



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

November 20, 2023

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| To, The Manager - Listing BSE Limited ("BSE") , Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai - 400 001. | To, The Manager - Listing National Stock Exchange of India Limited ("NSE") , "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai - 400 051. |
| BSE Scrip Code: 517421 | NSE Symbol: BUTTERFLY |
| ISIN: INE295F01017 | ISIN: INE295F01017 |
| Our Reference:94/2023-24 | Our Reference: 94/2023-24 |

Dear Sir/Madam,

Sub: Notice of Postal Ballot - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is further to our letter dated November 9, 2023 intimating about appointment of Directors, the proposed Postal Ballot for seeking the consent of the Members of the Company for the said appointments by way of Ordinary Resolution(s).

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot dated November 18, 2023, issued by the Company.

The Notice is being sent to all the Members, whose names appear in the Register of Members/ list of Beneficial Owners whose email addresses are registered with the Company/ National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") ["Depositories"] as on Cut-off date i.e., **Friday, November 17, 2023**. Members who have not updated their email addresses with the Company are requested to update their email addresses as per the instructions given in the enclosed Notice.

The results of the Postal Ballot will be announced on or before **Tuesday, December 26, 2023**.

The remote e-Voting period will commence from **Wednesday, November 22, 2023 at 9.00 A.M.** (IST) and will end on **Thursday, December 21, 2023 at 5.00 P.M.** (IST).

Postal Ballot Notice will also be available on the Company's website at www.butterflyindia.com, 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 on the website of NSDL at www.evoting.nsdl.com.

Regd.office : 143.Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam - Pin 603 103,
Chengalpattu District, Phone : +91-44-47415500 CIN No : L28931TN1986PLC012728.
E-mail : gmal@butterflyindia.com, Web : www.butterflyindia.com

Corporate office : E-34, 2nd Floor, Egattur Village, Rajiv Gandhi Salai, Navalur - 600130, Chengalpattu District.
Phone : 044-49005100 E-mail : butterflyho@butterflyindia.com,



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

You are requested to take the above information on your record.

Thanking you,

For Butterfly Gandhimathi Appliances Limited

Sriram Rangarajan

Managing Director

DIN: 09550640

Regd.office : 143.Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam - Pin 603 103,
Chengalpattu District, Phone : +91-44-47415500 CIN No : L28931TN1986PLC012728.
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Butterfly Gandhimathi Appliances Limited

CIN: L28931TN1986PLC012728

Registered Office: 143,Pudupakkam Village Kelambakkam, Kancheepuram District,
Tamil Nadu- 603 103, India. **T:** +91 44 4741 5500

Website: www.butterflyindia.com **Email id:** butterfly.investorrelations@butterflyindia.com

NOTICE OF POSTAL BALLOT THROUGH E-VOTING

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013, as amended (“**the Act**”) and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Secretarial Standard 2 (“**SS 2**”) on General Meetings, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023 (the “**MCA Circulars**”) respectively issued by the Ministry of Corporate Affairs (MCA), that the ordinary resolutions set out below are proposed to be passed by way of Postal Ballot only through remote e-Voting process, accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Further, the MCA has, vide the aforementioned General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, permitted the dispatch of Postal Ballot Notices by email to the Members who have registered their email ids with the Company/ RTA/ Depository Participant/ Depository and secure their votes through e-Voting. In respect of those Members who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect has been published in the newspapers.

The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company have appointed Ms. Ashwini Inamdar (FCS 9409) or failing her Ms. Alifya Sapatwala (ACS 24091) of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), as Scrutinizer for conducting the Postal Ballot only through remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with Rules and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the MCA Circulars the Company is pleased to extend e-Voting facility to enable the Members to cast their votes electronically instead of through the Postal Ballot Form(s). The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paragraphs.

The Company has engaged the services of National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-Voting facility to all its Members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes by e-Voting. The remote e-Voting period commences on

Wednesday, November 22, 2023 from 9.00 A.M. (IST) and ends on Thursday, December 21, 2023 at 05:00 P.M. (IST).

