BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

December 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

Pursuant to the provisions of Sections 108 and 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules 2014, the Company had conducted process of Postal Ballot for seeking consent of the shareholders for passing ordinary resolution for:

1. Increase in remuneration of Mr.V.M.L.Karthikeyan, Senior Vice President - Marketing.
2. Increase in remuneration of Mr.G.Viswanathan, Senior Vice President – Materials Management.
3. Increase in remuneration of Mr.V.M.L.Senthilnathan, Senior Vice President-Technical.
4. Increase in remuneration of Mr.V.M.L.Ganesan, Vice President – Finance.
5. Increase in remuneration of Mr.V.M.G.Mayuresan, Vice President – Corporate Strategy.

Further pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, we are submitting the results of voting by Postal Ballot including e-voting. We are also enclosing Scrutinizer Report dated 30.12.2019. The said Postal Ballot results will be displayed at the Corporate Office of the Company and on the website of the Company www.butterflyindia.com.

Kindly treat this as in compliance with the said Regulation.

Thanking you,

Yours faithfully,
For Butterfly Gandhimathi Appliances Limited
K.S.Ramakrishnan.
K.S.Ramakrishnan
Company Secretary &
General Manager (Legal)
encl : As above.

BUTTERFLY GANDHIMATHI APPLIANCES LTD. Rajiv Gandhi Salai Navalur 600 130

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 01.11.2019 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 Sunday, 29thDecember2019 (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 30.12.2019 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 resolutions as set out in the Postal Ballot Notice dated 01.11.2019 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	 Friday, 1st November 2019 Tuesday, 31stDecember 2019
2	Last date of receipt of Postal Ballot forms/e-voting	Sunday, 29th December2019 (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)	20,168equity shareholders as on Friday 15thNovember2019.
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 LIMITED

Resolution Required: (Ordinary)			Increase in remuneration of Mr.V.M.L.Karthikeyan, Senior Vice President – Marketing					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
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	3749161	32.2778	3749161	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Institutions	e-Voting	1545352	106953	6.9209	106953	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot							
Public Non Institution	e-Voting	4718903	4158	0.0881	1743	2415	41.9192	58.0808
	Poll							
	Postal Ballot		14238	0.3017	9641	4597	67.7132	32.2868
Total		**17879551**	**3874510**	**21.6701**	**3867498**	**7012**	**99.8190**	**0.1810**

Resolution Required: (Ordinary)			Increase in remuneration of Mr.G.Viswanathan, Senior Vice President – Materials Management					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
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	4330387	37.2818	4330387	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Institutions	e-Voting	1545352	106953	6.9209	106953	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Non Institution	e-Voting	4718903	4158	0.0881	1743	2415	41.9192	58.0808
	Poll							
	Postal Ballot		13788	0.2922	9171	4617	66.5144	33.4856
Total		**17879551**	**4455286**	**24.9183**	**4448254**	**7032**	**99.8422**	**0.1578**

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BUTTERFLY GANDHIMATHI APPLIANCES LTD. Rajiv Gandhi Salai Navalur 600 130

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Resolution Required: (Ordinary)			Increase in remuneration of Mr.V.M.L.Senthilnathan, Senior Vice President – Technical					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
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	3749161	32.2778	3749161	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Institutions	e-Voting	1545352	106953	6.9209	106953	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Non Institution	e-Voting	4718903	4158	0.0881	1743	2415	41.9192	58.0808
	Poll							
	Postal Ballot		13788	0.2922	9171	4617	66.5144	33.4856
Total		17879551	3874060	21.6675	3867028	7032	99.8185	0.1815

Resolution Required: (Ordinary)			Increase in remuneration of Mr.V.M.L.Ganesan, Vice President – Finance					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
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	3749161	32.2778	3749161	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Institutions	e-Voting	1545352	106953	6.9209	106953	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Non Institution	e-Voting	4718903	4158	0.0881	1743	2415	41.9192	58.0808
	Poll							
	Postal Ballot		13838	0.2932	9220	4618	66.6281	33.3719
Total		17879551	3874110	21.6678	3867077	7033	99.8185	0.1815

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BUTTERFLY GANDHIMATHI APPLIANCES LTD. Rajiv Gandhi Salai Navalur 600 130

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Resolution Required: (Ordinary)			Increase in remuneration of Mr.V.M.G.Mayuresan, Vice President – Corporate Strategy					
Whether promoter / promoter group are interested in the agenda/resolution?			YES					
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	4330387	37.2818	4330387	0	100	0
	Poll			0	0	0	0	0
	Postal Ballot			0	0	0	0	0
Public Institutions	e-Voting	1545352	106953	6.9209	106953	0	100	0
	Poll			0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
Public Non Institution	e-Voting	4718903	4158	0.0881	1743	2415	41.9192	58.0808
	Poll							
	Postal Ballot		13788	0.2922	9171	4617	66.5144	33.4856
Total		**17879551**	**4455286**	**24.9183**	**4448254**	**7032**	**99.8422**	**0.1578**

In view of the above, the resolutions 1 to 5 contained in the Postal Ballot Notice dated 01.11.2019 has been duly passed with requisite majority on 29.12.2019, 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

V.M.Lakshminarayanan
Chairman & Managing Director

BUTTERFLY GANDHIMATHI APPLIANCES LTD. Rajiv Gandhi Salai Navalur 600 130

Date: 31.12.2019
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 ('the Act') read with Rule 20 & 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 01.11.2019, 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 1st November, 2019.

