

Date: October 30, 2023

To, BSE Limited ("BSE") , Corporate Relationship Department, 2 nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, National Stock Exchange of India Limited ("NSE") , "Exchange Plaza", 5 th Floor, Plot No. C/1, G Block, Bandra- Kurla Complex Bandra (East), Mumbai – 400 051.
BSE Scrip Code: 539876	NSE Symbol: CROMPTON
ISIN: INE299U01018	ISIN: INE299U01018
Our Reference: 169/2023-24	Our Reference: 169/2023-24

Dear Sirs/Madam,

Re: Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited, ("Butterfly") with Crompton Greaves Consumer Electricals Limited ("Crompton") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder ("Scheme")

We are in receipt of the enclosed communication from Butterfly pertaining to outcome of the meeting of equity shareholders, secured creditors and unsecured creditors of Butterfly ("**Results of Tribunal Convened meetings**"), directed and convened as per the directions of Chennai Bench of the Hon'ble National Company Law Tribunal ("**Tribunal**") on October 28, 2023.

The Scheme was, *inter alia*, subject to approval of (i) majority in number representing three-fourth in value of the equity shareholders (including public shareholders) of Butterfly; and (ii) majority of public shareholders of Butterfly.

While the approval to the Scheme from majority in number representing three-fourth in value of the equity shareholders (including public shareholders) of Butterfly was obtained at the meeting, approval of majority of the public shareholders of the Butterfly was not received in favour of the Scheme at the said meeting of the shareholders. Accordingly, as mentioned in the paragraph 19.1.3 of the Scheme and in accordance with provisions of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 the Scheme will not be acted upon, due to non-receipt of the requisite approval from public shareholders of the Butterfly.

This development will not have any significant change in our growth strategy. The companies will continue to operate as separate entities and work towards fulfilling their mutual strengths while they grow the kitchen appliances category in order to achieve the growth potential of each of the companies, thereby creating value for all the stakeholders.

We are also enclosing the communication issued by Butterfly ("**Butterfly Communication**") in this regard.

Kindly take the above information on record and acknowledge.

Yours sincerely

For Crompton Greaves Consumer Electricals Limited

Rashmi Khandelwal
Company Secretary & Compliance Officer

Encl: a/a



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Date: October 30, 2023

To, BSE Limited ("BSE") , Corporate Relationship Department, 2 nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	To, National Stock Exchange of India Limited ("NSE") , "Exchange Plaza", 5 th 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: 82/2023-24	Our Reference: 82/2023-24

Dear Sir/Madam,

Sub: Voting Results and Scrutinizers Report of the NCLT conveyed meeting as per Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited ("Butterfly") with Crompton Greaves Consumer Electricals Limited ("Crompton") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder ("Scheme")

In continuation to our intimation dated September 25, 2023, the meetings of equity shareholders, secured creditors and unsecured creditors were held on October 28, 2023 ("**NCLT Convened Meeting**") in accordance with the order of the National Company Law Tribunal, Chennai Bench ("**NCLT**") dated September 12, 2023 and the business mentioned in the Notice dated September 20, 2023 was transacted. In this regard, please find enclosed the following:

- Scrutinizer's Report of Equity Shareholders, Secured Creditors and Unsecured Creditors, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration), Rules 2014 enclosed as Annexure-I;
- Voting results of the Equity Shareholders Meeting as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed as Annexure-II;
- Summary of proceedings of the NCLT conveyed meetings as Annexure-III.

The aforesaid results/ proceedings shall be made available on the website of the Company at www.butterflyindia.com

You are requested to take the above information on record.

Thanking You,

For **Butterfly Gandhimathi Appliances Limited**

Viral Praful Sarvaiya
Digitally signed by
Viral Praful Sarvaiya
Date: 2023.10.30
20:54:44 +05'30'

Viral Sarvaiya
Company Secretary & Compliance Officer
ACS: 33764

Encl: A/a

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,



V. SHREEKUMAR B.B.A. LL.B (Hons), LL.M
ADVOCATE

59-B, Rajarathnam Avenue 2nd Street,
VGP Golden Beach Part 3,
Injambakkam, Chennai- 600115.
advshreekumar@gmail.com
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Consolidated Scrutinizer's Report on remote e-voting and voting conducted through poll paper at the equity shareholders meeting of Butterfly Gandhimathi Appliances Limited, pursuant to the Order dated September 12, 2023 of the Hon'ble National Company Law Tribunal, Chennai Bench, held on October 28, 2023 ("Meeting")

