



# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

June 25, 2022

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/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 May 24, 2022, 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 resolutions, as stated in the said notice.

We wish to inform you that Mr. Balu Sridhar (FCS5869), Partner, M/s. A K Jain & Associates, Practicing Company Secretaries, Scrutinizer appointed for conducting the postal ballot process, has submitted his report to the Company Secretary of the Company and the result of the postal ballot has been announced by the Company Secretary today, i.e. June 25, 2022. 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

Priya Varshinee V M

Company Secretary & Compliance Office



**Regd.office:** 143,Pudupakkam Village,Vandalur - Kelambakkam Road, Kelambakkam - Pin 603 103,  
Chengalpattu District, Phone: +91-44-47415500 CIN No: I28931TN1986PLC012728,  
E- mail: gmal@butterflyindia.com web : www.butterflyindia.com

**Corporate office:** E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 603 130. Chengalpattu District.  
Phone: 044 - 49005100/5120, E- mail: butterflyho@butterflyindia.com



## BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

To

25<sup>th</sup> June 2022

The Members,

Butterfly Gandhimathi Appliances Limited.

### Sub: 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 wer sought by way of Special Resolutions/Ordinary Resolutions as set out in the Postal Ballot Notice dated 11<sup>th</sup> May 2022 by means voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolutions together with the explanatory statements annexed to the Notice was sent to all the Members of the Company and the last date for the member to cast their vote through e-voting was Thursday, 23<sup>rd</sup> June 2022 (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 25<sup>th</sup> June 2022 and basis the Report of the Scrutinizer on the voting done through e-voting by the Members, it is hereby declared that the resolutions as set out in the Postal Ballot Notice dated 11<sup>th</sup> May 2022 have been duly passed by the Members of the Company.

The details of the voting results of the resolution passed through Postal Ballot process is annexed as Annexure A. The report of the Scrutinizer is also enclosed herewith.

Thanking you,

Yours faithfully,

For Butterfly Gandhimathi Appliances Limited

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Priya Varshinee V M

Company Secretary & Compliance Officer

Regd.office: 143,Pudupakkam Village,Vandalur - Kelambakkam Road, Kelambakkam - Pin 603 103,  
Chengalpattu District, Phone: +91-44-47415500 CIN No: I28931TN1986PLC012728,  
E- mail: gmal@butterflyindia.com web : www.butterflyindia.com

Corporate office: E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 603 130. Chengalpattu District.  
Phone: 044 - 49005100/5120, E- mail: butterflyho@butterflyindia.com



# BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

## ANNEXURE A

### GENERAL INFORMATION

1	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Results of Postal Ballot	Wednesday, 11 <sup>th</sup> May 2022 Saturday, 25 <sup>th</sup> June 2022
2	Last date of receipt of Postal Ballot forms/e-voting	Thursday, 23 <sup>rd</sup> June 2022 (5.00 P.M)
3	Total number of shareholders as on cut -off date	20,230 Equity shareholders as on Friday 08 <sup>th</sup> June 2022.
4	No. of shareholders present in the meeting either in person or through proxy Promoters and Promoter Group Public	Not Applicable
5	No. of shareholders attended the meeting through video conferencing Promoters and Promoter Group Public	Not Applicable
6.	No of Resolutions Passed	7 (Seven)
7.	Name of Scrutinizer	Mr. Balu Sridhar
8.	Firms Name	M/s. A K Jain & Associates
9.	Qualification	Company Secretary
10.	Membership No	F5869
11	Date of Board Meeting in which Scrutinizer was appointed	11 <sup>th</sup> May 2022
12.	Date of Issue of report	25 <sup>th</sup> June 2022

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**Regd.office:** 143,Pudupakkam Village,Vandalur - Kelambakkam Road, Kelambakkam - Pin 603 103,  
Chengalpattu District, Phone: +91-44-47415500 CIN No: I28931TN1986PLC012728,  
E- mail: gmal@butterflyindia.com web : www.butterflyindia.com

