



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

February 8, 2019

General Manager – DCS,
Dept. of Corporate Services,
BSE Ltd,
Floor 1, P J Towers,
Dalal Street,
Mumbai – 400 001.
Scrip : 517421

Manager,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Scrip : Butterfly

Dear Sir,

Sub: Declaration of results of Postal Ballot under Regulation 44(3) of the SEBI (LODR) Regulations 2015

Pursuant to the provisions of Section 110 of the Companies Act 2013, read with Companies (Management and Administration) Rules 2014, the Company had conducted process of Postal Ballot for seeking consent of the shareholders for passing special resolution for:

1. Continuance of service of Mr.V.M.Lakshminarayanan, as Managing Director under Section 196(3) of the Companies Act 2013.
2. Increase in remuneration of Mr.V.M.Lakshminarayanan, Chairman & Managing Director.
3. Increase in remuneration of Mr.V.M.Balasubramaniam, Vice Chairman & Managing Director.
4. Increase in remuneration of Mr.V.M.Seshadri, Managing Director:
5. Increase in remuneration of Mr.V.M.Gangadharam, Executive Director.
6. Increase in remuneration of Mr.V.M.Kumaresan, Executive Director – Technical.

Further pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting the results of voting by Postal Ballot including e-voting. We are also enclosing Scrutinizer Report dated 7.2.2019. The said Postal Ballot results will be displayed at the Corporate Office of the Company and on the website of the Company www.butterflyindia.com.

Kindly treat this as in compliance with the said Regulation.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited
K.S. Ramakrishnan
K.S.Ramakrishnan
Company Secretary &
General Manager (Legal)

Regd. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District.
Phone : +91-44-4741 5500 CIN No. : L28931TN1986PLC012728
E-mail : gmal@butterflyindia.com Web : www.butterflyindia.com

Corporate Office : E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 130, Kancheepuram District.
Phone : 044 - 4900 5100, 5154 E-mail : butterflyho@butterflyindia.com



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

NOTICE TO THE MEMBERS

DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Listing Regulations"), consent of the Members of the Company was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 22nd December 2018 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolution together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot forms by the Members of the Company in postal pre-paid self-addressed envelope or through e-voting was Wednesday, 6th February 2019 (5.00 p.m). Mr. Balu Sridhar, Partner, M/s. A K Jain Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted his Report dated 7.2.2019 and basis the Report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting by the Members, it is hereby declared that the resolution as set out in the Postal Ballot Notice dated 22.12.2019 has been duly passed by the Members of the Company with the requisite majority.

The details of the voting results of the resolution passed through Postal Ballot process (including e-voting) is reproduced hereunder:

1	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Results of Postal Ballot	Saturday, 22 nd December 2018 Friday 8 th February 2019
2	Last date of receipt of Postal Ballot forms/e-voting	Wednesday 6 th February 2019 (5.00 p.m)
3	Total number of shareholders as on cut -off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights (i.e. cut off date for Benpos-Beneficiary Position)	18,831 equity shareholders as on Friday 21 st December 2018.
4	No. of shareholders present in the meeting either in person or through proxy	Not Applicable
	Promoters and Promoter Group	
	Public	
5	No. of shareholders attended the meeting through video conferencing	Not Applicable
	Promoters and Promoter Group	
	Public	

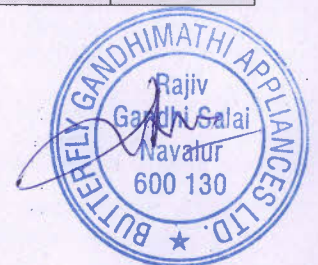
Regd. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Kancheepuram District, Tamil Nadu
Phone : +91-44-4741 5500 CIN No. : L28931TN1986PLC012728
E-mail : gmail@butterflyindia.com Web : www.butterflyindia.com

Corporate Office : E-34, II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 130, Kancheepuram District, Tamil Nadu
Phone : 044 - 4900 5100, 5154 E-mail : butterflyho@butterflyindia.com