28th October, 2023

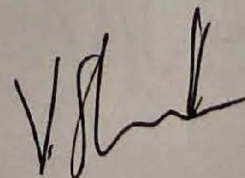
To,
Mr. Bhagavath Krishnan PMN
The Chairperson of the Equity Shareholders Meeting,
Butterfly Gandhimathi Appliances Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting at the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") convened Meeting of the Equity Shareholders of Butterfly Gandhimathi Appliances Limited ("the Company"), held on Saturday, October 28, 2023, at 10.30 a.m. (IST) pursuant to the directions of NCLT vide its Order September 12, 2023

1. I, V. Shreekumar, Advocate, appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Chennai Bench vide its Order dated September 12, 2023 for the purpose of scrutinizing the remote e-voting process and voting through poll paper at the meeting of the equity shareholders of the Company held on October 28, 2023, for approving the Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited ("**Transferor Company**") with Crompton Greaves Consumer Electricals Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions under the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, in terms of the notice dated September 20, 2023 convening the said Meeting.
2. National Securities Depository Limited ("**NSDL**") was appointed as the agency to provide remote e-voting facility.
3. The Company provided facility to the Equity Shareholders to cast their votes either through remote e-voting or through poll paper at the venue of the meeting.

4. Equity Shareholders of the Company as on cut – off date, i.e. Saturday, October 21, 2023, were entitled to vote on the resolution set out in the Notice through remote e-voting and voting through poll paper at the venue of the Meeting. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the names of the equity shareholders as on Saturday, October 21, 2023.
5. The remote e-voting facility was kept open from Wednesday, October 25, 2023 at 9:00 a.m. (IST) till Friday, October 27, 2023 at 5:00 p.m. (IST);
6. At the end of the voting period on Friday, October 27, 2023 at 5:00 p.m., the remote e-voting facility was blocked forthwith;
7. At the venue of the meeting of the Equity Shareholders of the Company held on Saturday, October 28, 2023 the facility to vote through poll paper had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to register their votes;
8. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the meeting concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned below and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Share Transfer Agents of the Company and the authorisations/ proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately;
9. On October 28, 2023 after counting of the votes casted at the venue of the Equity Shareholders Meeting through poll paper, the votes casted through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Darpita Palan and Mr. Devanshu Parekh who acted as the witnesses, as prescribed in The Companies (Management and Administration) Rules, 2014 -Sub-Rule 4(xii) of the said Rule 20;
10. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to remote e-voting and voting conducted through poll paper at the Venue of the Meeting on the resolution contained in the notice dated September 20, 2023. My responsibility is to scrutinize and ensure that the voting done through

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remote e-voting and voting conducted through poll paper at the Venue of the Meeting is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolution as specified in the Notice based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL/Service Provider), the authorized agency to provide remote e-voting facility and voting conducted through poll paper at the venue of the Meeting.

11. I hereby submit my report as under:
12. The details of the Consolidated Results of the voting by Equity Shareholders of the Company (by remote e-voting and voting through poll paper at the venue of the meeting) are as under:

(i) Voted in favour of the resolution:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of equity shareholders	244	32	276
Number of valid votes cast by them	1,41,89,112	9,945	1,41,99,057
% of total number of valid votes cast (in favour and against)			87.15%

(ii) Voted against the resolution:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of equity shareholders	58	1	59
Number of valid votes cast by them	2,09,30,34	45	20,93,079
% of total number of valid votes cast (in favour and against)			12.85%

(iii) **Invalid votes:**

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of equity shareholders	-	4	4
Number of invalid votes cast by them	-	15	15

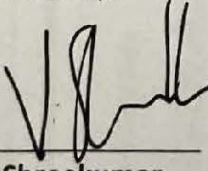
13. I hereby confirm that, the registers/records received from the Service Provider electronically in respect of the votes cast through remote e-voting and voting conducted through poll paper at the venue of the meeting by the Members of the Company are handed over to the Company Secretary of the Company for safe keeping.