**Corporate office:** E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 603 130. Chengalpattu District.  
Phone: 044 - 49005100/5120, E- mail: butterflyho@butterflyindia.com

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. P. M Murty (DIN: 00011179) as as Independent Director				
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	11224789	9833754	87.6075	9833754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11224789</b>	<b>9833754</b>	<b>87.6075</b>	<b>9833754</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2087442	1799610	86.2113	1799610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2087442</b>	<b>1799610</b>	<b>86.2113</b>	<b>1799610</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	4567320	10734	0.2350	10673	61	99.4317	0.5683
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4567320</b>	<b>10734</b>	<b>0.2350</b>	<b>10673</b>	<b>61</b>	<b>99.4317</b>
<b>Total</b>		<b>17879551</b>	<b>11644098</b>	<b>65.1252</b>	<b>11644037</b>	<b>61</b>	<b>99.9995</b>	<b>0.0005</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	105721
Public - Non Insitutions	901618

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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. P. R Ramesh (DIN: 01915274) as as Independent Director				
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	11224789	9833754	87.6075	9833754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11224789</b>	<b>9833754</b>	<b>87.6075</b>	<b>9833754</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2087442	1799610	86.2113	1794054	5556	99.6913	0.3087
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2087442</b>	<b>1799610</b>	<b>86.2113</b>	<b>1794054</b>	<b>5556</b>	<b>99.6913</b>
Public- Non Institutions	E-Voting	4567320	10734	0.2350	10673	61	99.4317	0.5683
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4567320</b>	<b>10734</b>	<b>0.2350</b>	<b>10673</b>	<b>61</b>	<b>99.4317</b>
<b>Total</b>		<b>17879551</b>	<b>11644098</b>	<b>65.1252</b>	<b>11638481</b>	<b>5617</b>	<b>99.9518</b>	<b>0.0482</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	105721
Public - Non Insitutions	901618

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Resolution (3)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Smita Anand (DIN: 00059228) as an Independent Director.				
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	11224789	9833754	87.6075	9833754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11224789</b>	<b>9833754</b>	<b>87.6075</b>	<b>9833754</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2087442	1799610	86.2113	1796934	2676	99.8513	0.1487
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2087442</b>	<b>1799610</b>	<b>86.2113</b>	<b>1796934</b>	<b>2676</b>	<b>99.8513</b>
Public- Non Institutions	E-Voting	4567320	10734	0.2350	10673	61	99.4317	0.5683
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4567320</b>	<b>10734</b>	<b>0.2350</b>	<b>10673</b>	<b>61</b>	<b>99.4317</b>
<b>Total</b>		<b>17879551</b>	<b>11644098</b>	<b>65.1252</b>	<b>11641361</b>	<b>2737</b>	<b>99.9765</b>	<b>0.0235</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	105721
Public - Non Insitutions	901618

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Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rangarajan Sriram (DIN: 09550640) as Director of the Company)				
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	11224789	9833754	87.6075	9833754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11224789</b>	<b>9833754</b>	<b>87.6075</b>	<b>9833754</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2087442	1799610	86.2113	1799610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2087442</b>	<b>1799610</b>	<b>86.2113</b>	<b>1799610</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	4567320	10734	0.2350	10669	65	99.3944	0.6056
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4567320</b>	<b>10734</b>	<b>0.2350</b>	<b>10669</b>	<b>65</b>	<b>99.3944</b>
<b>Total</b>		<b>17879551</b>	<b>11644098</b>	<b>65.1252</b>	<b>11644033</b>	<b>65</b>	<b>99.9994</b>	<b>0.0006</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	105721
Public - Non Insitutions	901618

