



# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

March 30, 2024

To, The Manager - Listing <b>BSE Limited ("BSE"),</b> Corporate Relationship Department, 2nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai - 400 001. <b>BSE Scrip Code: 517421</b>	To, The Manager - Listing <b>National Stock Exchange of India Limited ("NSE"),</b> "Exchange Plaza", 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex Bandra (East), Mumbai - 400 051. <b>NSE Symbol: BUTTERFLY</b>
<b>ISIN: INE295F01017</b>	<b>ISIN: INE295F01017</b>
<b>Our Reference: 126/2023-24</b>	<b>Our Reference: 126/2023-24</b>

Dear Sir/Madam,

**Sub: Result of Postal Ballot and submission of Voting Results under Regulation 44(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015")**

This is further to our letter dated February 29, 2024, forwarding a copy of our postal ballot notice.

The Postal Ballot was conducted by the Company pursuant to Section 110 of the Companies Act, 2013, as amended, for obtaining approval of Members on the resolution, as stated in the said notice.

We wish to inform you that Ms. Shikha Purohit (FCS 9180) of M/s. . Shikha Purohit & Co., Practicing Company Secretaries, Scrutinizer appointed for conducting the postal ballot process, has submitted her report to the Managing Director of the Company and the result of the postal ballot has been announced by the Company Secretary & Compliance Officer today, i.e March 30, 2024. The Scrutinizer's report is placed on the Company's website at [www.butterflyindia.com](http://www.butterflyindia.com)

As per the Scrutinizer's report, the resolution has been passed by the members with the requisite majority.

We enclose a copy of the Scrutinizer's report and a statement containing details of voting results in the prescribed format pursuant to Regulation 44(3) of the SEBI Listing Regulations, 2015.

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

Thanking you,  
**For Butterfly Gandhimathi Appliances Limited**

**Viral Sarvaiya**  
**Company Secretary & Compliance Officer**  
**ACS: 33764**

**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](mailto:gmal@butterflyindia.com), Web : [www.butterflyindia.com](http://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](mailto:butterflyho@butterflyindia.com),



	<b>Butterfly Gandhimathi Appliances Limited</b>
Date of the AGM/EGM/Postal Ballot	Postal Ballot Notice dated February 5, 2024 <b>Voting period:</b> Start Date Friday, March 1, 2024 (9.00 A.M. IST) till End Date: Saturday, March 30, 2024 (5.00 P.M. IST)
Total number of shareholders on record date	16,377
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group:	
Public:	

Resolution No.	1							
Resolution required: (Ordinary/ Special)	Special - Re-appointment of Mr. Rangarajan Sriram (DIN: 09550640) as the Managing Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,34,09,663	1,34,09,663	100.00	1,34,09,663	0	100.00	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,34,09,663</b>	<b>1,34,09,663</b>	<b>100.00</b>	<b>1,34,09,663</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	11,56,480	11,34,807	98.13	11,34,807	0	100.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>11,56,480</b>	<b>11,34,807</b>	<b>98.13</b>	<b>11,34,807</b>	<b>0</b>	<b>100.000</b>	<b>0</b>
Public - Non-Institutions	E-Voting	33,13,408	6,895	0.21	6,533	362	94.75	5.25
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>33,13,408</b>	<b>6,895</b>	<b>0.21</b>	<b>6,533</b>	<b>362</b>	<b>94.75</b>	<b>5.25</b>
	<b>Total</b>	<b>1,78,79,551</b>	<b>1,45,51,365</b>	<b>81.39</b>	<b>1,45,51,003</b>	<b>362</b>	<b>99.99</b>	<b>0.0025</b>



Resolution No.	2							
Resolution required: (Ordinary/ Special)	Special - Alteration of Object Clause of the Memorandum of Association.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,34,09,663	1,34,09,663	100.00	1,34,09,663	0	100.00	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,34,09,663</b>	<b>1,34,09,663</b>	<b>100.00</b>	<b>1,34,09,663</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	11,56,480	11,34,807	98.13	11,34,807	0	100.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>11,56,480</b>	<b>11,34,807</b>	<b>98.13</b>	<b>11,34,807</b>	<b>0</b>	<b>100.000</b>	<b>0</b>
Public - Non-Institutions	E-Voting	33,13,408	6,890	0.21	6,371	519	92.40	7.53
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>33,13,408</b>	<b>6,890</b>	<b>0.21</b>	<b>6,371</b>	<b>519</b>	<b>92.40</b>	<b>7.53</b>
	<b>Total</b>	<b>1,78,79,551</b>	<b>1,45,51,360</b>	<b>81.39</b>	<b>1,45,50,841</b>	<b>519</b>	<b>99.99</b>	<b>0.0036</b>