Further:

- i. Consolidated Report prepared with the assistance of the Company Secretary on result through remote e-voting and voting through poll paper at the venue of the Meeting by Equity Shareholders (including Promoter and Promoter Group) is as per **Annexure - A**; and
- ii. Consolidated Report prepared with the assistance of the Company Secretary on result through remote e-voting and voting through poll paper at the venue of the Meeting by Equity Shareholders (excluding Promoter and Promoter Group) is as per **Annexure - B**

Thanking you,

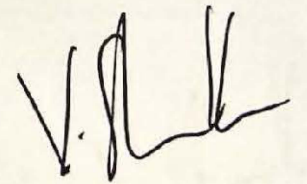
Yours truly,


V. Shreekumar
Y. SHREEKUMAR, BBA,LLM
ADVOCATE
59-B, Rajarathnam Avenue 2nd Street,
VGP Golden Beach Part-3, Injambakkam,
Chennai-600 115. Mobile: 98410 52625

Place: Chennai

Date: October 28, 2023

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED	
Date of the AGM / EGM / NCLT Convened Meeting	October 28, 2023
Total number of shareholders on record date	19,551 Equity Shareholders holding 1,78,79,551 shares (As on the Cut-off date i.e. October 21, 2023)
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	59
No. of shareholders attended the meeting through remote e-voting:	
Promoters and Promoter Group:	NA
Public:	NA
Resolution Required: (Special)	Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited ("Transferor Company") with Crompton Greaves Consumer Electricals Limited ("Transferee Company") and their respective shareholders and creditors (" Scheme ") under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions under the Companies Act, 2013
Whether promoter / promoter group are interested in the agenda / resolution?	Yes



Annexure – A

**Consolidated Report on Result through remote e-voting and voting through poll paper at the venue of the Meeting by Equity Shareholders:
(Including Promoter and Promoter Group)**

Sr. No	Promoter/ Public	Mode of Voting	Total 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	No. of votes Invalid
			[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$	[8]
1	Promoter and Promoter Group	Remote E-Voting	1,34,09,663	1,34,09,663	100	1,34,09,663	NIL	100	NIL	-
		Poll Paper (At the Venue of the Meeting)		-	-	-	-	-	-	-
		Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	-
		Total		1,34,09,663	100	1,34,09,663	NIL	100	NIL	-
2	Public - Institutional holders	Remote E-Voting	11,60,105	11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
		Poll Paper (At the Venue of the Meeting)		-	-	-	-	-	-	-
		Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	-
		Total		11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
3	Public Non - Institutional	Remote E-Voting	33,09,783	17,12,998	51.76	50,734	16,62,264	2.96	97.04	-
		Poll Paper (At the Venue of the Meeting)		10,005	0.30	9,945	45	99.40	0.45	15
		Postal Ballot (if applicable)		-	-	-	-	-	-	-
		Total		17,23,003	52.06	60,679	16,62,309	3.52	96.48	-
TOTAL			1,78,79,551	1,62,92,151	91.12	1,41,99,057	20,93,079	87.15	12.85	-

Annexure – B

Consolidated Report on Result through remote e-voting and voting through poll paper at the venue of the Meeting by Equity Shareholders:

(Excluding Promoter and Promoter Group)

Sr. No	Promoter/ Public	Mode of Voting	Total 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	No. of votes Invalid
			[1]	[2]	$[3]=\frac{[2]}{[1]} * 100$	[4]	[5]	$[6]=\frac{[4]}{[2]} * 100$	$[7]=\frac{[5]}{[2]} * 100$	[8]
1	Public - Institutional holders	Remote E-Voting	11,60,105	11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
		Poll Paper (At the Venue of the Meeting)		-	-	-	-	-	-	-
		Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	-
		Total		11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
2	Public Non - Institutional	Remote E-Voting	33,09,783	17,12,998	51.76	50,734	16,62,264	2.96	97.04	-
		Poll Paper (At the Venue of the Meeting)		10,005	0.30	9,945	45	99.40	0.45	15
		Postal Ballot (if applicable)		-	-	-	-	-	-	-
		Total		17,23,003	52.06	60,679	16,62,309	3.52	96.48	-
TOTAL			44,69,888	28,82,488	64.49	7,89,394	20,93,079	27.39	72.61	-



V. SHREEKUMAR B.B.A. LL.B (Hons), LL.M
ADVOCATE

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Injambakkam, Chennai- 600115.
advshreekumar@gmail.com
+91 98410 52625

Consolidated Scrutinizer's Report on remote e-voting and voting conducted through poll paper at the Secured Creditors meeting of Butterfly Gandhimathi Appliances Limited, pursuant to the Order dated September 12, 2023 of the Hon'ble National Company Law Tribunal, Chennai Bench, held on October 28, 2023 ("Meeting")

