

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of the Company will be held at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District, Tamil Nadu on Wednesday, 7th August, 2019 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2019 together with the Reports of the Board of Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2019 and the Report of the Board of Directors and the Auditors thereon, laid before the meeting be and is hereby approved and adopted.

2. To appoint Mr.V.M.Kumaresan (DIN 00835948), who retires by rotation, and, being eligible offers himself for reappointment as a Director of the Company and in this regard pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT Mr.V.M.Kumaresan (DIN 00835948), Director of the Company, who retires by rotation at this meeting pursuant to the provisions of Section 152(6)(c) of the Companies Act 2013 being eligible for reappointment be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act 2013 and the Rules made thereunder, approval is hereby accorded for the remuneration of Rs.1,75,000/- plus taxes as applicable and reimbursement of travel and out of pocket expenses, to be paid to M/s.S.Mahadevan & Co., Cost Accountants (Regn.No.000007), Chennai approved by the Board as Cost Auditors for conducting the audit of cost records of the Company, for the financial year ending 31st March 2020, as approved by the Board of Directors of the Company be and is hereby ratified".

4. To pass the following resolution as a **Special Resolution**:

RESOLVED THAT in supercession of the Special Resolution passed at the Annual General Meeting of the Company held on 26th July 2013 and pursuant to the provisions of Section

180(1)(a) and other applicable provisions if any, of the Companies Act 2013 and rules made hereunder, as amended from time to time, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which terms shall be deemed to include Executive Committee) for the purpose for mortgaging and/or charging all or any of the movable and/or immovable properties, present and future or the whole or substantially the whole of the undertaking(s) of the Company, for securing the loan obtained or other lines of credit availed/to be availed from time to time, from any financial Institution(s), bank(s), mutual fund(s) or other charges together with interest, cost, charges, expenses and any other money payable by the Company.

5. To pass the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and other applicable provisions, if any, the permission of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to contribute to bonafide Charitable and other funds, in any financial year, any amounts or in case of loss or inadequate profit for contributing and/or such aggregate of which shall not exceed 5% of its average net profit for the three immediately preceding financial years or Rupees fifty lakhs whichever is greater."

RESOLVED FURTHER THAT the shareholders of the Company be and is hereby approve and ratify the payment of Rs. 21.19 lakhs contributed to chief Minister Distress Relief Fund, Kerala for the purpose of flood relief in the financial year 2018-19"

Navalur – 600 130
Date : 24.05.2019

By Order of the Board
K.S.Ramakrishnan
Company Secretary &
General Manager - Legal

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer Books of the Company will remain closed from **31st July 2019 to 7th August 2019 (both days inclusive)** for annual closing.
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (Proxy Form attached herewith) to attend and vote on a poll**

NOTICE TO THE SHAREHOLDERS

instead of himself/herself. Such a proxy/proxies need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the share capital of the Company. The instrument of proxy and the Power of Attorney or other authority, if any, under which it is signed or a notarial certified copy of that Power of authority in order to be effective shall be deposited at the Registered Office of the Company duly completed and signed not less than 48 hours (forty eight hours) before the commencement of the Meeting. Proxies submitted on behalf of the companies/societies, etc., must be supported by an appropriate resolution/authority, as applicable.

4. The necessary documents in relation to the proposed resolutions shall be open for inspection at the Registered Office of the Company during business hours, from Monday to Friday and will also be available for inspection at the Annual General Meeting.
5. Members/Proxy holders are requested to affix their signatures at the space provided in the Attendance Slip and handover the slip at the entrance of the meeting hall.
6. Corporate Members/Societies are requested to send a duly certified copy of the Board of Directors/Governing Bodies resolution/Power of Attorney authorising their representative to attend and vote on their behalf at the Annual General Meeting.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting.
8. The Members are informed that in the case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. In terms of the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules 2012 ('IEPF Rules'), the Company has uploaded the information in respect of the unclaimed dividends for financial years from 2010-11, 2011-12, 2012-13 and 2015-16 as on the date of the thirty first Annual General Meeting held on 11th September, 2018 on the website of the IEPF viz., www.iepf.gov.in and under 'Investor Section' on the website of the Company viz., www.butterflyindia.com. Members who have not encashed their dividend warrants are advised to write to the Company/its Share Registrars immediately claiming the un-encashed

dividends declared by the Company. **As per SEBI circular SEBI/HO/ MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, the dividend to be transferred through bank transfer. Members who hold shares in physical form are requested to update their bank details.**

