



## BUTTERFLY GANDHIMATHI APPLIANCES LTD

**Minutes of proceedings of the Extraordinary General Meeting of the Company held at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelabakkam Road, Kelambakkam – 603 103 on Monday, 16<sup>th</sup> April, 2012 at 11.00 a.m.**

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**Present:**

13 Shareholders (including four Director-shareholders) and 29 proxies were present in person. The following Directors attended the meeting.

1. Mr.V.M.Lakshminarayanan, Chairman & Managing Director
2. Mr.V.M.Seshadri, Managing Director
3. Mr.V.M.Gangadharam, Wholetime Executive Director
4. Mr.V.M.Kumaresan, Wholetime Executive Director – Technical
5. Mr.K.Ganesan, Director
6. Mr.V.R.Lakshminarayanan, Director
7. Mr.A.Balasubramanian, Director
8. Mr.D.Krishnamurthy, Executive Director-cum-Company Secretary

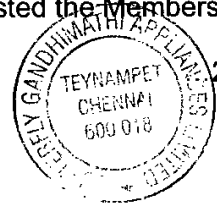
Mr.V.M.Lakshminarayanan, occupied the Chair.

As the requisite quorum was present, the Chairman called the meeting to order.

He mentioned that the Register of Directors' shareholding under section 307 of the Companies Act, 1956 has been kept at the entrance of the Meeting Hall and was available for inspection by the Members.

**RESOLUTION NO.1: PREFERENTIAL ISSUE OF EQUITY SHARES OF THE COMPANY:**

Chairman invited attention of the Members present to the second part (vi) of the Special Resolution No.1. He stated that Bombay Stock Exchange Ltd vide their email dated 26.3.2012 has informed the Company that as per the latest amendment dated January 30, 2012, the correct relevant date for the determination of the application price for the proposed Preferential Issue of equity shares should be 16.3.2012. Accordingly, he requested the Members



Redg. Office : 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam - 603 103. Kancheepuram District.  
Phone : +91-44-67415590 / 591 / 593 / 594

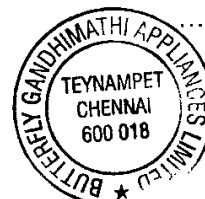
E-mail : gmal@butterflyindia.com Web : www.butterflyindia.com

Corporate Office : 377, Anna Salai, Teynampet, Chennai - 600 018. India  
Phone : +91-44-24350683, 24350682, 24346385 Fax : +91-44-24343522

to correct the relevant date given in the Notice as 16.3.2012, in place of 17.3.2012. Thereafter he requested any one of the Members for proposing the resolution.

Mr.G.Kothandaraman, a shareholder, proposed the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to and in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended up to date (the "**SEBI (ICDR) Regulations**"), the Articles of Association of the Company, the equity listing agreements entered into between the Company and the stock exchanges where the shares are listed, the guidelines issued by the SEBI, the Bombay Stock Exchange Limited (the "**BSE**") and all other exchanges where the Company are members (the "**Stock Exchanges**") and any other statutory/regulatory authorities, and subject to all such other approvals, permissions, consents and sanctions of any authorities (including the order of the Board for Industrial and Financial Reconstruction dated 17 August 2011 in case number 279/98 with respect to the Modified Sanctioned Rehabilitation cum Merger Scheme concerning the merger of Gangadharam Appliances Ltd with the Company), as may be necessary, and all other relevant third party consents and approvals as may be required, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions, consents and sanctions which may be agreed to by the board of directors (which term shall include any committee thereof), the consent of the members of the Company be and is hereby accorded to the board of directors for offering, issuing and allotting on a preferential basis, an aggregate of 24,51,000 (twenty four lakhs fifty one thousand) equity shares of Rs.10 (Rupees Ten) each at a premium of Rs 398 (Rupees Three hundred ninety eight) per equity share (such price having been determined in accordance with applicable pricing guidelines) aggregating to an issue price of Rs.408 (Rupees Four hundred eight) per equity share on such terms and conditions, at such time or times, in such manner, form and numbers as may be prescribed while granting approvals, permissions, consents and sanctions by



the aforesaid authorities and/or which the board of directors may in its absolute discretion consider proper, desirable and expedient to persons/entities, whether such allottees are shareholders of the Company or not, as mentioned in the table given herein below, and also to seek listing of such securities on the stock exchanges, as may be deemed appropriate, fit and proper by the board of directors:

Name of Allottee	Number of Equity Shares proposed to be allotted
Reliance Alternative Investments Fund – Private Equity Scheme–I (acting through Reliance Alternative Investments Services Private Limited)	24,51,000
<b>Total</b>	<b>24,51,000</b>

**RESOLVED FURTHER THAT:**

(i) the equity shares to be so offered and allotted as aforesaid shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;

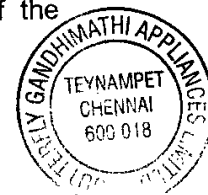
(ii) the equity shares to be so offered and allotted as aforesaid shall be in a dematerialised form;

(iii) the aforesaid equity shares shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in as provided under the SEBI (ICDR) Regulations, except to the extent and in the manner permitted thereunder;

(iv) the offer, issue and allotment of the aforesaid equity shares shall be made at such time or times that the board of directors may in their absolute discretion decide, subject to the SEBI (ICDR) Regulations and other applicable laws, and the terms agreed between the board of directors and the proposed allottees of the aforesaid equity shares;

(v) the aforesaid equity shares shall rank *pari passu* with the existing equity shares of the Company in all respects including as to dividend; and

(vi) the relevant date for the preferential issue, as per the SEBI (ICDR) Regulations for the determination of applicable price for the issue of the aforesaid equity shares is 16th March 2012.



**RESOLVED FURTHER THAT** the board of directors be and is hereby authorized to delegate all or any of the powers herein conferred to any director or directors or to any committee or any officer or officers of the Company to give effect to the aforesaid resolutions, including without limitation, making necessary filings with the stock exchanges and other applicable authorities, executing any other agreements, deeds, letters and documents which may be required to be executed and to comply with all other requirements in this regard.

Seconded by Mr.V.Selvaraj, a shareholder, the resolution was put to vote and, on a show of hands, carried unanimously.

**RESOLUTION NO.2 - AMENDMENT OF THE ARTICLES OF ASSOCIATION:**

Mr.M.Ravichandran, a shareholder proposed the following resolution as a Special Resolution:

**RESOLVED THAT** in accordance with Section 31 of the Companies Act, 1956, the Articles of Association in form and substance similar to the draft Articles of Association annexed to the notice issued to the members of the Company (and duly initialled by the Chairman of the board of directors for the purpose of identification) and placed before this meeting of the members of the Company be and is hereby adopted in substitution for, and to the exclusion of, all the existing Articles of Association of the Company and the same shall come into force and effect on 16<sup>th</sup> April, 2012.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the board of directors be and is hereby authorised to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to giving effect to the above resolution for and on behalf of the Company, including without limitation, making necessary filings with the jurisdictional Registrar of Companies and stock exchanges and to comply with all other requirements in this regard.

Seconded by Mr.G.Kothandaraman, a shareholder, the resolution was put to vote and, on a show of hands, carried unanimously.

There being no further business, the meeting terminated with a vote of thanks to the chair.