Resolution No.	3							
Resolution required: (Ordinary/ Special)	Special - Amendment to Clause III (B) of the Memorandum of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1,34,09,663	1,34,09,663	100.00	1,34,09,663	0	100.00	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>1,34,09,663</b>	<b>1,34,09,663</b>	<b>100.00</b>	<b>1,34,09,663</b>	<b>0</b>	<b>100.00</b>	<b>0.0000</b>
Public - Institutions	E-Voting	11,56,480	11,34,807	98.13	1134807	0	100.00	0.00
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>11,56,480</b>	<b>11,34,807</b>	<b>98.13</b>	<b>11,34,807</b>	<b>0</b>	<b>100.000</b>	<b>0</b>
Public - Non-Institutions	E-Voting	33,13,408	6,868	0.21	6,348	520	92.43	7.57
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>	<b>33,13,408</b>	<b>6,868</b>	<b>0.21</b>	<b>6,348</b>	<b>520</b>	<b>92.43</b>	<b>7.57</b>
	<b>Total</b>	<b>1,78,79,551</b>	<b>1,45,51,338</b>	<b>81.39</b>	<b>1,45,50,818</b>	<b>520</b>	<b>99.99</b>	<b>0.0036</b>

**Scrutinizer's Report**

*[Pursuant to Section 108 & 110 of the Companies Act, 2013 and  
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
Butterfly Gandhimathi Appliances Limited  
143, Pudupakkam Village Kelambakkam,  
Kancheepuram Dist, Tamil Nadu- 603103.

**Sub: Scrutinizer's Report on voting through E-voting for Postal Ballot.**

Dear Sir,

I, **Shikha Purohit**, Proprietor of M/s. Shikha Purohit & Co., Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of **Butterfly Gandhimathi Appliances Limited ("the Company")** at their meeting held on February 05, 2024. for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021 and the General Circular No. 20/2021 dated December 8, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 29, 2023 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ('SS-2') issued by the Institute of Company Secretaries of India on the resolution as mentioned in the Notice of Postal Ballot dated Monday, February 05, 2024, in a fair and transparent manner and do hereby submit the report as under:

1. The Notice of Postal Ballot ("Notice") was sent to the members of the Company vide e-mail on Thursday, February 29, 2024.
2. The remote e-voting period commenced on Friday, March 1, 2024 (09:00 A.M. IST) and ended on Saturday, March 30, 2024 (05:00 P.M. IST).
3. The remote e-voting facility was provided by National Securities Depository Limited ("NSDL").
4. The Notice of Postal Ballot was sent in electronic form only to all the shareholders whose names appear in the Register of Members/ List of Beneficial Owners as received from Company/National Securities



Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (‘CDSL’) and whose e-mail addresses are registered with the Company/Depository.

5. The hard copies of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members took place through the remote e-voting system only.
6. The Members of the Company holding shares as on the “cut off” date i.e., Friday, February 23, 2024, were entitled to vote on the proposed resolutions.
7. The register, in accordance with Rule 20(4)(xiv) and Rule 22(10) of the Companies (Management & Administration) Rules, 2015, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them. There were no shares with differential voting rights in the Company, hence there is no requirement of maintaining of the list of shares with differential voting rights.
8. The result of the scrutiny of the above postal ballot through remote e-voting in respect of passing of resolution contained in the Notice dated Monday, February 05, 2024 is as under:

**A. Special Resolution – Re-appointment of Mr. Rangarajan Sriram (DIN: 09550640) as the Managing Director of the Company.**

Votes in **favour** of the resolution:

<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
128	14551003	99.9975

Votes **against** the resolution:

<b>Number of members who voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
9	362	0.0025

**Invalid/Abstained** votes:

<b>Total number of members whose votes were declared invalid/abstained</b>	<b>Total number of votes cast by them</b>
0	0

The above resolution has been passed since the votes casted in favour of the resolution are more than three times the votes against the resolution.



**B. Special Resolution – Alteration of Object Clause of the Memorandum of Association.**

Votes in **favour** of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
128	14550841	99.9964

Votes **against** the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
8	519	0.0036

Invalid/Abstained votes:

Total number of members whose votes were declared invalid/abstained	Total number of votes cast by them
0	0

The above resolution has been passed since the votes casted in favour of the resolution are more than three times the votes against the resolution.

**C. Special Resolution – Amendment to Clause III (B) of the Memorandum of Association of the Company.**

Votes in **favour** of the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
126	14550818	99.9964

Votes **against** the resolution:

Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
9	520	0.0036

Invalid/Abstained votes:

Total number of members whose votes were declared invalid/abstained	Total number of votes cast by them
0	0



The above resolution has been passed since the votes casted in favour of the resolution are more than three times the votes against the resolution.

Thanking You,

**For Shikha Purohit & Company**  
**Company Secretaries**

SHIKHA  
MANISH  
PUROHIT  
Digitally signed  
by SHIKHA  
MANISH  
PUROHIT  
Date: 2024.03.30  
19:31:08 +05'30'



**Shikha Purohit**

**Proprietor**

**Scrutinizer**

**FCS No: 9180**

**CP No: 10237**

**UDIN: F009180E003655317**

Place: Mumbai

Date: March 30, 2024

Countersigned by

**RANGARAJ**

**AN SRIRAM**

Digitally signed by  
RANGARAJAN SRIRAM  
Date: 2024.03.30  
22:29:31 +05'30'

**Rangarajan Sriram**

**Managing Director**

**Butterfly Gandhimathi Appliances Limited**

Place: Mumbai

Date: March 30, 2024