



**MEMORANDUM OF ASSOCIATION
OF
*BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**

- I. The name of the Company is, "**BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**"
- II. The Registered Office of the Company will be situated in the State of Tamilnadu.
- III. The Objects for which the Company is established are:-

(A) **The main objects to be pursued by the Company on its Incorporation are:-**

1. ****To** carry on the business as Importers, Exporters, Manufacturers and Dealers of household and industrial vessels and utensils from all types of metals, plastics, ebonite and in particular all household appliances including Liquified Petroleum Gas Stoves, Pressure Cookers, Pressure Pans, Vacuum Flasks, Cookware and Non-stick Cookware ranges, Cooking Ranges, other cooking utensils of all types, Containers, Buckets, Mixer Grinders, Wet Grinders, Mixers, Juicers, Toasters, Refrigerators, Hot Plates, Ovens, Washing Machines, Dryers, Geysers, Water Heaters and other Electric Appliances including Televisions, Transformers and Electric Motors of every kind and description.

Note:

The following clauses are Amended pursuant to Special Resolution passed by Postal Ballot on 30.03.2024.

a) The Clause III (A) are amended and new sub - clauses (2) and (3) were inserted and existing sub – clauses (2) and (3) of Clause III (A) were re-numbered as sub-clauses (4) and (5)

b) The sub – clause (4) of Clause III (A) existing prior to this resolution shall be deleted and substituted by the following new sub-clause in its place and stead and be and is hereby numbered as sub-clause (6) of Clause III(A) of the Memorandum of Association of the Company.

*c) alteration of the Clause III(B) of the Memorandum of Association of the Company by substituting the heading of Clause III (B) "**The Objects incidental or ancillary to the attainment of the Main objects are**" with the new heading "**Matters which are necessary for furtherance of the objects specified in clause III (A) are**"*

2. **^^To** design, produce, manufacture, install, maintain, repair, purchase, assemble, alter, buy, sell, import, export or otherwise deal in every nature and description of lighting products and its fixtures including LED rechargeable lanterns, tube lights, refrigeration lights, light strips, commercial luminaires, industrial luminaires, streetlight luminaires, post top / landscape luminaires, flood lighting luminaires, LED lighting luminaires, lighting fixtures, CFL (Compact Florescent Lamps) and its fixtures, lighting drivers, lighting poles, bulbs, fluorescent tubes and goods used in generation, transmission and receiving of any impulses such as sound and light, solar products, home automation solution, including solar lanterns, solar lights, domestic pumps, agriculture pumps, industrial pumps, Home Electric / non electric Medical equipment, BP monitor, Thermometer, Sugar Tester; Kitchen Equipment, Kitchen Knife, Bottle opener, Kitchen Vegetable Board, Kitchen Table, Dinner Tables, Electric Kettles, coffee makers, induction cooktops, home ups and its fixtures and components, parts, accessories, allied products of all and or any kind of aforesaid items.

3. To manufacture, import, export, install maintain, repair, assemble, purchase, sell or otherwise deal in every nature of cooler products, Air Conditioner, Air Coolers description all types of consumer electrical goods, home appliances, personal appliances, electronic equipment, and instruments including ceiling fans, table fan, pedestal fan, wall mounting fan, exhaust fans, industrial fans, special purpose fans, instant water heaters, storage metal water heaters, immersion water heater, dry / steam irons, Air purifier, Air Ionizer, Water Purifier, Electric and Non electric Grooming Products, Electric Toys, Electronic Locks, Audio/Video Door Phone, Access-control system, home - automation solutions, video surveillance/ electronic access control, fire alarm and control systems, electrical cables,



wires, house wires, power control cable instruments, apparatus, generators, transformers, plugs & sockets /interlocked switch sockets, switch gears, enclosures, cable glands, cable reels and its accessories including chokes, starters, switches, switch boards and condensers, undertake turnkey projects, combine two or more of its products, provide after sale services, consultancy and other services and solutions in relation to its products.

4. To carry on the business of manufacture and sale of boilers, tankers of all types used in manufacturing activities carried on in all types of Industries.

5. To carry on business as fabricators of various components, required by automobile and chemical Industries from all type of metals.

6. To manufacture, buy, sell or otherwise deal in all such materials or components as are allied or akin to the aforesaid products mentioned in the sub-clauses 1 to 5.

(B) *Matters which are necessary for furtherance of the objects specified in the clause III (A) are:-

1. To invest or deal with the money not immediately required whether with or without interest or security, including in current deposit account with any bank or banks, other person or persons upon such terms, conditions and manner as may from time to time be determined and to receive money on deposit or loan upon such terms and conditions as the company may approve, provided the Company shall not do any banking business as defined under the Banking Regulation Act, 1949.

2. To borrow or raise, for business purposes, money by way of cash, credit, overdraft, discount, bonds, mortgage, debenture, debenture stock, deposit, bill, promissory note, bundles, or in any other manner and to grant security for all or any of such sums and by way of security to dispose, mortgage, and charge the whole or any part of the property and assets and revenue of the Company including uncalled capital, to dispose, transfer and convey the same absolutely or in trust, with the usual powers of sale except the power to make call to lender and creditors and also to raise money by the issue of mortgage debenture or debenture stock or preference stock and purchase, redeem or pay off any such securities.