The particulars of unpaid/unclaimed dividends to IEPF are furnished below:

Financial Year ended	Dividend Declared on	Unpaid/Unclaimed amount as on 31.3.2019 (in Rs.)
31.03.2012	31.08.2012	11,42,590.00
31.03.2013	26.07.2013	11,01,187.50
31.03.2016	05.08.2016	6,04,958.75

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Income Tax Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they are maintaining their Demat Account. Members holding shares in physical form can submit their PAN details to the Company/its Share Registrars.
12. Members are requested to update their preferred e-mail IDs with the Depository Participants/Company's Registrar and Transfer Agents, which will be used for the purpose of sending the official documents through e-mail in future.
13. Electronic copy of the Notice of the thirty second Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with attendance slip and proxy form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the thirty second Annual General Meeting of the Company, inter-alia, indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.

NOTICE TO THE SHAREHOLDERS

14. Members may note that the Notice of the Thirty Second Annual General Meeting and the Annual Report 2019 will also be available on the Company's website www.butterflyindia.com for their download. The physical copies of the above documents will also be available at the Company's registered office for inspection during normal business hours on working days, excepting Saturdays. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may send request to the Company's investor email ID: cs@butterflyindia.com.

15. Voting through Electronic means:

- (i)** In compliance with provisions of Section 108 of the Companies Act 2013, Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the thirty second Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL).
- (ii)** The Notice of the AGM of the Company inter-alia indicating the process and manner of e-voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.butterflyindia.com
- (iii)** The remote e-voting period commences on Saturday 3rd August 2019 (9.00 a.m.) and ends on Tuesday 6th August 2019 (5.00 p.m.). During this period members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th July 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- (iv)** The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 30th July 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 30th July 2019 may obtain login ID and password by sending a request at evoting@nsdl.co.in or sta@gnsainfotech.com.
- (v)** The facility for voting through ballot paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting as per (i) above shall be able to exercise their right at the meeting through ballot paper.
- (vi)** The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (vii) The procedure to login to e-voting website is given below:**
 - 1.** Open email and open PDF file viz., "Butterfly Gandhimathi e-voting.pdf" with your client ID (in case you are holding shares in Demat mode) or folio number (in case you are holding shares in physical mode) as password which contains your "user ID" and "password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
 - 2.** Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - 3.** Click on "Shareholder – Login".
 - 4.** Put user ID and password as initial password noted in step (1) above and Click login. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com
 - 5.** Password Change Menu appears. Change the password with new password of your choice with minimum eight digits/characters or combination thereof.
 - 6.** Home page of remote 'e-voting' opens. Click on e-voting: Active Voting Cycles.
 - 7.** Select 'EVEN' of Butterfly Gandhimathi Appliances Limited. Members can cast their vote online from Saturday 3rd August 2019 (9.00 a.m) to Tuesday 6th August 2019 (5.00 p.m).

Note: e-voting shall not be allowed beyond said time.

 - 8.** Now you are ready for remote 'e-voting' as 'Cast Vote' page opens.
 - 9.** Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted. Upon confirmation, the message "Vote Cast Successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.

NOTICE TO THE SHAREHOLDERS

10. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are also required to send scanned copy (PDF/JPG format) of the relevant Board resolution/ authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in.

Please note the following:

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

Other Information:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.:1800-222-990.

In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents or requesting physical copy):

- (i) Initial password is provided as below/at the bottom of the attendance slip for the AGM
REVEN (Remote E-Voting Event Number)
USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl.No. (2) to Sl.No.(10) above, to cast vote.