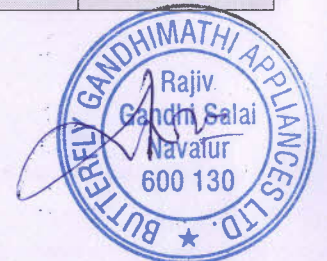
Resolution Required: (Special)			1. To approve the continuance of service of Mr. V.M. Lakshminarayanan, as Managing Director.					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	e-Voting	11615296	11615296	100.000	11615296	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Institutions	e-Voting	499500	499500	100.000	499500	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Non Institution	e-Voting	6751	6751	100.000	4579	2172	67.827	32.173
	Poll	-	-	-	-	-	-	-
	Postal Ballot	14906	14825	99.457	13048	1777	88.013	11.987
Total		12136453	12136372	99.999	12132423	3949	99.967	0.033

Resolution Required: (Special)			2. To approve increase in remuneration of Mr. V.M. Lakshminarayanan, Chairman & Managing Director.					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	e-Voting	11615296	11615296	100.000	11615296	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Institutions	e-Voting	499500	499500	100.000	499500	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Non Institution	e-Voting	6751	6751	100.000	4413	2338	65.368	34.632
	Poll	-	-	-	-	-	-	-
	Postal Ballot	15151	15070	99.465	12493	2577	82.900	17.100
Total		12136698	12136617	99.999	12131702	4915	99.960	0.040



Resolution Required: (Special)		3. To approve increase in remuneration of Mr. V.M. Balasubramaniam, Vice Chairman & Managing Director.						
Whether promoter / promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	e-Voting	11615296	11615296	100.000	11615296	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Institutions	e-Voting	499500	499500	100.000	499500	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Non Institution	e-Voting	6751	6751	100.000	5163	1588	76.478	23.522
	Poll	-	-	-	-	-	-	-
	Postal Ballot	15356	15275	99.473	12396	2879	81.152	18.848
Total		12136903	12136822	99.999	12132355	4467	99.963	0.037

Resolution Required : (Special)		4. To approve increase in remuneration of Mr. V.M. Seshadri, Managing Director.						
Whether promoter / promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=([2]/[1])*100$	[4]	[5]	$[6]=([4]/[2])*100$	$[7]=([5]/[2])*100$
Promoter and Promoter Group	e-Voting	11615296	11615296	100.000	11615296	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Institutions	e-Voting	499500	499500	100.000	499500	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Non Institution	e-Voting	6616	6616	100.000	5024	1592	75.937	24.063
	Poll	-	-	-	-	-	-	-
	Postal Ballot	15156	15075	99.466	12296	2779	81.566	18.434
Total		12136568	12136487	99.999	12132116	4371	99.964	0.036



Resolution Required : (Special)			5. To approve increase in remuneration of Mr. V.M. Gangadharam, Executive Director.					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	e-Voting	11615296	11615296	100.000	11615296	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Institutions	e-Voting	499500	499500	100.000	499500	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Non Institution	e-Voting	6751	6751	100.000	5554	1197	82.269	17.731
	Poll	-	-	-	-	-	-	-
	Postal Ballot	15054	14973	99.462	12011	2962	80.218	19.782
Total		12136601	12136520	99.999	12132361	4159	99.966	0.034

Resolution Required: (Special)			6. To approve increase in remuneration of Mr. V.M. Kumaresan, Executive Director - Technical.					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No of Votes - in favour	No of votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	e-Voting	11615296	11615296	100.000	11615296	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Institutions	e-Voting	499500	499500	100.000	499500	0	100.000	0.000
	Poll	-	-	-	-	-	-	-
	Postal Ballot	0	0	0.000	0	0	0.000	0.000
Public Non Institution	e-Voting	6751	6751	100.000	5558	1193	82.329	17.671
	Poll	-	-	-	-	-	-	-
	Postal Ballot	15096	15015	99.463	12538	2477	83.503	16.497
Total		12136643	12136562	99.999	12132892	3670	99.970	0.030

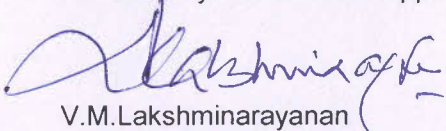


In view of the above, the resolution contained in the Postal Ballot Notice dated 22.12.2018 has been duly passed with requisite majority on 6th February 2019, i.e, the last date of e-voting and receipt of Postal Ballot Forms.

