BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

October 31, 2019

General Manager – DCS,
Dept. of Corporate Services,
BSE Ltd,
Floor 1, P J Towers,
Dalal Street,
Mumbai – 400 001.
Scrip : 517421

Manager,
National Stock Exchange of India Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Scrip : Butterfly

Dear Sir,

Sub: Declaration of results of Postal Ballot under Regulation 44(3) of the SEBI (LODR) Regulations 2015

We wish to bring to your kind notice that we have uploaded the Postal Ballot Results vide our letter dated 30.10.2019.

In this connection we would like to bring to your notice that the in the column number of shares held by Public Institution and Public Non-Institution has been wrongly mentioned as 499500 and 5764755 respectively instead of Public Institution – 2398251 and Public Non-Institution – 3866004.

Due to above inadvertent error, we once again submitting the corrected version of Voting Results. We request you to kindly ignore our previous postal ballot results and take on record the one submitted now.

We regret for the inconvenience caused.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited

K.S.Ramakrishnan
Company Secretary &
General Manager (Legal)

Encl:a/a.

Regd.Office: 143,Pudupakkam Village,Vandalur - Kelambakkam Road,Kelambakkam - 603 103, Kancheepuram, District,
Phone: +91-44-47415500 CIN No: L28931TN1986PLC012728,
E-mail:gmal@butterflyindia.com web : www.butterflyindia.com

Corporate Office: E-34,II Floor, Rajiv Gandhi Salai, Egattur Village, Navalur - 600 130. Kancheepuram District.
Phone: 044 - 49005100/5154. E- mail: butterflyho@butterflyindia.com

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

NOTICE TO THE MEMBERS

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 was sought by way of Special Resolution as set out in the Postal Ballot Notice dated 07.08.2019 by means of physical Ballot Forms and voting through electronic means (e-voting).

Postal Ballot Notice containing the Resolution together with the explanatory statement annexed to the Notice was sent to all the Members of the Company and the last date of receipt of Postal Ballot Forms, either through physical submission of Postal Ballot forms by the Members of the Company in postal pre-paid self-addressed envelope or through e-voting was Monday, 28th October 2019 (5.00 p.m). Mr.Balu Sridhar, Partner, M/s.A K Jain Associates, Practicing Company Secretaries, was appointed as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

The Scrutinizer has submitted his Report dated 29.10.2019 and basis the Report of the Scrutinizer on the voting done through Postal Ballot Forms as well as through e-voting by the Members, it is hereby declared that the resolution as set out in the Postal Ballot Notice dated 07.08.2019 has been duly passed by the Members of the Company with the requisite majority.

The details of the voting results of the resolution passed through Postal Ballot process (including e-voting) is reproduced hereunder:

1	Date of Postal Ballot: (a) Date of Postal Ballot Notice (b) Date of Declaration of Results of Postal Ballot	 Wednesday, 7th August 2019 Wednesday, 30th October 2019
2	Last date of receipt of Postal Ballot forms/e-voting	Monday, 28th October 2019 (5.00 p.m)
3	Total number of shareholders as on cut -off date for ascertaining the list of shareholders to whom the notice of Postal Ballot was sent and also for reckoning voting rights (i.e. cut off date for Benpos-Beneficiary Position)	20,189 equity shareholders as on Friday 13th September 2019.
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	

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BUTTERFLY GANDHIMATHI APPLIANCES LTD. No. E-34, 2nd Floor Rajiv Gandhi Salai Navalur 603 103

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Resolution Required: (Special)			To approve the alteration of clause 130 of the Articles of Association.					
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	11615296	11615296	100.000	11615296	0	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot		0	0.000	0	0	0.000	0.000
Public Institutions	e-Voting	2398251	499500	20.83	499500	0	100.000	0.000
	Poll							
	Postal Ballot		0	0	0	0	0	0
Public Non Institution	e-Voting	3866004	7149	0.18	6185	964	86.52	13.48
	Poll							
	Postal Ballot		21861	0.57	9149	12712	41.85	58.15
Total		**17879551**	**12143806**	**67.92**	**12130130**	**13676**	**99.89**	**0.11**

In view of the above, the resolution contained in the Postal Ballot Notice dated 07.08.2019 has been duly passed with requisite majority on 28.10.2019, i.e, the last date of e-voting and receipt of Postal Ballot Forms.

