



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

April 27, 2024

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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: 11/2024-25 | Our Reference: 11/2024-25 |

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 April 26, 2024 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 Special 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 April 26, 2024, 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, April 19, 2024**. 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 **Thursday, May 30, 2024**.

The remote e-Voting period will commence from **Monday, April 29, 2024 from 9.00 A.M. (IST)** (IST) and will end on **Tuesday, May 28, 2024 at 05:00 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.

You are requested to 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, 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

CIN: L28931TN1986PLC012728

Registered Office: 143, Pudupakkam Village, Vandalur – Kelambakkam Road,
Kelambakkam, Chengalpattu 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 special resolution set out below is 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 Resolution 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. Shikha Purohit (FCS 9180) of M/s. Shikha Purohit & Co., Company Secretaries (ICSI Unique Code: S2011MH161300), 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 **Monday, April 29, 2024** from 9.00 A.M. (IST) and ends on **Tuesday, May 28, 2024** 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/ Chief Financial Officer/ Company Secretary or any other person authorised by the Chairman on or before **Wednesday, May 29, 2024** 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., **Tuesday, May 28, 2024**, 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. Kunnawalkam Elayavalli Ranganathan (DIN:00058990) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 and any other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force) read with Schedule IV of the Act and pursuant to Regulation 16(1)(b) and Regulation 25(2A) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the SEBI Listing Regulations”**), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Kunnawalkam Elayavalli Ranganathan (DIN:00058990), who was appointed as an Additional Director (Non-Executive, Independent) with effect from April 04, 2024 and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director under Section 160 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of Five (5) consecutive years commencing from April 04, 2024 up till April 03, 2029 (both days inclusive);

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and other applicable provisions of the Act and the Rules made thereunder and the SEBI Listing Regulations, Mr. Kunnawalkam Elayavalli Ranganathan shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive Independent Director under the Act and the SEBI Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time;

RESOLVED FURTHER THAT Board of Director(s) of the Company (including its Committee thereof) and/or Key Managerial Personnel(s) of the Company, 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 steps as be necessary, proper or expedient to give effect to this resolution.”

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

Viral Sarvaiya
Company Secretary & Compliance Officer
Membership No. A33764

Registered Office:

143, Pudukkamm Village, Vandalur – Kelambakkam Road,
Kelambakkam, Chengalpattu District, Tamil Nadu- 603 103, India

Date: April 26, 2024

Place: Chennai

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 ("**the 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, April 19, 2024** ("**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) Trinity Mirror (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 through e-Voting. A person who is not a Member as on the Cut-off date should treat this notice for information purpose 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 Scrutinizer by email through its registered email address to cs.shikha.purohit@gmail.com with a copy marked to NSDL on evoting@nsdl.co.in.
13. The e-Voting period commence on **Monday, April 29, 2024 from 9.00 A.M. (IST) and ends on Tuesday, May 28, 2024 at 05:00 P.M.(IST)**. During this period, Members of the Company, holding shares either in physical or dematerialized form, as on the Cut-off date, i.e., **Friday, April 19, 2024**, 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., **Tuesday, May 28, 2024**. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement 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. Shikha Purohit (FCS 9180) of M/s. Shikha Purohit & Co., Company Secretaries (ICSI Unique Code: S2011MH161300), 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 **Thursday, May 30, 2024**. 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. | <p>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 the 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.</p> <p>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</p> <p>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.</p> <p>4) Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="938 1637 1358 1832" style="text-align: center;"> <p>NSDL Mobile App is available on</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 e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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. 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 e-Voting 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 128445 then user ID is 128445001*** |

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.

| How to cast your vote electronically on NSDL e-Voting system? |
|---|
| <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. |
| General Guidelines for shareholders |
| <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 cs.shikha.purohit@gmail.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 / Mr. Sanjeev Yadav at evoting@nsdl.co.in |

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to butterfly.investorrelations@butterflyindia.com
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to butterfly.investorrelations@butterflyindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e., Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/ member may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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

Appointment of Mr. Kunawalkam Elayavalli Ranganathan (DIN:00058990) ("Mr. K E Ranganathan") as an Independent Director

The Board of Directors, on the recommendation of Nomination and Remuneration Committee ("N&RC") appointed Mr. K E Ranganathan (DIN:00058990), as an Additional Director (Non-Executive, Independent Director) of the Company, with effect from April 04, 2024 under Section 149, 150, 152 and 161 of the Companies Act, 2013 ("the Act") and pursuant to the Articles of Association of the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations"), Mr. K E Ranganathan 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. Mr. K E Ranganathan is eligible to be appointed as an Independent Director for a term up to 5 (five) consecutive years.

