

BUTTERFLY GANDHIMATHI APPLIANCES LIMITED

Regd. Office: 143, Pudupakkam Village, Vandalur - Kelambakkam Road, Kelambakkam –
603 103, Chengalpattu District CIN: L28931TN1986PLC012728
e-mail: butterfly.investorrelations@butterflyindia.com ; Website: www.butterflyindia.com

Notice of Postal Ballot through E-voting

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the
Companies (Management and Administration) Rules, 2014 as amended]**

To,
The Members,
Butterfly Gandhimathi Appliances Limited (“The Company”)

Notice is hereby given that pursuant to the Provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any of the Act (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, (“Rules”), General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) and the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India as amended, to transact the special businesses as set out in this Notice hereunder by passing Special Resolution, as applicable, by way of Postal Ballot through electronic Voting (“remote e-voting”).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent through electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent (“RTA”) /Depository Participants/Depository. In respect of those Members who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect has been published in the newspapers dated January 26, 2023. The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, an explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice (“**Notice**”) for your consideration and forms part of this Notice.

The Board of Directors of the Company have appointed Mr. M. Alagar (FCS 7488; C.P.: No. 8196,) Managing Partner, or failing him, Mr. D. Saravanan (ACS 60177; CP No: 22608) Partner of M/s. M. Alagar & Associates, Practising Company Secretaries (ICSI Unique code: P2011TN078800), as Scrutinizer for conducting the Postal Ballot only through remote e-voting process in accordance with the provisions of the Act and the Rules made thereunder in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the MCA Circulars the Company is pleased to extend e-voting facility to enable the Members to cast their votes electronically instead of through the Postal Ballot Form(s). The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paragraphs.

The Postal Ballot Notice has also been uploaded on the Company’s website at www.butterflyindia.com under the tab ‘**Investor Relations**’.

The remote e-voting period commences from 9.00 A.M. (IST) on Wednesday, February 01, 2023 and ends at 5.00 P.M. (IST) on Thursday, March 02, 2023.

The Company has engaged the services of M/s. National Securities Depository Limited (“**NSDL**”) for the purpose of providing remote e-voting facility to all its members. The instructions for remote e-voting are appended to this Notice. Members (holding shares in Demat or in physical form) are requested to carefully read the related notes to this Postal Ballot Notice and instructions given thereunder and cast their votes by e-voting not later than 05:00 P.M. on Thursday, March 02, 2023.

The Scrutinizer will submit their Report to the Company after the completion of scrutiny, of e-voting in a fair and transparent manner, and the results of postal ballot through e-voting shall be declared by the Chairman or any other person authorised by him within 2 working days from the conclusion of the e-voting, i.e. on or before Saturday, March 04, 2023 at the Registered Office of the Company and also by placing the same on the Company’s website

at www.butterflyindia.com and on the website of NSDL at <https://www.evoting.nsdl.com/> besides being communicated to BSE Limited and National Stock Exchange of India Limited.

You are requested to record your assent (“**FOR**”) or dissent (“**AGAINST**”) on the proposed resolutions by means of remote e-voting system provided by the Company. The last date of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.

Special Business

Item No 1.

To approve continuation of Directorship of Mr. T. R. Srinivasan (DIN: 00367302) as Non-Executive Independent Director beyond the age of 75 years till the expiry of his current tenure

To consider and if thought fit, to pass the following resolution as a ***Special Resolution***:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and applicable provisions, if any, of the Companies Act, 2013 and relevant Rule(s)/ Regulation(s) made there under, (including any amendment(s), statutory modification(s) or re-enactment thereof, for the time being force), the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. T. R. Srinivasan (DIN: 00367302), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., May 23, 2023 till the expiry of his current tenure i.e. up to July 31, 2024 on the same terms and conditions as already approved by the Members.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution.”

Item No: 2

To approve continuation of Directorship of Mr. A. Balasubramanian (DIN: 00490921) as Non-Executive Independent Director beyond the age of 75 years till the expiry of his current tenure

To consider and if thought fit, to pass the following resolution as a ***Special Resolution***:

RESOLVED THAT pursuant to Regulation 17(1A) of the Security Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and applicable provisions, if any, of the Companies Act, 2013 and relevant Rule(s)/ Regulation(s) made there under, (including any amendment(s), statutory modification(s) and/ or re-enactment thereof, for the time being force), , the consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. A. Balasubramanian (DIN: 00490921), as a Non-Executive Independent Director of the Company from the day he attains the age of 75 years i.e., January 05, 2024 till the expiry of his current tenure i.e. up to July 31, 2024 on the same terms and conditions as already approved by the Members.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) or the Key Managerial Personnel of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper, or expedient to give effect to this resolution."

By Order of the Board of Directors

Sd/-

**Priya Varshinee V M
Company Secretary &
Compliance Officer**

Membership No. ACS 53693

Registered Office:

143, Pudupakkam Village, Vandalur – Kelambakkam Road,
Kelambakkam – 603103, Chengalpattu District.