The Scrutinizer will submit their Report to the Company after the completion of scrutiny, of e-Voting in a fair and transparent manner, and the results of postal ballot through e-Voting shall be declared by the Chairman / Managing Director or any other person authorised by on or before **Tuesday, December 26, 2023** at the Registered Office of the Company and also by placing the same on the Company's website at www.butterflyindia.com and on the website of NSDL at www.evoting.nsdl.com besides being communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The last date of e-Voting, i.e. **Thursday, December 21, 2023**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

Item No. 1: Appointment of Mr. Kaleeswaran Arunachalam (DIN: 07625839) as a Non-Executive Non-Independent Director 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 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee ("N&RC") and the Board of Directors ("Board"), the consent of the Members of the Company be and is hereby given for the appointment of Mr. Kaleeswaran Arunachalam (DIN:07625839), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 9, 2023, pursuant to the provisions of Section 161 of the Companies Act, 2013, as a Non-Executive, Non-Independent Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Board of Director(s) of the Company (including its Committee thereof) and/or Key Managerial Personnel(s) be and are hereby severally authorized to settle any doubt or question arising with regards to the aforesaid appointment and to do all such act(s), deed(s), matter(s) & thing(s) and take all such steps as be necessary, proper or expedient to give effect to this resolution."

Item No. 2: Appointment of Mr. Nithyanandam Anandkumar (DIN:10381096) as a Non-Executive Non-Independent Director 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 152 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable Rules made thereunder (including any statutory modifications(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination and Remuneration Committee ("N&RC") and the Board of Directors ("Board"), the consent of the Members of the Company be and is hereby given for the appointment of Mr. Nithyanandam Anandkumar (DIN:10381096), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 9, 2023, pursuant to the provisions of Section 161 of the Companies Act, 2013, as a Non-Executive, Non-Independent Director of the Company liable to retire by rotation.



RESOLVED FURTHER THAT Board of Director(s) of the Company (including its Committee thereof) and/or Key Managerial Personnel(s) be and are hereby severally authorized to settle any doubt or question arising with regards to the aforesaid appointment and to do all such act(s), deed(s), matter(s) & thing(s) and take all such steps as be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-
Viral Sarvaiya
Company Secretary & Compliance Officer
Membership No. A33764

Registered Office:
143,Pudupakkam Village Kelambakkam, Kancheepuram District,
Tamil Nadu- 603 103, India

Date: November 18, 2023

Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (“Act”) setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. Kindly note that as per the circular and guidelines issued by the MCA vide MCA Circulars, the Notice of Postal Ballot would be sent in electronic mode only to those Members who have registered their e-mail addresses with the Company or Depository Participant/ Depository/ RTA.
3. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on **Friday, November 17, 2023 (“Cut-off date”)**. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.butterflyindia.com, websites of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com
6. The date of completion of sending the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Business Standard (All India Edition) in English language; and (ii) Makkal Kural (All Edition) in Tamil language, having wide circulation in the district where the Registered Office of the Company is situated.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Cut-off date. Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-Voting. A person who is not a Member as on the Cut-off date should treat this notice for information purposes only.
8. Pursuant to the provisions of Section 108 and Section 110 and all other applicable provisions of the Act read with the Companies (Management and Administration) Rules 2014, as amended and Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide remote e-Voting facility to all its Members, to enable them to cast their votes electronically. For this purpose, the Company has availed the services of NSDL for facilitating e-Voting to enable the Members to cast their votes electronically. Instructions for the process to be followed for remote e-Voting are annexed to this Postal Ballot Notice.
9. A Member cannot exercise his vote by proxy on Postal Ballot.
10. There will be one e-vote for every Folio/ Client ID irrespective of the number of joint holders.
11. A Member need not use all his/ her/ its votes nor does he/ she/ it need to cast all his/ her/ its votes in the same way.
12. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/ JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to evoting@mehta-mehta.com with a copy marked to NSDL on evoting@nsdl.co.in.
13. The e-voting period commences on **Wednesday, November 22, 2023 at 9.00 A.M. (IST)** and ends on **Thursday, December 21, 2023 at 5.00 P.M. (IST)**. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off date, i.e., **Friday, November 17, 2023** may cast their vote electronically. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.
14. The resolution, if approved, shall be deemed to have been passed on the last date of e-Voting, i.e., **Thursday, December 21, 2023**. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, resolutions of the Board of Directors, Memorandum and Articles of Association of the Company are available for inspection by the Members at the Company’s Registered Office between 11.00 A.M. (IST) and 1.00 P.M. (IST) on all working days except Saturday and holidays from the date of dispatch of this Postal Ballot Notice and up to the date of closure of Postal Ballot. Members may also write to butterfly.investorrelations@butterflyindia.com for inspection of the relevant document(s).

