



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

March 03, 2023

To,
The Manager - Listing
BSE Limited ("BSE"),
Corporate Relationship Department,
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
BSE Scrip Code: 517421
ISIN: INE295F01017

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.
NSE Symbol: BUTTERFLY
ISIN: INE295F01017

Dear Sir/ Madam,

Sub : Results of Postal Ballot and submission of Voting Results under Regulation 44 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulation")

This is further to our letter dated January 31, 2023, 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. M. Alagar (FCS:7488), Managing Partner, M/s. M. Alagar & Associates, Practicing Company Secretaries, Scrutinizer appointed for conducting the postal ballot process, has submitted his report to the Chairman/Managing Director of the Company and the result of the postal ballot has been announced by the Managing Director today, i.e. Friday, March 03, 2023. The scrutinizer's report is placed on the Company's website at 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

R. Sriram
Managing Director
DIN: 09550640

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

March 03, 2023

To
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 were sought by way of Special Resolutions as set out in the Postal Ballot Notice dated January 23, 2023 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, March 02, 2023 (5.00 P.M). Mr. M. Alagar, Managing Partner, M/s. M. Alagar & 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 March 03, 2023 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 January 23, 2023 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

R. Sriram
Managing Director
DIN: 09550640



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	Monday, January 23, 2023 Friday, March 03,2023
2.	Last date of receipt of Postal Ballot forms/e-voting	Thursday, March 02, 2023 (5.00 P.M)
3.	Total number of shareholders as on cut -off date	19194 Shareholders as on Friday, January 27, 2023.
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	
6.	No of Resolutions Passed	Two (2)
7.	Name of Scrutinizer	M. Alagar
8.	Firms Name	M. Alagar & Associates
9.	Qualification	Company Secretary
10.	Membership No	F7488
11.	Date of Board Meeting in which Scrutinizer was appointed	Monday, January 23,2023
12.	Date of Issue of report	Friday, March 03, 2023

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

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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		To approve continuation of Directorship of Mr. T. R. Srinivasan (DIN: 00367302) as Non-Executive Independent Director beyond the age of 75 years till the expiry of his current tenure						
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	13409663	13409663	100.0000	13409663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13409663	13409663	100.0000	13409663	0	100.0000
Public-Institutions	E-Voting	1018095	551620	54.1816	551620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1018095	551620	54.1816	551620	0	100.0000
Public- Non Institutions	E-Voting	3451793	66021	1.9127	5572	60449	8.4397	91.5603
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3451793	66021	1.9127	5572	60449	8.4397
Total		17879551	14027304	78.4545	13966855	60449	99.5691	0.4309
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

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Resolution (2)

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve continuation of Directorship of Mr. A. Balasubramanian (DIN: 00490921) as Non-Executive Independent Director beyond the age of 75 years till the expiry of his current tenure				
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	13409663	13409663	100.0000	13409663	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		13409663	13409663	100.0000	13409663	0	100.0000
Public- Institutions	E-Voting	1018095	551620	54.1816	551620	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		1018095	551620	54.1816	551620	0	100.0000
Public- Non Institutions	E-Voting	3451793	66021	1.9127	5572	60449	8.4397	91.5603
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		3451793	66021	1.9127	5572	60449	8.4397
Total		17879551	14027304	78.4545	13966855	60449	99.5691	0.4309
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; padding: 5px; display: inline-block; background-color: #a020f0; color: white;">Add Notes</div>	

M. ALAGAR B.Com., FCS., LLB

Managing Partner
Registered Valuer & Insolvency Professional

D. SARAVANAN B.Com., ACS.,

Partner

M.ALAGAR & ASSOCIATES

Practising Company Secretaries

SCRUTINIZER REPORT ON THE POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

The Managing Director/Chairperson,

Butterfly Gandhimathi Appliances Limited
143, Pudupakkam Village,
Vandalur - Kelambakkam, Road, Kelambakkam,
Chengalpattu- 603103.

Sub: Scrutinizer's Report on postal ballot through E-Voting in respect of passing of the resolutions set-out in the postal ballot notice dated January 23, 2023

Dear Sir,

1. I, M. Alagar, (COP No.8196), Managing Partner of M. Alagar & Associates, Practising Company Secretaries, Chennai have been appointed as the Scrutinizer by the Board of Directors of Butterfly Gandhimathi Appliances Limited ("**the Company**"), to conduct the postal ballot through E-voting process in a fair and transparent manner and ascertaining the requisite majority on the postal ballot resolutions contained in postal ballot notice dated January 23, 2023 ("**the Notice**") pursuant to Section 110 of Companies Act, 2013 read with Section 108 of the Companies Act, 2013 ("**the Act**") and Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 ("**LODR Regulations**") and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ("**the MCA**"), vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022 (collectively "**the MCA Circulars**") allowing the companies to hold General Meetings/conducting Postal ballot process through e-voting, in view of the Covid-19 pandemic.