28th October, 2023

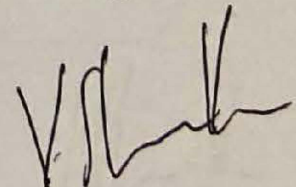
To:
Mr. Bhagavath Krishnan PMN
The Chairperson of the Secured Creditors Meeting,
Butterfly Gandhimathi Appliances Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting at the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") convened Meeting of the Secured Creditors of Butterfly Gandhimathi Appliances Limited ("the Company"), held on Saturday, October 28, 2023, at 2.00 p.m. (IST) pursuant to the directions of NCLT vide its Order September 12, 2023

1. I, V. Shreekumar, Advocate, appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Chennai Bench vide its Order dated September 12, 2023 for the purpose of scrutinizing the remote e-voting process and voting through poll paper at the venue of the meeting of the secured creditors of the Company held on October 28, 2023, for approving the Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited ("**Transferor Company**") with Crompton Greaves Consumer Electricals Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions under the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, in terms of the notice dated September 20, 2023 convening the said Meeting.
2. National Securities Depository Limited ("**NSDL**") was appointed as the agency to provide remote e-voting facility.

3. The Company provided facility to the Secured Creditors to cast their votes either through remote e-voting or through poll paper at the venue of the meeting.
4. Secured Creditors of the Company as on cut – off date, i.e. Saturday, September 30, 2023, were entitled to vote on the resolution set out in the Notice through remote e-voting and voting through poll paper at the venue of the Meeting. Voting rights of a Secured Creditors were in proportion to the outstanding amount due by the Company as on the cut-off date.
5. The remote e-voting facility was kept open from Wednesday, October 25, 2023 at 9:00 a.m. (IST) till Friday, October 27, 2023 at 5:00 p.m. (IST);
6. At the end of the voting period on Friday, October 27, 2023 at 5:00 p.m., the remote e-voting facility was blocked forthwith;
7. At the venue of the meeting of the Secured Creditors of the Company held on Saturday, October 28, 2023 the facility to vote through poll paper had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to register their votes;
8. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the meeting concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned below. There were no voting done through poll paper by the secured creditors.
9. On October 28, 2023 after counting of the votes casted at the venue of the Secured Creditors Meeting through poll paper, the votes casted through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Darpita Palan and Mr. Devanshu Parekh who acted as the witnesses, as prescribed in The Companies (Management and Administration) Rules, 2014 – Sub - Rule 4(xii) of the said Rule 20;
10. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 relating to remote e-voting and voting conducted through poll paper at the venue of the Meeting on the resolution contained in the notice dated September 20, 2023. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and voting conducted through

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poll paper at the Venue of the Meeting is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolution as specified in the Notice based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL/Service Provider), the authorized agency to provide remote e-voting facility and voting conducted through poll paper at the venue of the Meeting.

11. I hereby submit my report as under:
12. The details of the Consolidated Results of the voting by Secured Creditors of the Company (by remote e-voting and voting through poll paper at the venue of the meeting) are as under:

(i) Voted in favour of the resolution:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of Secured Creditors	4	-	4
Number of valid votes cast by them (i.e. value of Secured Debt in Rs.)	35,80,78,376.50	-	35,80,78,376.50
% of total number of valid votes cast (in favour and against)			<u>100%</u>

(ii) Voted against the resolution:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of Secured Creditors	-	-	-
Number of valid votes cast by them (i.e. value of Secured Debt in Rs.)	-	-	-
% of total number of valid votes cast (in favour and against)			-

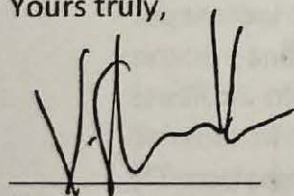
(iii) Invalid votes:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of Secured Creditors	-	-	-
Number of valid votes cast by them (i.e. value of Secured Debt in Rs.)	-	-	-

13. I hereby confirm that, the registers/records received from the Service Provider electronically in respect of the votes cast through remote e-voting and voting conducted through poll paper at the venue of the meeting by the Members of the Company are handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours truly,



V. Shreekumar

V. SHREEKUMAR, BBA,LLM
ADVOCATE
59-B, Rajarathnam Avenue 2nd Street,
VGP Golden Beach Part-3, Injambakkam,
Chennai-600 115. Mobile: 98410 52625