15. SEBI through its Circulars dated November 3, 2021 and December 14, 2021 respectively has mandated the Shareholders holding shares in physical form to update/ register their PAN, Nomination, Contact Details i.e. Postal address with PIN Code, Mobile number, Email address, Bank Account details and Specimen Signature by providing form ISR-1, ISR-2, ISR-3 and form SH-13 complete in all respects along with other required documents as prescribed in these forms by any one of the following mode:
- Sending hard copy of the said forms along with required documents to the, GNSA Infotech Private Limited ("RTA") at Nelson Chambers Block F, 4th Floor, 115, Nelson Manickam Road, Aminthakarai, Chennai - 600029; or
 - In Person Verification (IPV) of the said forms and required documents at the office of our RTA, at Nelson Chambers Block F, 4th Floor, 115, Nelson Manickam Road, Aminthakarai, Chennai - 600029; or
 - Through electronic mode, by downloading the said forms and filling the same with e-sign. The required documents should be uploaded at the website of the RTA of the Company at <http://www.gnsaindia.com/share-registry-operations.php>. Procedure for uploading the documents is available at the said link.
16. The Company has appointed Ms. Ashwini Inamdar (FCS 9409) or failing her Ms. Alifya Sapatwala (ACS 24091) of M/s. Mehta & Mehta, Practicing Company Secretaries (ICSI Unique Code: P1996MH007500), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
17. The Scrutinizer shall, immediately after the conclusion of the e-Voting, provide their report to the Chairman/ a person authorised by him. The Scrutinizer's decision on the validity of the e-votes shall be final.
18. The results of the postal ballot through e-Voting will be announced on or before **Tuesday, December 26, 2023**. The results, together with the Scrutinizer's Report, will be displayed at the Registered Office of the Company and on the Company's website at www.butterflyindia.com, on the website of NSDL at www.evoting.nsdl.com besides being communicated to BSE and NSE.

19. **INSTRUCTIONS FOR VOTING:**

- (i) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (ii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email IDs in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular Login method for e-Voting **for individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

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 NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Ids 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 Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none"> 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. 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. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;">  <p>NSDL Mobile App is available on  App Store  Google Play</p> </div> |

| | |
|--|---|
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> 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 use 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. 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 Shareholders (holding securities in demat mode) login through their depository participants | 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. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 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. |

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders 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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders 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 toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders 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: |
|--|--|
| a) 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*****. |
| b) 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***** |
| c) 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 127164 then user ID is 127164001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use 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 shareholders 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.co.in 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, Home page of e-Voting will open.

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

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| <p><u>How to cast your vote electronically on NSDL e-Voting system?</u></p> <ol style="list-style-type: none"> 1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle. 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period. 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. |
| <p><u>General Guidelines for shareholders</u></p> <ol style="list-style-type: none"> 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@mehta-mehta.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution/ Authority Letter" displayed under "e-Voting" tab in their login. 2. 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 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. 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Anubhav Saxena at evoting@nsdl.co.in |

EXPLANATORY STATEMENT SETTING OUT ALL MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

Item No: 1 Appointment of Mr. Kaleeswaran Arunachalam (DIN: 07625839) as a Non- Executive, Non-Independent Director of the Company

Mr. Kaleeswaran Arunachalam (DIN: 07625839) was appointed by the Board of Directors as an Additional Director, effective November 9, 2023, subject to the approval of the Members of the Company. In terms of Section 161 of the Companies Act, 2013 (“Act”), Nomination & Remuneration Committee and the Board

have recommended the appointment of Mr. Kaleeswaran Arunachalam as an Non-Executive, Non-Independent Director of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), Mr. Kaleeswaran shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Profile of Mr. Kaleeswaran Arunachalam

With a career spanning about close to 2 decades, Mr. Kaleeswaran Arunachalam has extensive experience in corporate finance, financial planning & analysis, business partnering, investor relations, fundraising, treasury management, strategic planning, audit, and risk management. Currently, Mr. Kaleeswaran is a Chief Financial Officer of the Crompton Greaves Electricals Limited, Holding Company of the Company.

Prior to joining Crompton, Mr. Kaleeswaran was Global CFO of Eicher Motors Limited, Mr. Kaleeswaran has played an instrumental role in setting up a platform for the next decade journey of Royal Enfield. He did this by establishing a strong business and financial model by focusing on portfolio pricing programs, driving cost leadership and significant penetration in retail finance coupled with a strong digital marketplace. During his stint at Eicher Motors, he also successfully set up the Center of Excellence for internal controls and shared services platform for global accounting & reporting. His previous experiences include critical roles with Future Lifestyle Fashions Limited, Mondelez International in India, and Asia, and in his early career with Aditya Birla Fashions Limited and with TVS Motor Company Limited.

