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
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 **Saturday 28.09.2019 (9.00 a.m) to Monday 28.10.2019 (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 with a copy marked to 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 - 07.08.2019

By Order of the Board

K.S.Ramakrishnan

Company Secretary &

General Manager - Legal

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

CIN: L28931TN1986PLC012728

Regd. Office: 143, Pudupakkam Village, Vandalur-Kelambakkam Road,
Kelambakkam – 603103, Kancheepuram District

Tel: 044-49005154

POSTAL BALLOT FORM

(To be duly filled in and returned to the scrutinizer appointed by the Company)

Name of the Shareholder(s) including Joint holders, if any, and registered address if the Sole/first named member:	
Registered Folio No. / *DP ID & Client ID No. (*Applicable to investors holding share in Dematerialized form)	Number of Equity Shares held:

I/We hereby exercise my /our vote(s) in respect of the following Resolution as stated in the Postal Ballot Notice dated 7th August 2019. My/our assent or dissent to the said Resolution is given by placing a tick (✓) mark at the appropriate box below:

Item No.	Particulars	Type of Resolution	No. of shares held	I/we assent to the resolution ([For]	I/we Dissent to the Resolution [Against]]
1	Alteration of clause 130 of the Articles of Association	Special			

Place:

(Signature of the Shareholder)

Date:

The e-voting facility shall be available during the following voting period:

Commencement of e-voting	Closure of e-voting
28.09.2019 (9.00 a.m.)	28.10.2019 (5.00p.m.)

Notes:

1. Please read the instructions printed overleaf carefully before filling this Format
2. The last date for receipt of the filled in Postal Ballot form is 28.10.2019