- (iii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and Password for casting your vote.
- (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (v) The voting right of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date, i.e., 30th July 2019.
- (vi) A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of Remote e-voting as well as Voting at the AGM through ballot paper.
- (vii) Mr.Balu Sridhar (C.P.No.3550), Partner, M/s.A.K.Jain Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner for the purpose of e-voting.
- (viii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (ix) The Scrutinizer after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in employment of the Company and shall make, not later than three days, of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter-sign the same and declare the result of the voting forthwith.
- (x) The Results declared along with the scrutinizer's report shall be placed on the Company's website www.butterflyindia.com and on the website of NSDL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE / NSE, Mumbai.

11. Members/Proxies are requested to bring their copies of the Annual Report to the meeting.

NOTICE TO THE SHAREHOLDERS

- 12.** The Company's equity shares are listed with Bombay Stock Exchange and the National Stock Exchange of India Ltd.
- 13.** Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents, M/s.GNSA Infotech Ltd. for consolidation into a single folio.
- 14.** For the convenience of members willing to attend the Annual General Meeting, the Company proposes to arrange pick up bus/van from Tambaram and Madhya Kailash (Adyar). The bus/van will be placed opposite to Hindu Mission Hospital, Tambaram and Madhya Kailash Temple, Adyar between 9.00 a.m to 9.45 a.m on Wednesday 7th August 2019. Members are requested to produce their attendance slip/proxy form for availing this facility. The road maps respectively from Tambaram and Madhya Kailash to the Company's Registered Office are given next to the Attendance Slip.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No.3:

The Board of Directors of the Company, on recommendation of Audit Committee, approved the reappointment of M/s.S.Mahadevan & Co., Cost Accountants (Regn.No.000007), Chennai as Cost Auditors, to conduct the Audit of the cost records of the Company for the financial year ending 31st March 2020.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be approved by the shareholders of the Company.

Accordingly, consent of the Members is sought for passing an ordinary resolution as set out in Item No.4 of the Notice for approval of the remuneration amounting to Rs.1,75,000/- plus applicable taxes, travel and out of pocket expenses to the Cost Auditors for the financial year ending on 31.3.2020, as recommended by the Audit Committee and approved by the Board of Directors of the Company, has to be ratified by the Shareholders of the Company.

The Board recommends the Ordinary resolution at Item no.3 for approval by the members.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No.4:

At the 26th Annual General Meeting of the Company held on 26.07.2013, consent of the members was granted for mortgaging the properties of the Company as a security against the sanctioned facilities by the bank consortium members at specified amounts. In order to take care of the enhanced facilities now availed by the Company and also the change in the Bank consortium members, it is proposed for a general consent of the members for mortgaging the properties of the Company as a security against such enhanced facilities and future enhancements.

Section 180(1)(a) of the Companies Act 2013 states that the Board of Directors of a Public Company shall not, except with the consent of such public company, sell, lease or otherwise dispose of the whole, or substantially the whole of any such undertakings of the Company. Hence the proposed resolution.

The Board recommends the Special Resolution at Item no.4 for approval by the members.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No.5:

Pursuant to the provisions of Section 181 of the Companies Act, 2013, fresh permission of the members is sought by means of as Special Resolution to contribute to bonafide charitable and other funds, in any financial year, any amounts the aggregate of which shall not exceed 5% of average net profits for the three immediately preceding financial years or fifty lakhs, whichever is greater.

In the month of August 2018, severe floods affected the south Indian State of Kerala, due to unusual high rainfall during the monsoon season. It was the worst flood in Kerala in nearly a century. In this situation, the management immediately contributed to Rs. 21.19 lakhs towards Chief Minister Distress Relief fund taking into account Company's extensive business operations in the State and same has been ratified by the Board on 31.10.2018. As per the provisions of Section 181 of the Companies Act 2013, Shareholders permission is

NOTICE TO THE SHAREHOLDERS

required in general meeting for the purpose of compliance and therefore, the amount of Rs.30 lakhs contributed to Chief Minister Distress Relief Fund, Kerala to be ratified by the Shareholders of the Company and compliance.

None of the Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financial or otherwise, in this resolution.

The Board recommends the Special Resolution at Item no.5 for approval by the members.