Further, the Company has also received from Mr. Kaleeswaran, the consent to act as a Director in terms of Section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Kaleeswaran Arunachalam has fulfilled the conditions of the Act and the Listing Regulations for his appointment as a Non-Executive Non-Independent Director of the Company.

Additional information in respect of Mr. Kaleeswaran Arunachalam, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice.

Except Mr. Kaleeswaran Arunachalam and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1. The Board of Directors recommends the resolution proposing the appointment of Mr. Kaleeswaran Arunachalam as a Non-Executive Non- Independent Director of the Company, as set out in Item No. 1 for approval of the Members by way of an Ordinary Resolution.

Item No: 1 Appointment of Mr. Nithyanandam Anandkumar (DIN: 10381096) as a Non- Executive, Non-Independent Director of the Company

Mr. Nithyanandam Anandkumar (DIN: 10381096) was appointed by the Board of Directors as an Additional Director, effective November 9, 2023, subject to the approval of the Members of the Company. In terms of Section 161 of the Companies Act, 2013 (“Act”), Nomination & Remuneration Committee and the Board have recommended the appointment of Mr. Nithyanandam Anandkumar as an Non-Executive, Non-Independent Director of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”), Mr. Nithyanandam Anandkumar shall hold office up to the date of next Annual General Meeting or for a period of three months from the date of appointment, whichever is earlier.

Profile of Mr. Nithiyanandam Anandkumar

Mr. Nithiyanandam Anandkumar is a seasoned professional in the Consumer durables industry with rich experience spanning over 3 decades, across varied consumer-facing product categories.

Mr. Anandkumar is a Pragmatic leader with inclusive leadership style. He has an overall proven record of performance in the entire spectrum of General Management, Product Line Head, Market Operations, Sales Capability and Leadership development.

Mr. Anandkumar holds a Bachelor's degree in Mechanical Engineering and MBA in Sales and Marketing. He started his career as a Management Trainee in Crompton (in the erstwhile Crompton Greaves Ltd) in 1991. Anandkumar's Three (3) decade long journey with Crompton has seen him taking roles of increasing responsibilities including leadership roles in Sales & Distribution, Business Head for Domestic & Kitchen Appliances and Global Head for Customer service and delivering strategic objectives for the organization consistently.

He has a passion for coaching and takes pride in creating Leaders. He strongly believes that significant goals can be achieved through persistence, discipline, and a relentless drive for excellence in execution, through an engaged team.

Mr. Anandkumar has led several transformational projects like GTM Excellence Project in diverse markets & product categories and breakthrough innovation as business head. He is currently holding the executive position as Group Sales & Service head for Crompton, while his area of interest is working on key transformative projects which helps create Future Ready Organization.

Further, the Company has also received from Mr. Anandkumar, the consent to act as a Director in terms of Section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Anandkumar has fulfilled the conditions of the Act and the Listing Regulations for his appointment as a Non-Executive Non-Independent Director of the Company.

Additional information in respect of Mr. Nithiyanandam Anandkumar, pursuant to Regulation 36 of the Listing Regulations and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure B to this Notice.

Except Mr. Nithiyanandam Anandkumar and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 2. The Board of Directors recommends the resolution proposing the appointment Mr. Nithiyanandam Anandkumar as a Non-Executive Non- Independent Director of the Company, as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

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

Sd/-
Viral Sarvaiya
Company Secretary & Compliance Officer
Membership No. A33764

Registered Office:

143,Pudupakkam Village Kelambakkam, Kancheepuram District,
Tamil Nadu- 603 103, India

