NOTICE

BUTTERFLY GANDHIMATHI APPLIANCES LIMTED

CIN: L28931TN1986PLC012728
Regd Off: 143, Poulakis Village, Vandalur – Kelambakkam Road, Kelambakkam,
Chengalpattu District – 603103
T: +91 44 4741 5500 **Email**: butterfly.investorrelations@butterflyindia.com
Website: https://butterflyindia.com/

NOTICE OF THE 39TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Thirty Nineth (39th) Annual General Meeting (the "AGM")** of the Members of Butterfly Gandhimathi Appliances Limited **(the "Company")** will be held on **Tuesday, August 4, 2026 at 11:00 A.M. (IST)** through Video Conferencing **("VC")** / Other Audio-Visual Means **("OAVM")** for which purpose the Corporate Office of the Company situated at "E-34, 2nd Floor, Rajiv Gandhi Salai, Egattur Village, Navalur, Chengalpattu District - 600 130 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2026 together with the Reports of the Board of Directors **("the Board")** and the Auditors thereon.

2. Appointment of Mr. Nithiyanandam Anandkumar (DIN: 10381096) as a Director liable to retire by rotation

To appoint a Director in place of Mr. Nithiyanandam Anandkumar (DIN: 10381096) who retires by rotation and being eligible offers himself for re-appointment.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of Members of the Company, be and is hereby accorded to re-appoint Mr. Nithiyanandam Anandkumar (DIN: 10381096) as Director, who is liable to retire by rotation."

SPECIAL BUSINESS

3. Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company be and hereby ratifies the remuneration of ₹ 2,25,000/- (Rupees Two Lakh Twenty Five Thousand only) (exclusive of applicable taxes and re-imbursement of out of pocket expenses) payable to M/s. S. Mahadevan & Co., Cost Accountants (Firm Registration Number 000007), who have been appointed by the Board of Directors basis the recommendation of the Audit Committee, as Cost Auditors of the Company, to conduct the audit of the cost records maintained by the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended, for the Financial Year ending March 31, 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) or the Key Managerial Personnel of the Company be and are hereby severally authorised to do all act(s), deed(s), matter(s) & thing(s) and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By the order of the Board
For **Butterfly Gandhimathi Appliances Limited**

Jayant Barde
Company Secretary & Compliance Officer
Membership No.A61954

Registered Office:
143, Pudupakkam Village,
Vandalur – Kelambakkam Road,
Kelambakkam, Chengalpattu
District – 603 103

Date: May 11, 2026
Place: Mumbai

NOTES

1. Ministry of Corporate Affairs **("MCA")** has vide General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, General Circular No. 2/2022 dated May 5, 2022, followed by Circular No. 10/2022 dated December 28, 2022, subsequent Circular No. 09/2023 dated September 25, 2023, General Circular No. 09/2024 dated **September 19, 2024 (collectively referred to as "MCA Circulars")** and Circular No. 03/2025 dated September 22, 2025 and Securities and Exchange Board of India **("SEBI")** vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 **(collectively referred to as "SEBI Circulars")** has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("the Listing Regulations")**. In compliance with the applicable provisions of the Companies Act, 2013, **(the "Act")**, MCA Circulars, SEBI Circulars and the Listing Regulations, the AGM of the Company will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/ OAVM only. The proceedings of the AGM will be deemed to be conducted at the Corporate Office of the Company which shall be the deemed venue of the AGM.

2. An explanatory statement pursuant to Section 102(1) of the Act relating to special business as stated under Item No. 3 of the Notice dated **Monday, May 11, 2026,** are annexed hereto.

3. A statement providing additional details of the Director(s) seeking re-appointment as set out in Item No. 2 of the Notice dated **Monday, May 11, 2026**, is annexed herewith as required under Regulation 36(3) of the Listing Regulations as amended from time to time and Secretarial Standard-2 **("SS-2")** on General Meetings issued by the Council of the Institute of Company Secretaries of India **("ICSI")**.

4. Since this AGM is being conducted through VC/ OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available at the AGM and hence the proxy form and attendance slip are not annexed to this notice.