2. I submit my report as under;

- i. The company has completed the dispatch of Notice of Postal Ballot by e-mail on January 31, 2023 to its Members, whose name appeared on the Register of Members / List of Beneficial Owners as on January 27, 2023.
- ii. The company has made an advertisement regarding dispatch of postal ballot notice in Business Standard (English Language) and in Makkal Kural (Tamil Language) Chennai Edition on January 31, 2023.
- iii. We monitored the process of electronic voting through the scrutinizer's secured link provided by National Securities Depository Limited ("E-voting Agency") on the designated website.
- iv. The e-voting period remained open from Wednesday, February 01, 2023 (9.00 A. M.) till Thursday, March 02, 2023 (5.00 P. M.).
- v. Particulars of electronic voting report generated from e-voting agency's portal have been entered in a register maintained for the purpose.
- vi. The E-voting period commenced on Wednesday, February 01, 2023 (9.00 A. M.) till Thursday, March 02, 2023 (5.00 P. M.) and the e-voting facility for members was immediately disabled after 5.00 P. M. on March 02, 2023.
- vii. The shareholders exercised their voting only by electronic mode.
- viii. Due to non-receipt of authority letter / Board Resolution authorizing representative from four shareholders, 4,56,168 votes cast by them have not been considered in the voting results.
- ix. A summary of e-voting is given hereunder below:-

3. Item No : 1 To approve continuation of Directorship of Mr. T. R. Srinivasan (DIN: 00367302) as Non-Executive Independent Director beyond the age of 75 years till the expiry of his current tenure (Special Resolution)

S.No.	Particulars of E-Voting	No of shareholders	No. of shares/ E- voting total	Percentage on net valid votes
1.	Total Votes received	93	14027304	100.00
2.	Votes with assent	83	13966855	99.57
3.	Votes with dissent	10	60449	0.43



RESULT:

I report that the Special Resolution with regard to Item No.1 as set out in the Postal Ballot Notice has been passed by members with requisite majority.

4. Item No: 2 To approve continuation of Directorship of Mr. A. Balasubramanian (DIN: 00490921) as Non-Executive Independent Director beyond the age of 75 years till expiry of his current tenure. (Special Resolution)

S.No.	Particulars of E-Voting	No of shareholders	No. of shares / E- voting total	Percentage on net valid votes
1.	Total Votes received	93	14027304	100.00
2.	Votes with assent	83	13966855	99.57
3.	Votes with dissent	10	60449	0.43

RESULT:

I report that the Special Resolution with regard to Item No.2 as set out in the Postal Ballot Notice has been passed by members with requisite majority.

- x. Voting details as required under Regulation 44 of SEBI LODR is enclosed as Annexure of this report.
- xi. We will hand over all other papers/ records relating to electronic voting for safe custody to the Company, upon signing of minutes of the meeting by the Chairperson.
- xii. You may accordingly declare the result of voting through Postal Ballot.

Thanking you
Yours truly,



M. Alagar
Managing Partner
M. Alagar & Associates
COP.No. 8196
Membership No. 7488
UDIN: F007488D003232325
Peer Review Certificate No:1707/2022
Date: March 03, 2023
Place: Chennai

Annexure

The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, are as under:

Resolution No.	1. To approve continuation of Directorship of Mr. T. R. Srinivasan (DIN: 00367302) as Non-Executive Independent Director beyond the age of 75 years till the expiry of his current tenure														
Resolution required: (Ordinary/ Special)	Special Resolution														
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	13409663		13409663		100.00		13409663		0		100.00		0.00	
	Postal Ballot form (Not applicable)	0		0		0.00		0		0		0.00		0.00	
	Total	13409663		13409663		100.00		13409663		0		100.00		0.00	
Public- Institutions	E-Voting	1018095		551620		54.18		551620		0		100.00		0.00	
	Postal Ballot form (Not applicable)	0		0		0.00		0		0		0.00		0.00	
	Total	1018095		551620		54.18		551620		0		100.00		0.00	
Public- Non Institutions	E-Voting	3451793		66021		1.91		5572		60449		8.44		91.56	
	Postal Ballot form (Not applicable)	0		0		0.00		0		0		0.00		0.00	
	Total	3451793		66021		1.91		5572		60449		8.44		91.56	
Total		17879551		14027304		78.45		13966855		60449		8.44		91.56	
															0.43



Resolution No.	2. To approve continuation of Directorship of Mr. A. Balasubramanian (DIN: 00490921) as Non-Executive Independent Director beyond the age of 75 years till expiry of his current tenure.							
Resolution required: (Ordinary/ Special)	Special Resolution							
Whether promoter/ promoter group are interested in the agenda /resolution?	No							
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	13409663	13409663	100.00	13409663	0	100.00	0.00
	Postal Ballot form (Not applicable)	0	0	0.00	0	0	0.00	0.00
	Total	13409663	13409663	100.00	13409663	0	100.00	0.00
Public- Institutions	E-Voting	1018095	551620	54.18	551620	0	100.00	0.00
	Postal Ballot form (Not applicable)	0	0	0.00	0	0	0.00	0.00
	Total	1018095	551620	54.18	551620	0	100.00	0.00
Public- Non Institutions	E-Voting	3451793	66021	1.91	5572	60449	8.44	91.56
	Postal Ballot form (Not applicable)	0	0	0.00	0	0	0.00	0.00
	Total	3451793	66021	1.91	5572	60449	8.44	91.56
Total		17879551	14027304	78.45	13966855	60449	99.57	0.43