The report of the Scrutinizer is enclosed herewith.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited

BUTTERFLY GANDHIMATHI APPLIANCES LTD. No. E-34, 2nd Floor Rajiv Gandhi Salai Navalur 603 103

V.M. Lakshminarayanan
Chairman & Managing Director

Date: 30.10.2019
Place : Navalur

Encl:as above.

A. K. JAIN & ASSOCIATES
COMPANY SECRETARIES
S. Anil Kumar Jain B.Com., FCS
Balu Sridhar M.A.C.S., FCS., LLB
Pankaj Mehta B.Com (C.S.), ACS

SCRUTINIZER REPORT

To
The Chairman
M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED
E-34, Rajiv Gandhi Salai,
Egattur Village, Navalur – 600130
Kancheepuram District

Dear Sir,

Sub: Scrutinizer's Report on e-voting and Postal Ballot process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act 2013 Read With Rule 22 Of The Companies (Management and Administration) Rules 2014.

1. The Board of Directors of **M/s. BUTTERFLY GANDHIMATHI APPLIANCES LIMITED** at its meeting held on 07.08.2019, had appointed me as a Scrutinizer for scrutinizing the postal ballot including e-voting process in a fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and as amended from time to time for resolution set out in the Postal Ballot Notice dated 7th August, 2019.

2. I hereby submit my report as under:

(i) The company had completed on 25.09.2019 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 13.09.2019.

(ii) The Company published advertisements relating to dispatch of postal ballot forms / e-mails in Makkal Kural (Tamil) and Business Standard (English) newspapers on 01.10.2019.

(iii) The members of the Company as on the "cut-off" date i.e. 13.09.2019 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).

(iv) The Postal Ballot voting (including e-voting) commenced on Saturday, September 28, 2019 (9.00 A.M.) and ended on Monday, October 28, 2019 (5.00 P.M).

(v) The votes cast through e-voting were unblocked on Monday, 28th October, 2019 at 05.54 P.M. in the presence of two witnesses, Ms. Chetana A Bhutra and Mr. Tarun Jain who are not in the employment of Company.

A.K. JAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

No. 2, (New No. 3), Raja Annamalai Road, First Floor, Purasaiwalkam, Chennai - 600 084.
Phone : 2665 1224 / 4555 8281 Cell : 98411 76001 / 98413 22315 E-mail : akjainassociates@gmail.com

(vi) The Postal Ballot forms received from the members, which were kept in the locked ballot box, was unlocked on 28th October, 2019 at 06.00 P.M. in the presence of two witnesses as referred in (v) above.

(vii) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose. The Postal Ballot Forms received were diligently scrutinized and reconciled with the records of the Company.

(viii) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 13.09.2019.

(ix) All postal ballot forms received up to the close of working hours on 28.10.2019, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(x) Envelopes containing postal ballot forms received after closing hours on 28.10.2019 were not considered for my scrutiny. Such envelopes aggregate to Nil.

(xi) Envelopes containing postal ballot forms returned undelivered aggregated to 3161 numbers.

(xii) I did not find any defaced or mutilated ballot paper.

3A. The summary of votes cast through e-voting & postal ballot forms is given below:

Resolution 1: (Special)		Alteration of clause 130 of the Articles of Association.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	77	1,21,21,945	121	23,312	198	1,21,45,257
2.	Less: Invalid votes	0	0	2*	101	2	101
3	Less: Abstained votes	0	0	11	1,350	11	1,350
4.	Net valid votes	77	1,21,21,945	108	21,861	185	1,21,43,806
5.	Total votes favoring the resolution.	66	1,21,20,981	88	9,149	154	1,21,30,130
6.	Total votes against the resolution.	11	964	20	12,712	33	13,676

*** REASONS FOR INVALID VOTES**

a. Votes of 2 shareholder holding 101 shares as on the cutoff date has been considered as invalid since the Ballot papers were not signed.

% of votes in favor of the resolution : 99.89%
% of votes against the resolution : 0.11%

A.K. JAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

5. We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically in respect of votes cast through e-voting and poll by the shareholders of the Company, which will be handed over to the Company Secretary of the Company along with this report.

6. You may accordingly declare the result of the voting by Postal ballot.

Thanking you,

For **A. K. JAIN & ASSOCIATES**
Company Secretaries

Place: Chennai
Date: 29.10.2019

BALU SRIDHAR
Partner
M.No.F5869
C.P.No.3550
UDIN: F005869A000181682