**Amended pursuant to the Special Resolution passed at the Extra-Ordinary General Meeting Dated. 15.10.2011 and approval by the Registrar of Companies on 25.10.2011, the name of the company changed from "Gandhimathi Appliances Limited" to "Butterfly Gandhimathi Appliances Limited"*

***Amended pursuant to Special Resolution passed by Postal Ballot and approved by the registrar of Companies on 12.09.2011, on Merger of Gangadharam Appliances Limited with the Company.*

^^ Amended pursuant to Special Resolution passed by Postal Ballot on 30.03.2024

& Amended pursuant to Special Resolution passed by Postal Ballot on 30.03.2024



3. To acquire or purchase running concern carrying on the same or similar business or businesses as covered by the object clause - A above.
4. To enter into partnership or arrangement for sharing the profits of joint venture with any person or persons or company carrying on or about to carry on any business which the Company is authorised to carry on and to acquire or join in acquiring any such business as covered by the object clause - A above.
5. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with or any part of the undertaking property investments and rights of the Company.
6. To apply for purchase or otherwise acquire any patent, trademarks, brevets d' invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or non - exclusive or limited rights to any secret or other information as to any invention which may seem capable or being used for any of the purposes of the company or the acquisition of which may seem directly or indirectly of use or benefit to the company or may appear likely to be advantageous or useful to the company and to use exercise, develop or grant licence privileges in that respect or otherwise turn to account the property right or information so acquired and to assist encourage and spend money in making experiments, test, improvements of any invention, patent and right, which the company may acquire or propose to acquire.
- *7. To purchase, acquire, hold and dispose of or otherwise deal and invest in any shares, debentures and other securities in or any company or companies' real estate, properties either out of its own funds or out of funds that the company might borrow by issue of debenture or from bankers or otherwise howsoever in any other manner whatsoever.
8. To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependents or the connections of such persons or subject to the provisions of the Companies Act. to subscribe or guarantee money for any charitable, national, religious, benevolent, general or useful object or fund or for any purpose which may likely, directly or indirectly further the objects of the Company or the interest of its members or business.
9. To distribute among the members in specie any property of the Company or any proceeds of sale or, disposal of any property of the company but so that no distribution amounting to reduction of Capital be made except with the sanction, if any, for the time being required by law or in the event of winding up.
10. To allot shares in the Company to be considered as fully or partly paid up as payment or consideration of any service or property of whatever description which the Company may acquire.
11. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company or any other company subject to the provisions of the Companies Act, 1956.

**Amended pursuant to Special Resolution passed at the Extra-Ordinary General Meeting held on 29.6.2010.*



12. To acquire and run any industrial concern or factory doing the same type of business as this company's objects authorise to do, and as the company may deem fit.

13. To act as buying or selling agents and to enter into any agreement or agreements for any of the purpose aforesaid.

14. To act as agents or brokers, stockists, distributors and agents, sales agents, manufacturer's representatives and as trustees for any person or company and to undertake and perform sub-contracts for the purpose of the business of the company.

15. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d' invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, or grant licence in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money to experimenting upon, testing or improving any such patents, invention, information or rights.

(C) OTHER OBJECTS.

1. To carry on the business as Civil, Mechanical & Electrical contractors, general construction builders, real estate agents, owners and hirers of all kinds of immovable properties.

2. To carry on the business or vocation of acting as advisers and consultants on all financial and industrial matters.

3. To carry on the business of consultancy in civil, mechanical, electrical engineering and also in computers hardwares and software.

IV. The Liability of the Members is Limited.

* V. The Authorised Share Capital of the Company is Rs. 40,00,00,000/- (Rupees forty crores) divided into 4,00,00,000 (Four crores) Equity Shares of Rs. 10/- each. The Company has the power from time to time to increase or reduce its capital and to issue any shares in the original or new capital as Equity or Preference Shares or Convertible or Redeemable Preference Shares and to attach to any class of such shares, any preference, rights, privileges or priorities in payment of dividends, or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to vary the regulations of the Company as far as necessary to give effect to the same and upon the sub-division of any shares to apportion the right to participate in profits in any manner.

We, the several persons whose names and addresses be herein under subscribed are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

S. No.	Names, Address, Description and occupation of subscribers	No. of Equity shares taken by each subscriber	Witness to the signatures with Address, Description and Occupation
1	Sd/- V.M. LAKSHMINARAYANAN S/o. Sri V. Murugesu Chettiar 9, Sivakamipuram, Malaviya Avenue Thiruvannamipur Madras-600041. Industrialist	10/- (Ten only)	Sd/ R. RUDHRAKUMAR S/o. Sri V. Ramaswami Aiyar 4, Mangesh Street T. Nagar Madras - 600017. Chartered Accountant
2	Sd/- V.M. KUMARESAN S/o. Sri V. Murugesu Chettiar 9, Sivakamipuram Malaviya Avenue Thiruvannamipur Madras-600 041. Industrialist	10/- (Ten only)	
TOTAL		20/- (Twenty only)	

Dated at Madras this 24th day of January 1986.

**Enhancement in Authorised Share Capital from Rs. 25 Crores to Rs. 40 Crores pursuant to directions of Board for Industrial and Financial Reconstruction vide Rehabilitation cum Merger scheme, sanctioned on 17.08.2011.*