Place: Chennai

Date: October 28, 2023



V. SHREEKUMAR B.B.A. LL.B (Hons), LL.M
ADVOCATE

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Consolidated Scrutinizer's Report on remote e-voting and voting conducted through poll paper at the Unsecured Creditors meeting of Butterfly Gandhimathi Appliances Limited, pursuant to the Order dated September 12, 2023 of the Hon'ble National Company Law Tribunal, Chennai Bench, held on October 28, 2023 ("Meeting")

28th October, 2023

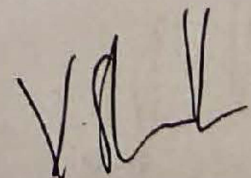
To,
Mr. Bhagavath Krishnan PMN
The Chairperson of the Unsecured Creditors Meeting,
Butterfly Gandhimathi Appliances Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting at the Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") convened Meeting of the Unsecured Creditors of Butterfly Gandhimathi Appliances Limited ("the Company"), held on Saturday, October 28, 2023, at 3.00 p.m. (IST) pursuant to the directions of NCLT vide its Order September 12, 2023

1. I, V. Shreekumar, Advocate, appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, Chennai Bench vide its Order dated September 12, 2023 for the purpose of scrutinizing the remote e-voting process and voting through poll paper at the meeting of the Unsecured creditors of the Company held on October 28, 2023, for approving the Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited ("**Transferor Company**") with Crompton Greaves Consumer Electricals Limited ("**Transferee Company**") and their respective shareholders and creditors ("**Scheme**") under Sections 230 to 232 of the Companies Act, 2013, and other applicable provisions under the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, in terms of the notice dated September 20, 2023 convening the said Meeting.
2. National Securities Depository Limited ("**NSDL**") was appointed as the agency to provide remote e-voting facility.
3. The Company provided facility to the Unsecured Creditors to cast their votes either through remote e-voting or through poll paper at the venue of the meeting.

4. Unsecured Creditors of the Company as on cut – off date, i.e. Saturday, September 30, 2023, were entitled to vote on the resolution set out in the Notice through remote e-voting and voting through poll paper at the venue of the Meeting. Voting rights of a Unsecured Creditors were in proportion to the outstanding amount due by the Company as on the cut-off date.
5. The remote e-voting facility was kept open from Wednesday, October 25, 2023 at 9:00 a.m. (IST) till Friday, October 27, 2023 at 5:00 p.m. (IST);
6. At the end of the voting period on Friday, October 27, 2023 at 5:00 p.m., the remote e-voting facility was blocked forthwith;
7. At the venue of the meeting of the Unsecured Creditors of the Company held on Saturday, October 28, 2023 the facility to vote through poll paper had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting to register their votes;
8. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the meeting concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned below and poll papers were diligently scrutinized. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately;
9. On October 28, 2023 after counting of the votes casted at the venue of the Unsecured Creditors Meeting through poll paper, the votes casted through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Darpita Palan and Mr. Devanshu Parekh who acted as the witnesses, as prescribed in The Companies (Management and Administration) Rules, 2014 – Sub - Rule 4(xii) of the said Rule 20;
10. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 relating to remote e-voting and voting conducted through poll paper at the Venue of the Meeting on the resolution contained in the notice dated September 20, 2023. My responsibility is to scrutinize and ensure that the voting done through remote e-voting and voting conducted through poll paper at the Venue of the Meeting is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast



“in favour” or “against” on the resolution as specified in the Notice based on the reports generated from the remote e-voting system provided by National Securities Depository Limited (NSDL/Service Provider), the authorized agency to provide remote e-voting facility and voting conducted through poll paper at the venue of the Meeting.