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Rangarajan Sriram (DIN: 09550640) as the Managing Director of the Company				
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	11224789	9833754	87.6075	9833754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11224789</b>	<b>9833754</b>	<b>87.6075</b>	<b>9833754</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2087442	1799610	86.2113	1799610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2087442</b>	<b>1799610</b>	<b>86.2113</b>	<b>1799610</b>	<b>0</b>	<b>100.0000</b>
Public- Non Institutions	E-Voting	4567320	10734	0.2350	10619	115	98.9286	1.0714
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4567320</b>	<b>10734</b>	<b>0.2350</b>	<b>10619</b>	<b>115</b>	<b>98.9286</b>
<b>Total</b>		<b>17879551</b>	<b>11644098</b>	<b>65.1252</b>	<b>11643983</b>	<b>115</b>	<b>99.9990</b>	<b>0.0010</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	105721
Public - Non Insitutions	901618

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Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Shantanu Khosla (DIN: 00059877) as Director				
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	11224789	9833754	87.6075	9833754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11224789</b>	<b>9833754</b>	<b>87.6075</b>	<b>9833754</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2087442	1799610	86.2113	1620498	179112	90.0472	9.9528
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2087442</b>	<b>1799610</b>	<b>86.2113</b>	<b>1620498</b>	<b>179112</b>	<b>90.0472</b>
Public- Non Institutions	E-Voting	4567320	10739	0.2351	10578	161	98.5008	1.4992
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4567320</b>	<b>10739</b>	<b>0.2351</b>	<b>10578</b>	<b>161</b>	<b>98.5008</b>
<b>Total</b>		<b>17879551</b>	<b>11644103</b>	<b>65.1253</b>	<b>11464830</b>	<b>179273</b>	<b>98.4604</b>	<b>1.5396</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	105721
Public - Non Insitutions	901618

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Resolution (7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Mathew Job (DIN: 02922413) as Director				
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	11224789	9833754	87.6075	9833754	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>11224789</b>	<b>9833754</b>	<b>87.6075</b>	<b>9833754</b>	<b>0</b>	<b>100.0000</b>
Public- Institutions	E-Voting	2087442	1799610	86.2113	1659365	140245	92.2069	7.7931
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>2087442</b>	<b>1799610</b>	<b>86.2113</b>	<b>1659365</b>	<b>140245</b>	<b>92.2069</b>
Public- Non Institutions	E-Voting	4567320	10734	0.2350	10573	161	98.5001	1.4999
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		<b>4567320</b>	<b>10734</b>	<b>0.2350</b>	<b>10573</b>	<b>161</b>	<b>98.5001</b>
<b>Total</b>		<b>17879551</b>	<b>11644098</b>	<b>65.1252</b>	<b>11503692</b>	<b>140406</b>	<b>98.7942</b>	<b>1.2058</b>
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	105721
Public - Non Insitutions	901618

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**SCRUTINIZER REPORT**

To,

The Chairman

**M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED**

143, Pudupakkam Village, Kelambakkam,

Kancheepuram Dist – 603 103

Dear Sir,

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

1. We, M/s. A. K Jain & Associates (firm), Company Secretaries in Practice, were appointed as the Scrutinizer by the Board of Directors of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED** at the meeting of the Board of Directors held on May 11, 2022 to scrutinize the Postal Ballot process conducted through remote e-voting in respect of the resolutions as set out in the Notice dated May 11, 2022.
2. Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company has confirmed that the Notice and the explanatory statement thereof along with the process of e-Voting were sent to the Shareholders whose e-mail addresses are registered with the Company/ Registrar and Transfer Agents or Depository / Depository Participants for the purpose of communication, in compliance with Ministry of Corporate Affairs (MCA) Circular Nos.14/2020 dated 8<sup>th</sup>April, 2020, 17/2020 dated 13<sup>th</sup>April, 2020, 22/2020 dated 15<sup>th</sup>June, 2020, 33/2020 dated 28<sup>th</sup>September, 2020, 39/2020 dated 31<sup>st</sup>December, 2020, 10/2021 dated 23<sup>rd</sup>June, 2021 and 20/2021 dated 8<sup>th</sup> December, 2021, applicable provisions of SEBI (Listing Obligations and



Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and the Secretarial Standards-2 (SS-2) on General Meetings issued by the Institute of Company Secretaries of India.