5. Institutional/ Corporate Shareholders (i.e. other than individuals/HUF/NRI, etc.) intending to authorise their representatives to attend the AGM through VC/ OAVM on its behalf and to vote through electronic voting ("e-Voting"), are requested to send a certified scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorisation letter to the Scrutiniser by e-mail through its registered e-mail address at butterfly.investorrelations@butterflyindia.com with a copy marked at evoting@nsdl.com

   Institutional Members (i.e. other than individuals, HUFs, NRIs etc.) can also upload their board resolution/ Authority Letter, etc. by clicking on **"Upload Board Resolution/ Authority Letter"** displayed under "e-Voting" tab in their login.

6. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.

7. The Members can join the AGM through VC/ OAVM mode 15 (Fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 (One Thousand) Members on first come first served basis. This will not include large Members (i.e. Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

8. Participation of Members attending AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. In accordance with the aforesaid MCA and SEBI Circulars, electronic copies of the Notice of the AGM along with the Annual Report for the Financial Year 2025-26, are being sent to the Members whose e-mail addresses are registered with the Company or the Depositories/ Depository Participants **("DPs")**. In case any Member is desirous of obtaining physical copy of the Annual Report for the Financial Year 2025-26, kindly send a request to the Company by writing at butterfly.investorrelations@butterflyindia.com mentioning their folio number/ DP ID and Client ID.

   The Notice calling the AGM has been uploaded on the website of the Company at https://butterflyindia.com/. The Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and is also available on the website of National Securities Depository Limited **("NSDL")** (agency for providing the remote e-Voting facility), at www.evoting.nsdl.com.

10. Members seeking any information with regard to the Accounts or any matter to be placed at the AGM, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and relevant documents referred to in the accompanying Notice and in the Explanatory Statement are requested to write to the Company on or before Friday, July 31, 2026, through e-mail on butterfly.investorrelations@butterflyindia.com. The same will be replied by the Company suitably.

    All documents referred to in the Notice will also be available electronically for inspection, without any payment of by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an e-mail to butterfly.investorrelations@butterflyindia.com.

11. To support the **"Green Initiative"**, Members who have not registered their e-mail addresses are requested to register the same with the GNSA Infotech Private Limited, Company's Registrar and Share Transfer Agent **("RTA")**/ their DPs in respect of shares held in physical/ electronic mode, respectively.

12. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed with this Notice.

13. In compliance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by listed companies, the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-Voting.

    For this purpose, the Company has availed the services of NSDL for facilitating voting through electronic means, as the authorised agency, for casting votes using remote e-Voting system on all the resolution(s) set forth in this Notice.

14. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members holding shares in physical form who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel their earlier nomination and record a fresh nomination, he/ she may submit the same in Form No. SH-14. The said form can be downloaded from the Company's website at https://butterflyindia.com/investor-relations/. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the Company or RTA in case the shares are held in physical form, quoting their folio numbers.

    In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.

15. Members are requested to check that the correct account number has been recorded with the Depository. Members holding shares in electronic form are requested to intimate any change in their address, e-mail ID, signature or bank mandates to their respective DPs with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to intimate such changes to the RTA of the Company by furnishing Form No. ISR-1 and

other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023. The same are available on the website of the Company at https://butterflyindia.com/investor-relations/. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form. Further, the transmission and transposition of securities shall also be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings into dematerialised form. Members can contact the Company or RTA for assistance in this regard.

17. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/ HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal **("ODR Portal")** for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

18. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37 March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf.

IEPF RELATED INFORMATION

Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF)

19. Pursuant to the provisions of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time **("the IEPF Rules")**, all dividends, if not encashed for a period of 7 (Seven) years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the IEPF. Further, all the shares in respect of which dividend has remained unclaimed for 7 (Seven) consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline.

20. Adhering to the aforesaid statutory requirement, during the Financial Year 2023-24, unclaimed dividend for the Financial Year 2015-16 aggregating ₹ 5,82,689/- (Rupees Five Lakhs Eighty Two Thousand Six Hundred and Eighty Nine Only) and 2,97,583 (Two Lakh Ninety Seven Thousand Five Hundred and Eighty Three) unclaimed equity shares in respect of which dividend entitlements remained unclaimed for 7 (seven) consecutive years, were transferred by the Company to the IEPF established by the Central Government, pursuant to the provisions of Section 124 of the Act, read with the IEPF Rules.

21. Members holding shares in electronic form are requested to ensure that correct bank particulars are registered against their respective Depository accounts which will be used by the Company for any payment of dividend in future. The Company or its RTA cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the DP by the Members.

22. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at butterfly.investorrelations@butterflyindia.com

23. **The instructions for Members for Remote E-Voting and Joining the AGM are as under:**

The remote e-Voting period commences from **Friday, July 31, 2026, at 9:00 A.M.** and ends on **Monday, August 3, 2026, at 5:00 P.M.** During this period, Members holding shares either in physical or dematerialised form, as on **Tuesday, July 28, 2026, ("cut-off date")**, may cast their votes electronically through e-Voting system from any place **("remote e-Voting")**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-Voting facility, either during the aforesaid period or during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, July 28, 2026.**

How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of **"Two Steps"** which are mentioned below:*

Step 1: Access to the NSDL e-voting system

Step 2: Cast your votes electronically on NSDL e-voting system.

Step 1: Access to NSDL e-Voting system

A) Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, on e-Voting facility provided by listed companies and as a part of increasing the efficiency of e-Voting process, individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Members holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **NSDL Mobile App is available on** Download on the App Store GET IT ON Google Play 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience.

NOTICE

Type of shareholders	Login Method
Individual Members holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members (holding securities in demat mode) login through their depository participants	1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 2. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at toll free no.: 022 - 4886 7000
Individual Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

B) Login Method for e-voting and joining virtual meeting for Members other than Individual Members holding securities in demat mode and Members holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 140118 then user ID is 140118001***

5. Password details for Members other than Individual Members are given below:

   a) If you are already registered for e- Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in **process for those Members whose email ids are not registered**.

6. If you are unable to retrieve or have not received the **"Initial password"** or have forgotten your password:

   a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.
8. Now, you will have to click on **"Login"** button.
9. After you click on the **"Login"** button, the home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

1. After successful logging in following Step 1, you will be able to see all the companies **"EVEN"** in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **"EVEN"** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on **"VC/ OAVM"** link placed under **"Join General Meeting"**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.
5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user id and password for e-voting for those shareholders whose email IDs are not registered with the depositories/ Company and registration of e mail ids for e-voting on all the resolutions set out in this notice:

1. In case shares are held in physical mode and have not updated their e-mail addresses with the company, please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card and Aadhar Card by email to butterfly.investorrelations@butterfly.com for registering e-mail address.
2. In case shares are held in demat mode, please provide DPID and Client ID (16 digit DP ID + Client ID or 16-digit beneficiary ID), Name of member, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card and Aadhar Card to butterfly.investorrelations@butterfly.com
3. Alternatively, Members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for Members

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five (5) unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/ Password?**" or "**Physical User Reset Password?**" option available on www.evoting.nsdl.com to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call on toll free number: 022-4886 7000 and 022 - 2499 7000 or send a request to Mr. Suketh Shetty, Assistant Manager - NSDL at evoting@nsdl.com.

24. The instructions for Members for e-Voting on the day of the AGM are as under

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members, who will be present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-Voting.

25. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER

i. Members will be provided with a facility to attend the AGM through VC/ OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.** After successful login, you can see link of **"VC/ OAVM"** placed under **"Join meeting"** menu against Company name. You are requested to click on VC/ OAVM link placed under Join Meeting menu. The link for VC/ OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the user ID and Password for e-Voting or have forgotten the user ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

ii. Members are encouraged to join the Meeting through Laptops for better experience.

iii. Further, the Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

iv. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail ID mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at butterfly.investorrelations@butterfly.com. Those Members who have registered themselves as a speaker from **Friday July 24, 2026, to Friday July 31, 2026, up to 5:00 P.M.** will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

vi. Members who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at butterfly.investorrelations@butterfly.com The same will be replied by the company suitably.

vii. Any person holding shares in physical form and non-individual Members, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date, i.e. **Tuesday, July 28, 2026**, may obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using **"Forgot User Details/Password"** or **"Physical User Reset Password"** option available on www.evoting.nsdl.com or call on toll free no. 1800 22 55 33. In case of Individual Members holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, i.e. **Tuesday, July 28, 2026**, may follow steps mentioned in the Notice of the AGM under **"Access to NSDL e-Voting system"**.

viii. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.

ix. A member will not be allowed to vote again on any resolution on which vote has already been cast.

x. Members attending the AGM who have not cast their votes on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to cast their votes through e-voting during the AGM. The members who have casted their votes prior to the AGM may also attend/ participate in the AGM through VC/ OAVM but shall not be entitled to cast their votes again.