2. I hereby submit my report as under:

(i) The company had completed on 28.11.2019 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 15.11.2019.

(ii) The Company published advertisements relating to dispatch of postal ballot forms / e-mails in Makkal Kural (Tamil) and Business Standard (English) newspapers on 03.12.2019

(iii) The members of the Company as on the "cut-off" date i.e. 15.11.2019 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 Friday, November 29, 2019 (9.00 A.M.) and ended on Sunday, December 29, 2019 (5.00 P.M).

(v) The votes cast through e-voting were unblocked on Sunday, 29th December 2019 at 5.15 P.M. in the presences of two witnesses, Mr. Ravindra and Mr. Rathish 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 30th December 2019 at 09.45 A.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 15.11.2019.

(ix) All postal ballot forms received upto 29.12.2019 at 5.00 p.m., 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 5.00 p.m. on 29.12.2019 were not considered for my scrutiny. Such envelopes aggregate to Nil.

(xi) Envelopes containing postal ballot forms returned undelivered aggregated to 4080 numbers.

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

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

Resolution 1: (Ordinary)		Increase in remuneration of Mr. V.M.L.Karthikeyan, Senior Vice President – Marketing					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	59	51,72,742	118	15,350	177	51,88,092
2.	Less: Invalid votes*	0	0	4	536	4	536
3.	Less: Abstained votes	5	13,12,470	6	576	11	13,13,046
4.	Net valid votes	54	38,60,272	108	14,238	162	38,74,510
5.	Total votes favoring the resolution.	37	38,57,857	89	9,641	126	38,67,498
6.	Total votes against the resolution.	17	2,415	19	4,597	36	7,012

% of votes in favor of the resolution : 99.82
% of votes against the resolution : 0.18

Resolution 2: (Ordinary)	Increase in remuneration of Mr. G.Viswanathan, Senior Vice President – Materials Management.					
	E-voting		Postal ballot forms		Total	
	Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares

A.K. JAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

1.	Total votes cast.	59	51,72,742	118	15,400	177	51,88,142
2.	Less: Invalid votes *	0	0	4	536	4	536
3.	Less: Abstained votes	4	731,244	11	1,076	15	7,32,320
4.	Net valid votes	55	44,41,498	103	13,788	158	44,55,286
5.	Total votes favoring the resolution.	38	44,39,083	83	9,171	121	44,48,254
6.	Total votes against the resolution.	17	2,415	20	4,617	37	7,032

% of votes in favor of the resolution : 99.84
% of votes against the resolution : 0.16

Resolution 3: (Ordinary)		Increase in remuneration of Mr.V.M.L.Senthilnathan, Senior Vice President – Technical.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	59	51,72,742	118	15,400	177	51,88,142
2.	Less: Invalid votes*	0	0	4	536	4	536
3.	Less: Abstained votes	5	13,12,470	11	1,076	16	13,13,546
4.	Net valid votes	54	38,60,272	103	13,788	157	38,74,060
5.	Total votes favoring the resolution.	37	38,57,857	83	9,171	120	38,67,028
6.	Total votes against the resolution.	17	2,415	20	4,617	37	7,032

% of votes in favor of the resolution : 99.82
% of votes against the resolution : 0.18

Resolution 4: (Ordinary)		Increase in remuneration of Mr.V.M.L.Ganesan, Vice President – Finance					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	59	51,72,742	118	15,350	177	51,88,092
2.	Less: Invalid votes*	0	0	4	536	4	536
3.	Less: Abstained votes	5	13,12,470	10	976	15	13,13,446
4.	Net valid votes	54	38,60,272	104	13,838	158	38,74,110
5.	Total votes favoring the resolution.	37	38,57,857	83	9,220	120	38,67,077
6.	Total votes against the resolution.	17	2,415	21	4,618	38	7,033

A.K. JAIN & ASSOCIATES ★ COMPANY SECRETARIES ★ CHENNAI

% of votes in favor of the resolution : 99.82
% of votes against the resolution : 0.18

Resolution 5: (Ordinary)		Increase in remuneration of Mr.V.M.G.Mayuresan, Vice President – Corporate Strategy.					
		E-voting		Postal ballot forms		Total	
		Nos.	No. of shares	Nos.	No. of shares	Nos.	No. of shares
1.	Total votes cast.	59	51,72,742	118	15,400	177	51,88,142
2.	Less: Invalid votes*	0	0	4	536	4	536
3.	Less: Abstained votes	4	731,244	11	1,076	15	7,32,320
4.	Net valid votes	55	44,41,498	103	13,788	158	44,55,286
5.	Total votes favoring the resolution.	38	44,39,083	83	9,171	121	44,48,254
6.	Total votes against the resolution.	17	2,415	20	4,617	37	7,032

% of votes in favor of the resolution : 99.84
% of votes against the resolution : 0.16

*** REASONS FOR INVALID VOTES**

a. Two shareholders holding 11 shares as on the cut-off date had not signed the Ballot papers.

b. A Corporate shareholder holding 500 shares as on the cut-off date did not submit the Board resolution.

c. A shareholder holding 25 shares as on the cut-off date has ticked in appropriate column.

4. 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.

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

Thanking you,

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

Place: Chennai
Date: 30.12.2019

A.K. JAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

BALU SRIDHAR
Partner
M.No.F5869
C.P.No.3550
UDIN: F005869A000527137