11. I hereby submit my report as under:
12. The details of the Consolidated Results of the voting by Unsecured Creditors of the Company (by remote e-voting and voting through poll paper at the venue of the meeting) are as under:

(i) Voted in favour of the resolution:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of Unsecured Creditors	72	13	85
Number of valid votes cast by them (i.e. value of Unsecured Debt in Rs.)	65,48,75,632.70	93,59,079.82	66,42,34,712.50
% of total number of valid votes cast (in favour and against)			100%

(ii) Voted against the resolution:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of Unsecured Creditors	-	-	-
Number of valid votes cast by them (i.e. value of Unsecured Debt in Rs.)	-	-	-
% of total number of valid votes cast (in favour and against)			-

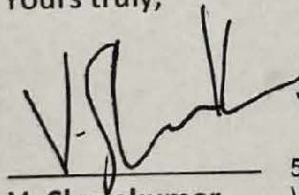
(iii) Invalid votes:

Particulars	Votes cast through remote e-voting	Voting through poll paper at the Venue of the Meeting	Total Voting
Number of Unsecured Creditors	-	-	-
Number of valid votes cast by them (i.e. value of Unsecured Debt in Rs.)	-	-	-

13. I hereby confirm that, the registers/records received from the Service Provider electronically in respect of the votes cast through remote e-voting and voting conducted through poll paper at the venue of the meeting by the Members of the Company are handed over to the Company Secretary of the Company for safe keeping.

Thanking you,

Yours truly,



V. Shreekumar

**V. SHREEKUMAR, BBA,LLM
ADVOCATE**

59-B, Rajarathnam Avenue 2nd Street,
VGP Golden Beach Part-3, Injambakkam,
Chennai-600 115. Mobile: 98410 52625

Place: Chennai

Date: October 28, 2023

Annexure II

**Consolidated Report on Result through remote e-voting and voting through poll paper at the venue of the Meeting by Equity Shareholders:
(Including Promoter and Promoter Group)**

Sr. No	Promoter/ Public	Mode of Voting	Total No. of Shares Held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes - in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
			[1]	[2]	[3]=[2]/([1])*100	[4]	[5]	[6]=[4]/([2])*100	[7]=[5]/([2])*100	[8]
1	Promoter and Promoter Group	Remote E-Voting	1,34,09,663	1,34,09,663	100	1,34,09,663	NIL	100	NIL	-
		Poll Paper (At the Venue of the Meeting)		-	-	-	-	-	-	-
		Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	-
		Total		1,34,09,663	100	1,34,09,663	NIL	100	NIL	-
2	Public - Institution al holders	Remote E-Voting	11,60,105	11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
		Poll Paper (At the Venue of the Meeting)		-	-	-	-	-	-	-
		Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	-
		Total		11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
3	Public Non - Institution al	Remote E-Voting	33,09,783	17,12,998	51.76	50,734	16,62,264	2.96	97.04	-
		Poll Paper (At the Venue of the Meeting)		10,005	0.30	9,945	45	99.40	0.45	15
		Postal Ballot (if applicable)		-	-	-	-	-	-	-
		Total		17,23,003	52.06	60,679	16,62,309	3.52	96.48	-
TOTAL			1,78,79,551	1,62,92,151	91.12	1,41,99,057	20,93,079	87.15	12.85	-

**Consolidated Report on Result through remote e-voting and voting through poll paper at the venue of the Meeting by Equity Shareholders:
(Excluding Promoter and Promoter Group)**

Sr. No	Promoter/ Public	Mode of Voting	Total 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	No. of votes Invalid
			[1]	[2]	[3]=[2]/([1])*100	[4]	[5]	[6]=[4]/([2])*100	[7]=[5]/([2])*100	[8]
1	Public - Institutional holders	Remote E-Voting	11,60,105	11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
		Poll Paper (At the Venue of the Meeting)		-	-	-	-	-	-	-
		Postal Ballot (if applicable)		NA	NA	NA	NA	NA	NA	-
		Total		11,59,485	99.95	7,28,715	4,30,770	62.85	37.15	-
2	Public Non - Institutional	Remote E-Voting	33,09,783	17,12,998	51.76	50,734	16,62,264	2.96	97.04	-
		Poll Paper (At the Venue of the Meeting)		10,005	0.30	9,945	45	99.40	0.45	15
		Postal Ballot (if applicable)		-	-	-	-	-	-	-
		Total		17,23,003	52.06	60,679	16,62,309	3.52	96.48	-
TOTAL			44,69,888	28,82,488	64.49	7,89,394	20,93,079	27.39	72.61	-



Proceedings of the meetings of the Equity Shareholders, Secured Creditors & Unsecured Creditors of the Company convened on Saturday, October 28, 2023 pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench

A. Date, time and venue of the Meetings

Meetings of the Equity Shareholders, Secured Creditors & Unsecured Creditors of the Company were convened on Saturday, October 28, 2023 at 10:30 A.M., 2:00 PM and 3:00 PM respectively at the registered office of the Company situated at 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103, Chengalpattu District, Tamil Nadu, India, pursuant to the order of Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") dated September 12, 2023.