The report of the Scrutinizer is enclosed herewith.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited


V.M.Lakshminarayanan
Chairman & Managing Director



Date: 08.02.2019
Place : Navalur

Encl:as above.



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

SCRUTINIZER REPORT

To
The Chairman
M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
E-34, Rajiv Gandhi Salai,
Egattur Village,
Navalur – 600130
Kancheepuram District

Dear Sir,

Sub: Scrutinizer's Report on e-voting and Postal Ballot process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules 2014.

1. The Board of Directors of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED** at its meeting held on 22.12.2018, had appointed me as a Scrutinizer for scrutinizing the postal ballot including e-voting process in a fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and as amended from time to time for resolution set out in the Postal Ballot Notice dated 22nd December, 2018.

2. I hereby submit my report as under:

(i) The company had completed on 8.1.2019 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 21.12.2018.

(ii) The Company published advertisements relating to dispatch of postal ballot forms / e-mails in Business Standard (English) and Makkal Kural (Tamil) newspapers on 10.01.2019.

(iii) The members of the Company as on the "cut-off" date i.e. 21.12.2018 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).

(iv) The Postal Ballot voting (including e-voting) commenced on Tuesday, January 8, 2019 (9.00 am) and ended on Wednesday, February 6, 2019 (5.00 p.m).

B. Srinivas



(v) The votes cast through e-voting were unblocked on Wednesday 6th February 2019 at 5.20 p.m. in the presences of two witnesses, Mr.A.Mohanachandran and Ms.Swati Agarwal who are not in the employment of Company.

(vi) The Postal Ballot forms received from the members, which were kept in the locked ballot box, was unlocked on 6th February 2019 at 5.30 p.m. in the presence of two witnesses as referred in (vi) above.

(vii) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose. The Postal Ballot Forms received were diligently scrutinized and reconciled with the records of the Company.

(viii) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 21.12.2018.

(ix) All postal ballot forms received up to the close of working hours on 06.02.2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(x) Envelopes containing postal ballot forms received after closing hours on 06.02.2019 were not considered for my scrutiny. Such envelopes aggregate to Nil.

(xi) Envelopes containing postal ballot forms returned undelivered aggregated to 3989 numbers.

(xii) I did not find any defaced or mutilated ballot paper.

3. The summary of votes cast through e-voting & postal ballot forms is given below:

Resolution 1: (Special)		To approve the continuance of service of Mr. V.M. Lakshminarayanan, as Managing Director.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	90	1,21,21,547	140	14,906	230	1,21,36,453
2.	Less: Invalid votes*	0	0	2	81	2	81
3.	Net valid votes	90	1,21,21,547	138	14,825	228	1,21,36,372
4.	Total votes favoring the resolution.	72	1,21,19,375	122	13,048	194	1,21,32,423
5.	Total votes against the resolution.	18	2,172	16	1,777	34	3,949

9 shareholders holding 2031 shares as on the cut-off date had abstained from voting in Resolution No.1

% of votes in favor of the resolution : 99.967

% of votes against the resolution : 0.033



Resolution 2: (Special)		To approve increase in remuneration of Mr. V.M. Lakshminarayanan, Chairman & Managing Director.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	90	1,21,21,547	140	15151	230	1,21,36,698
2.	Less: Invalid votes *	0	0	2	81	2	81
3.	Net valid votes	90	1,21,21,547	138	15,070	228	1,21,36,617
4.	Total votes favoring the resolution.	72	1,21,19,209	122	12,493	194	1,21,31,702
5.	Total votes against the resolution.	18	2,338	16	2,577	34	4,915

* 9 shareholders holding 1836 shares as on the cut-off date had abstained from voting in Resolution No.2