xi. The remote e-voting module on the day of the AGM shall be disabled by NSDL for

NOTICE

voting after 15 (Fifteen) minutes of the conclusion of the AGM.

xii. Any Member holding shares in physical form, and nonindividual Members, who acquires shares of the Company and/ or become a Member after sending of the Notice and holds shares as on the cut-off date, may obtain their login ID and password by sending a request at evoting@nsdl.com However, if he/ she is already registered with NSDL for remote e-Voting, then he/ she can use his/ her existing user ID and password for casting the vote.

xiii. In case of individual shareholders holding securities in demat mode, who acquires the shares of the Company and becomes a Member of the Company after the Notice is sent and holding shares as of the cut-off date, may follow steps mentioned below under **"Instructions for e-voting"**.

26. SCRUTINISER'S REPORT AND DECLARATION OF RESULTS

i. The Board of Directors of the Company has appointed Mr. D Saravanan (FCS 13721) of Alagar & Associates LLP, (Formerly known as M. Alagar & Associates) Practicing Company Secretaries (ICSI Unique Code: L2025TN019200), as the Scrutiniser to scrutinise the e-Voting process during the AGM and remote e-voting in a fair and transparent manner.

ii. The Scrutiniser shall, immediately after the conclusion of the e-Voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-Voting in the presence of at least Two (2) witnesses not in the employment of the Company and provide, not later than Two (2) working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

iii. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.butterflyindia.com and on the website of NSDL, i.e. www.evoting.nsdl.com immediately after the submission with the Stock Exchanges, where the shares of the Company are listed. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the AGM, i.e. **Tuesday, August 4, 2026**.

27. NOTE TO MEMBERS

i. SEBI has mandated the submission of Permanent Account Number **("PAN")** by every participant in securities market. Members holding shares in dematerialised form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company/ RTA.

ii. Members are requested to intimate changes, if any, pertaining to their name, postal address, Email ID, telephone/mobile numbers, PAN, mandates, nominations, power of attorney, bank details (such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc.), with necessary documentary evidence, to their Depository Participants in case the shares are held by them in dematerialised form and to the Company/ RTA.

iii. Members are requested to quote their Folio No. or DP ID - Client ID, as the case may be, in all correspondence with the Company or the RTA.

iv. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.

v. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/ HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 03, 2021. Attention of the Members holding shares of the Company in physical form is invited to go through the said important communication.

vi. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Members may also refer to relevant FAQs published by SEBI on its website and can be viewed at the following link https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

vii. Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange, endorsement, subdivision/splitting, consolidation of securities certificates/ folios, transmission and transposition of securities) from those Members whose details, as mentioned in SEBI Circular dated November 03, 2021, are duly updated in the system, the RTA/ Company shall verify and process the service requests and issue a **'Letter of Confirmation'** in lieu of physical securities certificate(s), to the securities holder/ claimant within 30 (Thirty) days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 (One Hundred and Twenty) days from the date of its issuance, within which the securities holder/ claimant shall make a request to the DP for dematerialising the said securities.

If the Members fail to submit the dematerialisation request within 120 (One Hundred and Twenty) days, then the Company shall credit those shares in the Suspense Escrow Demat account held by the Company. Members can claim these shares transferred to Suspense Escrow Demat account on submission of necessary documentation.

viii. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only while processing service requests viz. issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/ splitting of securities certificate, consolidation of securities certificates/ folios, transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website under the weblink at www.butterflyindia.com. Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/ electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

By the order of the Board
For **Butterfly Gandhimathi Appliances Limited**

Jayant Barde
Company Secretary & Compliance Officer
Membership No.A61954

Registered Office:
143, Pudupakkam Village,
Vandalur – Kelambakkam Road,
Kelambakkam, Chengalpattu
District – 603 103

Date: May 11, 2026
Place: Mumbai

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

Ratification of remuneration payable to M/s. S. Mahadevan & Co., Cost Auditors of the Company

Under the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to have the audit of its cost records conducted by a Cost Accountant. Further, in accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the Members of the Company.

Accordingly, the Board of Directors of the Company on the recommendation of the Audit Committee, at their Meeting held on May 11, 2026, has approved the appointment of M/s. S. Mahadevan & Co, Cost Accountants (Firm Registration No. 000007) as Cost Auditors to conduct the audit of the cost records maintained by the Company for the financial year ending March 31, 2027 at a remuneration ₹ 2,25,000/- (Rupees Two Lakh Twenty-Five Thousand Only) (excluding all taxes and reimbursement of out of pocket expenses, if any at actuals).

