

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

CIN: L28931TN1986PLC012728

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

Tel: 044-49005154

e-mail: cs@butterflyindia.com; Website: www.butterflyindia.com

POSTAL BALLOT FORM

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

1. Name and Registered address of the Sole/first named member/beneficial owner :
2. Name(s) of Joint holder(s), if any :
3. Registered Folio No./ DP and Client ID No :
4. Number of Shares held :

I/We hereby exercise my /our vote(s) in respect of the following Resolution as stated in the Postal Ballot Notice dated 22.12.2018. My/our assent or dissent to the said Resolution(s) 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	Continuation of office by Mr.V.M.Lakshminarayanan as Managing Director of the Company after attaining the age of 70 years during his term of appointment.	Special			
2	Revision of remuneration to Mr.V.M Lakshminarayanan, Managing Director	Special			
3	Revision of remuneration to Mr.V.M Balasubramaniam, Managing Director	Special			
4	Revision of remuneration to Mr.V.M.Seshadri, Managing Director	Special			
5	Revision of remuneration to Mr.V.M Gangadharam, Executive Director	Special			
6	Revision of remuneration to Mr.V.M Kumaresan, Executive Director - Technical	Special			

Place:

Date:

(Signature of the Shareholder)

Electronic Voting Particulars

EVEN NO.	USER ID	PASSWORD
110327		

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 6.02.2019

INSTRUCTIONS

1. The Postal Ballot Notice is being sent to all the members whose names appear in the Register of Members/list of the Beneficial Owners as on the cut off date viz., Friday, December 21, 2019 and as received by the Registrar & Share Transfer Agent of the Company from National Securities Depository Limited (NSDL). A person who is not a member as on the Cut Off date should treat this Notice for information purposes only.
2. A member desiring to exercise vote by Postal Ballot may complete this Postal Ballot form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope so as to reach on or before 5.00 p.m. on Wednesday, 6th February 2019. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if deposited in person or sent by courier/speed post at the expenses of the Member will also be accepted.
3. Alternatively, a Member may vote through electronic mode as per the instruction for voting through electronic, means as provided in the Postal Ballot Notice sent herewith.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
5. Members can opt only one mode of voting i.e., either physical Postal Ballot form or electronic voting. In case members cast their vote through both the modes, voting done through e-voting shall prevail and voting done by physical Postal Ballot form shall be treated as invalid.
6. The form should be completed and signed by the Members (as per the specimen signature registered with the RTA/Company/ Depository Participants). In case of joint holding, the form should be completed and signed by the first named members and in his/her/ its absence, by the next named member. A Member cannot exercise his/her/its vote through proxy on postal ballot.
7. Consent must be accorded by placing a tick (✓) in the column I/we assent (agree) to the Resolution (For). Dissent must be accorded by placing a tick (✓) in the column I/we Dissent (Disagree) to the Resolution (Against).
8. The votes of a Member will be considered invalid on any one or more of the following grounds:
 - a) If the Postal Ballot Forms are unsigned, incomplete or incorrectly filled.
 - b) If the Member's signature does not tally
 - c) If the Postal Ballot Form received is torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
 - d) If the Member has marked his /her /its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held.
 - e) If Member has made any amendment to the resolution or imposed any condition while exercising his/her/its vote.
 - f) If the form other than the one issued by the Company is used.
9. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
10. A Member may request for duplicate Postal Ballot Form, if required. However, the duly completed Postal Ballot Form/duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form i.e., Wednesday February 6, 2019 (5.00 p.m.). If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
11. 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 / Power of Attorney/ attested specimen signature, etc. In case of electronic voting, documents such as the certified true copy of Board Resolution/ Power of Attorney along with attested specimen signatures should be mailed to evoting@nsdl.co.in and with a copy marked to the Scrutinizer at evoting@akjainassociates.com or the Company at cs@butterflyindia.com or deposited at the registered office of the Company.
12. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed Postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same. No other form or photocopy thereof is permitted.
13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Members on the cut off date i.e., Friday, December 21, 2019.
14. A member need not use all the votes or cast all the votes in the same way.
15. The results of voting on the resolution will be declared by Friday, 8th February, 2019 at the Corporate Office and will also be displayed on the website of the Company www.butterflyindia.com besides being communicated to the Stock Exchanges, Depositories, Registrar and Share Transfer Agents.
16. In terms of Section 108, 110 and other applicable provisions of the Companies Act 2013, as amended, read together with the Companies (Management and Administration) Rules 2014 and in compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time, the Company is pleased to offer e-voting facility to all the members of the Company. The Company has engaged the services of National Securities Depository Services (India) Ltd (NSDL) to provide facility to the members of the Company to cast their votes electronically (e-voting) instead of dispatching Postal Ballot Form. Please note that e-voting is optional. For e-voting, please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
17. In case of any grievance connected with voting by postal ballot including e-voting, members may write to the Company at cs@butterflyindia.com or NSDL at evoting@nsdl.co.in, Phone: 1800-222-990.