Date: November 18, 2023

Place: Mumbai

ANNEXURE - 1

Details of Director seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

| | |
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| Name of the Director | Mr. Kaleeswaran Arunachalam |
| Director Identification Number ("DIN") | 07625839 |
| Category | Non-Executive, Independent Director |
| Date of Birth | June 27, 1980 |
| Age | 43 Years |
| Nationality | Indian |
| Date of First Appointment on the Board | November 9, 2023 |
| Relationship with Directors and KMPs inter-se | There is no relationship with other Directors and KMPs on the Board. |
| Brief Profile | <p>With a career spanning about close to 2 decades, Mr. Kaleeswaran Arunachalam has extensive experience in corporate finance, financial planning & analysis, business partnering, investor relations, fundraising, treasury management, strategic planning, audit, and risk management. Currently, Mr. Kaleeswaran is a Chief Financial Officer of the Crompton Greaves Electricals Limited, Holding Company of the Company.</p> <p>Prior to joining Crompton, Mr. Kaleeswaran was Global CFO of Eicher Motors Limited, Mr. Kaleeswaran has played an instrumental role in setting up a platform for the next decade journey of Royal Enfield. He did this by establishing a strong business and financial model by focusing on portfolio pricing programs, driving cost leadership and significant penetration in retail finance coupled with a strong digital marketplace. During his stint at Eicher Motors, he also successfully set up the Center of Excellence for internal controls and shared services platform for global accounting & reporting. His previous experiences include critical roles with Future Lifestyle Fashions Limited, Mondelez International in India, and Asia, and in his early career with Aditya Birla Fashions Limited and with TVS Motor Company Limited.</p> |
| Qualification | Chartered Accountant |
| Experience | ~ 20 years |
| Expertise in specific functional area | Wide managerial experience across multiple industries |
| Terms and Conditions of Appointment or re-appointment along with remuneration | <ul style="list-style-type: none"> • To be appointed as a Director • Liable to retire by rotation • Eligible for re-appointment |
| Sitting Fees /Remuneration sought to be paid | Mr. Kaleeswaran Arunachalam will not be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof. |
| Remuneration Last Drawn | NA |
| Membership of Committees of Butterfly | Nil |

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|---|--|
| Gandhimathi Appliances Limited | |
| List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies) | Nil |
| Listed entities from which resigned in the past three years | Nil |
| Membership/ Chairmanship of Committees across other Public Companies | Mr. Kaleeswaran Arunachalam is the Chief Financial Officer of Crompton Greaves Consumer Electricals Limited, Holding Company of the Company. |
| Number of shares held in the Company (directly or as a beneficial owner) | Nil |
| Number of Meetings of the Board attended during the year | 1 |

ANNEXURE - 2

Details of Director seeking Appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

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| Name of the Director | Mr. Nithiyanandam Anandkumar |
| Director Identification Number | 10381096 |
| Category | Non-Executive, Independent Director |
| Date of Birth | April 3, 1967 |
| Age | 56 years |
| Nationality | Indian |
| Date of First Appointment on the Board | November 9, 2023 |
| Relationship with Directors and KMPs | There is no relationship with other Directors and KMPs on the Board. |
| Brief Profile | <p>Mr. Nithiyanandam Anandkumar is a seasoned professional in the Consumer durables industry with rich experience spanning over 3 decades, across varied consumer-facing product categories.</p> <p>Mr. Anandkumar is a Pragmatic leader with inclusive leadership style. He has an overall proven record of performance in the entire spectrum of General Management, Product Line Head, Market Operations, Sales Capability and Leadership development.</p> <p>Mr. Anandkumar holds a Bachelor's degree in Mechanical Engineering and MBA in Sales and Marketing. He started his career as a Management Trainee in Crompton (in the erstwhile Crompton Greaves Ltd) in 1991. Anandkumar's Three (3) decade long journey with Crompton has seen him taking roles of increasing responsibilities including leadership roles in Sales & Distribution, Business Head for Domestic & Kitchen Appliances and Global Head for Customer service and delivering strategic objectives for the organization consistently.</p> <p>He has a passion for coaching and takes pride in creating Leaders. He strongly believes that significant goals can be achieved through persistence, discipline, and a relentless drive for excellence in execution, through an engaged team.</p> <p>Mr. Anandkumar has led several transformational projects like GTM Excellence Project in diverse markets & product categories and breakthrough innovation as business head. He is currently holding the executive position as Group Sales & Service head for Crompton, while his area of interest is working on key transformative projects which helps create Future Ready Organization.</p> |
| Qualification | Mechanical Engineering and MBA in Sales and Marketing |
| Experience | ~ 30 years |
| Expertise in specific functional area | Wide managerial experience across multiple roles |

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| Terms and Conditions of Appointment or re-appointment along with remuneration | <ul style="list-style-type: none"> - To be appointed as a Director - Liable to retire by rotation - Eligible for re-appointment |
| Remuneration sought to be paid | Mr. Nithyanandam Anandkumar will not be entitled to Sitting Fees for attending the Meetings of Board and Committees thereof. |
| Remuneration Last Drawn | Nil |
| Membership of Committees of Butterfly Gandhimathi Appliances Limited | Nil |
| List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies) | Nil |
| Listed entities from which resigned in the past three years | Nil |
| Membership/ Chairmanship of Committees across other Public Companies | 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 | 1 |