% of votes in favor of the resolution : 99.960
% of votes against the resolution : 0.040

Resolution 3: (Special)		To approve increase in remuneration of Mr. V.M. Balasubramaniam, Vice Chairman & Managing Director.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	90	1,21,21,547	142	15,356	232	1,21,36,903
2.	Less: Invalid votes*	0	0	2	81	2	81
3.	Net valid votes	90	1,21,21,547	140	15,275	230	1,21,36,822
4.	Total votes favoring the resolution.	74	1,21,19,959	120	12,396	194	1,21,32,355
5.	Total votes against the resolution.	16	1,588	20	2,879	36	4,467

* 7 shareholders holding 1631 shares as on the cut-off date had abstained from voting in Resolution No.3

% of votes in favor of the resolution : 99.963
% of votes against the resolution : 0.037



Resolution 4: (Special)		To approve increase in remuneration of Mr. V.M. Seshadri, Managing Director.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	89	1,21,21,412	141	15,156	230	1,21,36,568
2.	Less: Invalid votes*	0	0	2	81	2	81
3.	Net valid votes	89	1,21,21,412	139	15,075	228	1,21,36,487
4.	Total votes favoring the resolution.	72	1,21,19,820	120	12,296	192	1,21,32,116
5.	Total votes against the resolution.	17	1,592	19	2,779	36	4,371

A shareholder holding 135 shares as on the cutoff date did not vote for the Resolution No.4 in the E-voting.

* 8 shareholders holding 1831 shares as on the cut-off date had abstained from voting in Resolution No.4

% of votes in favor of the resolution : 99.964
 % of votes against the resolution : 0.036

Resolution 5: (Special)		To approve increase in remuneration of Mr. V.M. Gangadharam, Executive Director.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	90	1,21,21,547	139	15,054	229	1,21,36,601
2.	Less: Invalid votes*	0	0	2	81	2	81
3.	Net valid votes	90	1,21,21,547	137	14,973	227	1,21,36,520
4.	Total votes favoring the resolution.	74	1,21,20,350	117	12,011	191	1,21,32,361
5.	Total votes against the resolution.	16	1,197	20	2,962	36	4,159

* 10 shareholders holding 1933 shares as on the cut-off date had abstained from voting in Resolution No.5

% of votes in favor of the resolution : 99.966
 % of votes against the resolution : 0.034



Resolution 6: (Special)		To approve increase in remuneration of Mr. V.M. Kumaresan, Executive Director - Technical.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	90	1,21,21,547	140	15,096	230	1,21,36,643
2.	Less: Invalid votes*	0	0	2	81	2	81
3.	Net valid votes	90	1,21,21,547	138	15,015	228	1,21,36,562
4.	Total votes favoring the resolution.	75	1,21,20,354	123	12538	198	1,21,32,892
5.	Total votes against the resolution.	15	1,193	15	2,477	30	3,670

* 9 shareholders holding 1841 shares as on the cut-off date had abstained from voting in Resolution No.6

% of votes in favor of the resolution : 99.970

% of votes against the resolution : 0.030

*** Reasons for invalid votes**

A shareholder holding 76 physical shares as on the cutoff date have voted FOR and AGAINST in the postal ballot form for Item No.1 to 6 and hence treated as invalid.

Vote of 1 shareholder holding 5 shares as on the cutoff date has been considered as invalid due to signature mismatch

4. a. We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically in respect of votes cast through e-voting and poll by the shareholders of the Company, which will be handed over to the Company Secretary of the Company along with this report.

b. A shareholder holding 2 shares as on the Cut-off date i.e. 21.12.2018 had casted vote for 5 shares in the postal ballot form. The no. of votes for the purpose of this report had been restricted to 2 shares

5. You may accordingly declare the result of the voting by Postal ballot.

Thanking you,

Place: Chennai
Date: 07.02.2019

For A. K. JAIN & ASSOCIATES
Company Secretaries



Balu Srithar

BALU SRIDHAR
Partner
M.No.F5869
C.P.No.3550