B. Proceedings in brief

Mr. Bhagavath Krishnan PMN, chaired the aforesaid meeting ("Chairperson") of the Company. Mr. Viral Sarvaiya, Company Secretary & Compliance Officer assisted the Chairperson in conducting the said meetings.

The Chairperson introduced Directors, Scrutinizer and other dignitaries present at the meeting and welcomed the Equity Shareholders, Secured Creditors & Unsecured Creditors at the respective meetings.

The Compliance Officer also provided various details to the Equity Shareholders, secured & unsecured Creditors with respect to quorum, Q&A, remote e-voting, voting at the meeting, etc. They were also informed that pursuant to the order of the Hon'ble NCLT, Mr. V Shreekumar, Advocate was appointed as the Scrutinizer to scrutinize the process of remote e-voting and voting at the meeting.

Further, the requisite quorum being present, the Chairperson called the meetings to order and welcomed the stakeholders present at the respective meetings. With the permission of the stakeholders, notice of the meeting was taken as read.

The Chairperson addressed the Equity Shareholders, Secured Creditors and Unsecured Creditors present at the meeting and briefed them by providing background, rationale and salient features of the Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited ("Transferor Company") with Crompton Greaves Consumer Electricals Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme"), under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

Thereafter, the Chairperson announced the voting at the respective meetings to be undertaken. It was also informed that Mr. V Shreekumar was appointed as the Scrutinizer to scrutinize the voting during the meeting and remote e-voting process.

C. Voting by Equity Shareholders / Secured Creditors/ Unsecured Creditors

The Company had provided remote e-voting facility to its Equity Shareholders / Secured Creditors/ Unsecured Creditors to cast their votes electronically on the proposed resolution set out in the notice of the meeting from 9:00 a.m. (IST) on Wednesday, October 25, 2023 to 5:00 p.m. (IST) on Friday, October 27, 2023.

Further, the facility to vote on the resolution through polling paper at the venue of the respective meetings was also made available to the Equity Shareholders/ Secured Creditors/ Unsecured Creditors who participated in the meeting but had not cast their votes through remote e-voting.

Each meeting was concluded with a vote of thanks by the Chairperson.



BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

To, BSE Limited ("BSE"), Corporate Relationship Department, 2 nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai - 400 001.	To, National Stock Exchange of India Limited ("NSE"), "Exchange Plaza", 5 th 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: 83/2023-24	Our Reference: 83/2023-24

Dear Sirs/Madam

Re: Scheme of Amalgamation of Butterfly Gandhimathi Appliances Limited, ("Butterfly") with Crompton Greaves Consumer Electricals Limited ("Crompton") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder ("Scheme")

This is with reference to our letter dated September 25, 2023, intimating the stock exchanges regarding meeting of equity shareholders, secured creditors and unsecured creditors of Butterfly, directed and convened as per the directions of Chennai Bench of the Hon'ble National Company Law Tribunal ("Tribunal"). Kindly note that the said meetings were duly convened as per the directions of the Tribunal on October 28, 2023.

The Scheme was, *inter alia*, subject to approval of (i) majority in number representing three-fourth in value of the equity shareholders (including public shareholders) of Butterfly; and (ii) majority of public shareholders of Butterfly.

While the approval to the Scheme from majority in number representing three-fourth in value of the equity shareholders (including public shareholders) of Butterfly was obtained at the meeting, approval of majority of the public shareholders of the Butterfly was not received in favour of the Scheme at the said meeting of the shareholders. Accordingly, as mentioned in the paragraph 19.1.3 of the Scheme and in accordance with provisions of SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 the Scheme will not be acted upon, due to non-receipt of the requisite approval from public shareholders of the Butterfly.

This development will not have any significant change in our growth strategy. The companies will continue to operate as separate entities and work towards fulfilling their mutual strengths while they grow the kitchen appliances category in order to achieve the growth potential of each of the companies, thereby creating value for all the stakeholders.

Kindly take the above information on record and acknowledge.

Yours sincerely

For Butterfly Gandhimathi Appliances Limited

Viral
Praful
Sarvaiya
Sarvaiya

Digitally signed
by Viral Praful
Sarvaiya
Date: 2023.10.30
21:11:06 +05'30'

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,