3. We hereby submit the report as under:

- 3.1 The Company had completed the dispatch of Postal Ballot Notice along with explanatory statement on Tuesday, the 24<sup>th</sup> May, 2022, to the Members who have registered their e-mail addresses with the Company/ Registrar and Transfer Agents or Depository/Depository Participants whose name(s) appeared on the Register of Members/ List of Beneficiaries as on Friday, the 20<sup>th</sup> May, 2022 ("cut-off-date").
- 3.2 In compliance with MCA Circulars, physical Postal Ballot forms were not dispatched by the Company. Accordingly, the receipt of Postal Ballot forms does not arise. Members were required to communicate their assent or dissent only through remote e-Voting system in terms of the said MCA Circulars.
- 3.3 The Company had published advertisement relating to the dispatch of Postal Ballot Notice in Business Standard (English) on Thursday the 26<sup>th</sup> May, 2022 and in Makkal Kural (Tamil) on Wednesday the 25<sup>th</sup> May, 2022.
- 3.4 The Notice of the Postal Ballot was made available on the website of the Company <https://www.butterflyindia.com/> on the Stock Exchange.
- 3.5 The Members of the Company as on the "cut-off" date (i.e.) Friday, the 20<sup>th</sup> May, 2022, were entitled to vote on the resolution mentioned in the Postal Ballot Notice through remote e-Voting platform provided by National Securities Depository Limited (NSDL).
- 3.6 The e-Voting period commenced on Wednesday, the 25<sup>th</sup> May, 2022 at 9.00 A.M. (IST) and ended on Thursday, the 23<sup>rd</sup> June, 2022 at 5.00 P.M. (IST)
- 3.7 The votes cast through remote e-Voting were unblocked on Thursday, the 23<sup>rd</sup> June, 2022 at 7.00 P.M. in the presence of (i) Mr. Rathish and (ii) Mr. Karthik H P who are not in the employment of the Company.
- 3.8 The votes cast through e-Voting were scrutinized and the shareholdings were reconciled with the Register of Members of the Company / List of Beneficiaries as on Friday, the 20<sup>th</sup> May, 2022.



4. The summary of votes cast through e-Voting is given below:

Resolution 1: (Special)		Appointment of Mr. P. M Murty (DIN: 00011179) as an Independent Director			
		E-voting		Total	
		Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	140	1,26,51,437	140	1,26,51,437
2.	Less: Invalid votes*	4	10,07,339	4	10,07,339
3.	<b>Net valid votes</b>	<b>136</b>	<b>1,16,44,098</b>	<b>136</b>	<b>1,16,44,098</b>
4.	Total votes favoring the resolution.	129	1,16,44,037	129	1,16,44,037
5.	Total votes against the resolution.	7	61	7	61
<b>% of votes in favour of the Resolution:</b>					<b>99.9995%</b>
<b>% of votes against the Resolution:</b>					<b>0.0005%</b>

Resolution 2: (Special)		Appointment of Mr. P. R Ramesh (DIN: 01915274) as an Independent Director			
		E-voting		Total	
		Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	140	1,26,51,437	140	1,26,51,437
2.	Less: Invalid votes	4	10,07,339	4	10,07,339
3.	<b>Net valid votes</b>	<b>136</b>	<b>1,16,44,098</b>	<b>136</b>	<b>1,16,44,098</b>
4.	Total votes favoring the resolution.	128	1,16,38,481	128	1,16,38,481
5.	Total votes against the resolution.	8	5,617	8	5,617
<b>% of votes in favour of the Resolution:</b>					<b>99.9518%</b>
<b>% of votes against the Resolution:</b>					<b>0.0482%</b>

Resolution 3: (Special)		Appointment of Ms. Smita Anand (DIN: 00059228) as an Independent Director.			
		E-voting		Total	
		Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	140	1,26,51,437	140	1,26,51,437
2.	Less: Invalid votes*	4	10,07,339	4	10,07,339
3.	<b>Net valid votes</b>	<b>136</b>	<b>1,16,44,098</b>	<b>136</b>	<b>1,16,44,098</b>
4.	Total votes favoring the resolution.	128	1,16,41,361	128	1,16,41,361
5.	Total votes against the resolution.	8	2,737	8	2,737
<b>% of votes in favour of the Resolution:</b>					<b>99.9765%</b>
<b>% of votes against the Resolution:</b>					<b>0.0235%</b>