The Company has received a declaration of Independence from Mr. K E Ranganathan. In the opinion of the Board, Mr. K E Ranganathan is independent of the Management of the Company, fulfilling the conditions as prescribed in Section 149(6) and Schedule IV of the Act, as well as the SEBI Listing Regulations, making him eligible for appointment as an Independent Director. Furthermore, he is not disqualified from being appointed as an Independent Director.

The N&RC has identified leadership capabilities, industry acumen, expertise in governance, finance, business & risk management and strategy as the skills and expertise required for this role. The Board noted that Mr. K. E. Ranganathan's skills, background and experience are aligned to the role of Independent Director and would be immensely beneficial to the company. The Board is of the opinion that Mr. Ranganathan fulfills the conditions specified in the Companies Act 2013 for the appointment as Independent Director. The Board, therefore, is of the view that it is desirable to avail services of Mr. K. E. Ranganathan as an Independent Director.

Mr. K E Ranganathan is eligible for being appointed as an Independent Director of the Company, subject to the approval of the members. The Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for appointment as an Independent Director of the Company.

Accordingly, it is proposed to seek approval of members of the Company by way of a Special Resolution through Postal Ballot for appointment of Mr. K E Ranganathan as an Independent Director on the Board of the Company to hold office for a period of five consecutive years from April 04, 2024 to April 03, 2029, not liable to retire by rotation.

The Board of Directors of the Company recommends the Special Resolution set out in this Postal Ballot notice for approval of the members.

Mr. K E Ranganathan is not inter-se related with any other Director or Key Managerial Personnel of the Company and does not hold any share in the Company.

The profile of Mr. K E Ranganathan and the disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings ("SS- 2") is provided at **Annexure A** of this Notice.

None of the Directors or Key Managerial Personnel or their relatives, except Mr. K E Ranganathan, are in any way concerned or interested in the proposed resolution as set out in the Notice.

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

Viral Sarvaiya
Company Secretary & Compliance Officer
Membership No. A33764

Registered Office:
143, Pudukkam Village, Vandalur – Kelambakkam Road,
Kelambakkam, Chengalpattu District, Tamil Nadu- 603 103, India

Date: April 26, 2024
Place: Mumbai

ANNEXURE - A

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]

| | |
|---|---|
| Name of the Director | Mr. Kunnawalkam Elayavalli Ranganathan |
| Director Identification Number ("DIN") | 00058990 |
| Category | Non-Executive, Independent Director |
| Date of Birth | May 25, 1962 |
| Age | 62 Years |
| Nationality | Indian |
| Date of First Appointment on the Board | April 4, 2024 |
| Relationship with Directors and KMPs inter-se | There is no relationship with other Directors and KMPs on the Board. |
| Brief Profile | <p>Mr. K E Ranganathan, a Chartered Accountant, Company Secretary and Fulbright Scholar, possesses a deep understanding of corporate management within the framework of relevant laws and regulations.</p> <p>During his 40-years of corporate career with two major business conglomerates – TVS and Murugappa Group – Mr. K E Ranganathan has demonstrated versatility by working across pivotal functions. Initially, he dedicated 15 years to the core finance domain, followed by eight years in leadership roles encompassing sales, marketing, distribution, supply chain, IT, and HR. Since 2006, he has served as the Managing Director of renowned companies, where his adept leadership has consistently delivered commendable business outcomes. His extensive exposure to international business operations through parent companies such as Roca, Whirlpool, and Suzuki further amplifies his expertise, enabling him to navigate global markets effectively.</p> |
| Qualification | Chartered Accountant, Company Secretary and Fulbright Scholar from Fulbright Scholar Program from United States. |
| Experience | ~ 40 years |
| Expertise in specific functional area | Sales and Marketing, Manufacturing, Technology, Finance etc |
| Terms and Conditions of Appointment or re-appointment along with remuneration | <ul style="list-style-type: none"> • To be appointed as Non-Executive, Independent Director • Not liable to retire by rotation • Term of Appointment – 5 years from April 04, 2024 up to April 03, 2029 • Other terms and conditions - Available on the website of the Company i.e., www.butterfly.com and open for inspection at the registered office of the Company on all working days, during business hours up to results of Postal Ballot |
| Sitting Fees/ Remuneration sought to be paid | Sitting fees for attending Board and Committee meetings and profit-related commission shall be paid as approved by the Board in accordance with the provisions of law |
| 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) | 1. Coromandel Technology Limited |
| 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 (One) |