Additional Information on directors recommended for appointment/ re-appointment as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015:

Name of the Director	V.M.KUMARESAN
Date of Birth	19.06.1963
Date of Appointment	01.06.2007
Expertise in specific Functional area	He possesses sound technical knowledge in deep drawing process, sheet metal forming, making tools and dies and has dedicated about 38 years in Research & Development and Innovation of new home appliances products.
Qualification	Matriculation
List of Outside Directorship held	LLM Appliances Pvt.Ltd. Butterfly Quality Centre Pvt.Ltd. V.M.Chettiar & Sons India LLP.
Chairman/Member of the Board of Directors of the Company	Member of the Board holding the position of Executive Director -Technical
Chairman/Member of the Committees of Directors of other Companies in which he is a Director a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders' Grievance Committee	Nil

Shareholding if any, in the Company	487804 (2.73%)
Relationship between Director, inter-se	Messrs.V.M.Lakshminarayanan, Chairman & Managing Director, V.M.Balasubramaniam, Vice Chairman & Managing Director, V.M.Seshadri, Managing Director and V.M.Gangadharam, Executive Director of the Company, being relative of Mr.V.M.Kumaresan, Executive Director - Technical, who are deemed to be interested in this Resolution.

Navalur – 600 130

By Order of the Board

Date : 24.05.2019

K.S.Ramakrishnan

Company Secretary & General Manager - Legal

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

CIN No.L28931TN1986PLC012728

**Regd.Office:143, Pudupakkam Village, Vandalur-Kelambakkam Road,
Kelambakkam – 603 103, Kancheepuram District, Tamil Nadu**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER A THE ENTRANCE OF THE MEETING HALL

*DP ID

Folio No.

*Client ID

No. of shares

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the Thirty Second Annual General Meeting of the Company to be held on Wednesday, 7th August 2019 at 11.00 a.m. at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District, Tamil Nadu.

*Applicable for investors holding shares in electronic form

.....
Signature of the shareholder/proxy

PROXY FORM

**[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules 2014]**

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

CIN No.L28931TN1986PLC012728

**Regd.Office:143, Pudupakkam Village, Vandalur-Kelambakkam Road,
Kelambakkam – 603 103, Kancheepuram District, Tamil Nadu**

Name of the Member(s)	Registered Address	Email ID : Folio No: *Client ID: *DP ID:	
-----------------------	--------------------	---	--

I/We, being the member(s) of shares of Butterfly Gandhimathi Appliances Ltd, hereby appoint:

Name:	or failing him	or failing him
	Name	Name
Address	Address	Address
Email ID:	Email ID:	Email ID:
Signature:	Signature:	Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Wednesday, 7th August 2019 at 11.00 a.m. at its Registered Office at 143, Pudupakkam Village, Vandalur-Kelambakkam Road, Kelambakkam – 603 103, Kancheepuram District, Tamil Nadu and at any adjournment thereof in respect of such resolutions, as are indicated below:

*Applicable for investor holding shares in electronic form

** I wish my above Proxy to vote in the manner as indicated in the box below.



S.No.	Resolutions	Type of Resolution	For Y/N	Against Y/N
A	ORDINARY BUSINESS			
1.	Consider and adopt Audited Financial Statements, Reports of the Board of Directors and Auditors.	Ordinary		
2.	Re-appointment of Mr.V.M.Kumaresan (DIN 00835948), who retiring by rotation	Ordinary		
B	SPECIAL BUSINESS			
3.	Approval of Remuneration of Cost Auditors	Ordinary		
4.	Approval pursuant to Section 180(1)(a) of the Companies Act 2013 for mortgaging and/or charging of the movable/immovable properties	Special		
5.	Approval pursuant to Section 181 of the Companies Act 2013 to contribute to bonafide Charitable and other funds	Special		

Signed on this day of 2019

Affix Re.1/-
Revenue
Stamp

.....

.....

Signature of Shareholder

Signature of Proxyholder(s)

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company or at the office of its Registrar and Share Transfer Agents at GNSA Infotech Ltd, STA Department, Nelson Chambers, 115, Nelson Manickam Road, Aminjikarai, Chennai – 600 029, not less than 48 hours before the commencement of the meeting.