Resolution 4: (Ordinary)		Appointment of Mr. Rangarajan Sriram (DIN: 09550640) as Director of the Company)			
		E-voting		Total	
		Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	140	1,26,51,437	140	1,26,51,437
2.	Less: Invalid votes*	4	10,07,339	4	10,07,339
<b>3.</b>	<b>Net valid votes</b>	<b>136</b>	<b>1,16,44,098</b>	<b>136</b>	<b>1,16,44,098</b>
4.	Total votes favoring the resolution.	129	1,16,44,033	129	1,16,44,033
5.	Total votes against the resolution.	7	65	7	65
<b>% of votes in favour of the Resolution:</b>					<b>99.9994%</b>
<b>% of votes against the Resolution:</b>					<b>0.0006%</b>

Resolution 5: (Special)		Appointment of Mr. Rangarajan Sriram (DIN: 09550640) as the Managing Director of the Company			
		E-voting		Total	
		Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	140	1,26,51,437	140	1,26,51,437
2.	Less: Invalid votes*	4	10,07,339	4	10,07,339
<b>3.</b>	<b>Net valid votes</b>	<b>136</b>	<b>1,16,44,098</b>	<b>136</b>	<b>1,16,44,098</b>
4.	Total votes favoring the resolution.	129	1,16,43,983	129	1,16,43,983
5.	Total votes against the resolution.	7	115	7	115
<b>% of votes in favour of the Resolution:</b>					<b>99.9990%</b>
<b>% of votes against the Resolution:</b>					<b>0.0010%</b>

Resolution 6: (Ordinary)		Appointment of Mr. Shantanu Khosla (DIN: 00059877) as Director			
		E-voting		Total	
		Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	141	1,26,51,442	141	1,26,51,442
2.	Less: Invalid votes*	4	10,07,339	4	10,07,339
<b>3.</b>	<b>Net valid votes</b>	<b>137</b>	<b>1,16,44,103</b>	<b>137</b>	<b>1,16,44,103</b>
4.	Total votes favoring the resolution.	108	1,14,64,830	108	1,14,64,830
5.	Total votes against the resolution.	29	1,79,273	29	1,79,273
<b>% of votes in favour of the Resolution:</b>					<b>98.4604%</b>
<b>% of votes against the Resolution:</b>					<b>1.5396%</b>



Resolution 7: (Ordinary)		Appointment of Mr. Matthew Job (DIN: 02922413) as Director			
		E-voting		Total	
		Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast	140	1,26,51,437	140	1,26,51,437
2.	Less: Invalid votes*	4	10,07,339	4	10,07,339
3.	<b>Net valid votes</b>	<b>136</b>	<b>1,16,44,098</b>	<b>136</b>	<b>1,16,44,098</b>
4.	Total votes favoring the resolution.	112	1,15,03,692	112	1,15,03,692
5.	Total votes against the resolution.	24	1,40,406	24	1,40,406
<b>% of votes in favour of the Resolution:</b>					<b>98.7942%</b>
<b>% of votes against the Resolution:</b>					<b>1.2058%</b>

5. A shareholder holding 5 shares abstained from voting on resolution nos.1,2,3,4,5 & 7.
6. The votes cast by 4 shareholders holding shares to the extent of 10,07,339 as on Cut-off date have been considered as invalid since the resolution / authorization letters were not available.
7. You may accordingly declare the result of the Postal Ballot conducted through remote e-Voting.

Thanking you,

For A. K. JAIN & ASSOCIATES  
Company Secretaries

  
**BALU SRIDHAR**  
Partner  
M.No.F5869  
C.P.No.3550  
UDIN: F005869D000526171



Chennai  
25<sup>th</sup> May, 2022