Accordingly, consent of the Members is sought by way of an **Ordinary Resolution** as set out at Item No. 3 of the accompanying Notice for ratification of the remuneration amounting to ₹ 2,25,000/- plus applicable taxes and out of pocket expenses on actual basis payable to the Cost Auditors for the financial year ending March 31, 2027.

The Board recommends the resolution as set out at item no. 3 of the Notice for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel's or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

By the order of the Board
For **Butterfly Gandhimathi Appliances Limited**

Jayant Barde
Company Secretary & Compliance Officer
Membership No.A61954

Registered Office:
143, Pudupakkam Village,
Vandalur – Kelambakkam Road,
Kelambakkam, Chengalpattu
District – 603 103

Date: May 11, 2026
Place: Mumbai

ANNEXURE A

Details of Director seeking Appointment/Re-appointment in the forthcoming Annual General Meeting

[In pursuance of Secretarial Standards on General Meetings (SS-2) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr. Nithiyanandam Anandkumar
Director Identification Number	10381096
Category	Non-Executive, Non Independent Director
Date of Birth	3rd April, 1967
Age	59 years
Nationality	Indian
Date of first appointment on the Board	November 9, 2023
Relationship with Directors, Managers and KMPs	There is no relationship with other Directors on the Board, Managers and KMPs.
Brief Profile	Mr. N Anandkumar is a seasoned professional in the consumer durables industry with rich experience spanning over three decades across varied consumerfacing product categories. He started his career as a management trainee in Crompton Greaves Electricals Limited (in the erstwhile Crompton Greaves Ltd.) in 1991. Anandkumar's three-decade-long journey with Crompton has seen him taking roles of increasing responsibilities, including leadership roles in sales and distribution, business head for domestic and kitchen appliances and global head for customer service and delivering strategic objectives for the organisation consistently. He has a passion for coaching and takes pride in creating leaders. He has led several transformational projects, such as the GTM excellence project in diverse markets and product categories and has led breakthrough innovation as business head. Currently, he is the Group Sales and Service Head for Crompton Greaves Electricals Limited, and his area of interest is working on critical transformative projects that help create future ready organisations.
Qualification	B.E. - Mechanical MBA - Sales and Marketing
Experience	30+ years
Expertise in specific functional area	Wide experience in the area of Sales
Terms and Conditions of appointment or re-appointment	• To be appointed as Director • Liable to retire by rotation • Eligible for re-appointment
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL
Number of shares held in the Company (directly or as a beneficial owner)	NIL
Number of Meetings of the Board attended during the year	6
Membership/Chairmanship of Committees of the Company	Stakeholders Relationship Committee – Member
Directorships held in listed Companies	NIL
Listed companies from which resigned in the past three years	NIL
Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL
Membership/Chairmanship of Committees across other Public Companies (listed as well as unlisted)	NIL

Information at a glance:

Particulars	Details
Mode	Video conference ("VC") and other audio-visual means ("OAVM")
Time and date of AGM	Tuesday, August 4, 2026 at 11.00 AM
Participation through VC	https://www.evoting.nsdl.com
Helpline number for VC participation	1800 22 55 33
Webcast and transcripts	https://butterflyindia.com/investor-relations/
Cut-off date for e-Voting	Tuesday, July 28, 2026
Remote e-Voting start time and date	Friday, July 31, 2026
Remote e-Voting end time and date	Monday, August 3, 2026
Remote e-Voting website of NSDL	https://www.evoting.nsdl.com/
Name, address and contact details of e-voting service provider	**Contact details:** Ms. Prajakta Pawle - Executive **National Securities Depository Limited** 4th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400013, India Email Id: evoting@nsdl.com Contact number: 022 - 4886700
Name, address and contact details of Registrar and Transfer Agent	**Contact details:** Mr. R. Balasubramaniam - Manager **M/s. GNSA Infotech Private Limited** STA Department, Nelson Chambers, 4th Floor, F-Block, No. 115, Nelson Manickam Road, Aminjikarai, Chennai – 600029, Tamil Nadu. Email ID: bala.r@gnsaindia.com / sta@gnsaindia.com Contact number: 044 – 42962025