Date: January 23, 2023

Place: Chennai

Notes:

1. The explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013 (**"the Act"**) read with Regulation 36 of the Listing Regulations, and SS-2 on General Meetings issued by ICSI, setting out all material facts and reasons pertaining to each of the Special Business is annexed hereto and forms part of this Postal Ballot Notice.
2. The Postal Ballot as required to be conducted as per provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and MCA Circulars issued from time to time. The MCA vide its circular dated December 28, 2022, allowed the Companies to transact items through postal ballot in accordance with framework provided in the aforesaid circulars up-to September 30, 2023.
3. In line with the guidelines of MCA Circulars, the Postal Ballot Notice is being sent in electronic form to the Members who have registered their e-mail addresses with the Company/Registrar and Transfer Agent of the Company (in case of physical shareholding)/ with their Depository Participants (in case of electronic shareholding). Physical copies of Postal Ballot Notice will not be sent to the shareholders of the Company.
4. The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members /Statements of Beneficial Ownership maintained by the Depositories of the Company as on close of business hours on Friday , January 27, 2023 (**"Cut-off date"**) (**"Eligible Members"**) and who have already registered their email IDs, for receipt of documents in electronic form, with their Depository Participants or the Company's Registrar and Share Transfer Agent – M/s. GNSA Infotech Private Limited (RTA). Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
5. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, January 27, 2023 (**"Cut-off date"**). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.

6. In compliance with the provisions of Sections 108 and 110 and all other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”), the Company is pleased to provided e-voting facility to all the Members, to enable them to cast their votes electronically and has engaged the services of M/s. National Securities Depository Limited (‘NSDL’) as the agency to provide e-voting facility. Instructions for the process to be followed for e-voting are annexed to this Postal Ballot Notice
7. A Member cannot exercise his vote by proxy on Postal Ballot.
8. The Members would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.
9. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
10. The Postal Ballot Notice will also be available on the Company’s website at www.butterflyindia.com , and also on the websites of the Stock Exchanges i.e. BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s RTA M/s. GNSA Infotech Private Limited at www.gnsaindia.com and on the website of NSDL at www.evoting.nsdl.com.
11. The remote e-Voting period commences on Wednesday, February 01, 2023 at 09:00 A.M. (IST) and ends on Thursday, March 02, 2023 at 5:00 P.M. (IST). During this period, members of the Company holding shares as on the cut-off date may cast their vote electronically. The remote e-Voting module shall be disabled thereafter. Once the vote on the resolution is cast by a Member, the same will not be allowed to be changed subsequently. Resolution passed by the Members through this Postal Ballot (through remote e-voting) shall be deemed to have been passed as if it has been passed at a General Meeting of the Members. The resolutions, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Thursday, March 02, 2023.
12. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement, resolutions of the Board of Directors and the Nomination and Remuneration Committee, Memorandum and Articles of Association of the Company are available for inspection by the Members at the Company’s Registered Office between 11.00 A.M. and

1.00 P.M. on all working days except Saturday and holidays from the date of despatch of this Postal Ballot Notice and up to the date of closure of Postal Ballot. Members may also write to butterfly.investorrelations@butterflyindia.com for inspection of the aforesaid documents.

13. A Member need not use all his/her/its votes, nor does he/she/it need to cast all his/her/its votes in the same way.
14. Institutional investors are encouraged to vote on the Postal Ballot. Corporate Members are required to send a scanned copy (PDF/JPG Format) of the Authority Letter authorising its representatives to vote for the postal ballot on its behalf. The said Authority Letter shall be sent to the Scrutiniser by email through its registered email address to alagar@geniconsolutoins.com with a copy marked to NDSL on evoting@nsdl.co.in.
15. The Company has appointed Mr. M. Alagar (FCS 7488; C.P.: No. 8196,) Managing Partner, or failing him, Mr. D. Saravanan (ACS 60177; CP No: 22608) Partner of M. Alagar & Associates, Practising Company Secretaries (ICSI Unique code: P2011TN078800), to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
16. The Scrutinizer will submit their report to the Chairman/Person authorised by Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final.
17. The results of the Postal Ballot through e-voting will be declared within two (2) working days of the conclusion of the Postal Ballot and will be displayed along with the Scrutiniser's Report at the Registered Office of the Company after communication to the Stock Exchanges viz. BSE Limited (www.bseindia.com) and The National Stock Exchange of India Limited (www.nseindia.com), where equity shares of the Company are listed, in accordance with the SEBI Listing Regulations and additionally be uploaded on the Company's website www.butterflyindia.com, on the website of Company's RTA M/s. GNSA Infotech Private Limited at www.gnsaindia.com and on the website of NSDL at <https://www.evoting.nsdl.com/>
18. Shareholders holding shares in physical form are requested to update/register their PAN, Nomination, Contact Details i.e. Postal address with PIN Code, Mobile number, E-mail address, Bank Account details and Specimen Signature by providing form ISR-1, ISR-2, ISR-3 and form SH-13 complete in all respects along with other required documents as prescribed in these forms by any one of the following mode:

- Sending hard copy of the said forms along with required documents to our RTA, GNSA Infotech India Private Limited at Nelson Chambers Block F, 4th Floor, 115, Nelson Manickam Road, Aminthakarai, Chennai 600029 or
- In person verification (IPV) of the said forms and required documents at the office of our RTA, GNSA Infotech India Private Limited at Nelson Chambers Block F, 4th Floor, 115, Nelson Manickam Road, Aminthakarai, Chennai 600029 or
- Through electronic mode, by downloading the said forms and filling the same with e-sign. The required documents should be uploaded at the website of the RTA of the Company at <http://www.gnsaindia.com/share-registry-operations.php> . Procedure for uploading the documents is available at the above link.

INSTRUCTION FOR VOTING

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

| | |
|---|---|
| | <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website |

| | |
|---|---|
| | <p>www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <ol style="list-style-type: none"> 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> |

| | |
|--|--|
| | Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |
|--|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the

company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to alagar@geniconsolutoins.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the 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 the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi M at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to butterfly.investorrelations@butterflyindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to butterfly.investorrelations@butterflyindia.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

NOTE TO SHAREHOLDERS

We hereby inform that SEBI vide its Circular [SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655](#) dated November 3, 2021 has mandated:

- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 01, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular [SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8](#) dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/claimant shall make a request to the Depository Participant for dematerializing the said securities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT ALL THE MATERIAL FACTS

In conformity with the provisions of Sections 102 and 110 of the Companies Act, 2013 ("the Act"), the Secretarial Standard- 2 on General Meetings issued by the Institute of Company Secretaries of India and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the following Explanatory Statement setting out all material facts relating to the businesses mentioned at Item Nos. 1 and 2 of the accompanying Notice dated January 23, 2023 should be taken as forming part of this Notice.

Item No 1:

To approve continuation of Directorship of Mr. T. R. Srinivasan (DIN: 00367302) as Non-Executive Independent Director beyond the age of 75 years till expiry of his current tenure.

Mr. T. R. Srinivasan (DIN: 00367302) was re-appointed as a Non-Executive Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") for second term for a period of five years effective from August 01, 2019 by the Members of the Company through postal ballot dated May 26, 2019. His Second term as an Independent Director shall expire on July 31, 2024.

In terms of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years.

Mr. T. R. Srinivasan will be attaining the age of 75 years on May 23 2023 and approval of the Members would be required for the continuation of Mr. T. R. Srinivasan as Independent Director from the day he attains the age of 75 years till expiry of his current term i.e. July 31, 2024 , notwithstanding that he attains the age of 75 years.

On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge of Mr. T. R. Srinivasan, the Board of the Directors at their meeting held on January 23, 2023 had approved the continuation of directorship of Mr. T. R. Srinivasan (DIN: 00367302) as an Independent Director of the Company from the day he attains the age of 75 years i.e., May 23, 2023 till the completion of his present term up to July 31, 2024 on the same conditions as already approved by the Members through postal ballot dated May 26, 2019.

Mr. T. R. Srinivasan joined the Board on June 1, 2013. He has over 35 years of wide-ranging experience in policy planning and implementation in sectors such as urban planning and development, forecasting food requirement, procurement, planning and development of Industrial infrastructure. Mr. Srinivasan retired as Vice Chairman, Chennai Metropolitan Development Authority (CMDA) in 2008.

Mr. T. R. Srinivasan meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Nomination and Remuneration Committee & Board of Directors of the Company

- Financial
- Leadership
- Board Service and Governance
- Risk Expertise

Additional information of Mr. T. R. Srinivasan , pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) is provided in **Annexure A** to this Notice.

Considering the vast knowledge, acumen, expertise and performance of Mr. T. R. Srinivasan and significant contributions made, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company.

Accordingly, consent of the Members by way of Special Resolution is required for continuation of current tenure of Mr. T. R. Srinivasan (DIN: 00367302) as an Independent Director beyond the age of 75 years.

Mr. T. R. Srinivasan , is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. T. R. Srinivasan, and his relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 1 of this Notice is accordingly commended for your approval.

Item No. 2:

To approve continuation of Directorship of Mr. A. Balasubramanian (DIN: 00490921) as Non-Executive Independent Director beyond the age of 75 years till expiry of his current tenure.

Mr. A. Balasubramanian (DIN: 00490921) was re-appointed as a Non-Executive Independent Director of the Company in terms of Section 149, 152 read with Schedule IV and other

applicable provisions of the Companies Act, 2013 ('the Act') for second term for a period of five years effective from August 01, 2019, by the Members of the Company through postal ballot dated May 26, 2019. His Second term as an Independent Director shall expire on July 31, 2024.

In terms of Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 consent of the members by way of special resolution is required for appointment or continuation of Directorship of a Non-Executive Director, beyond the age of 75 Years.

Mr. A. Balasubramanian will be attaining the age of 75 years on January 05, 2024, and approval of the Members would be required for the continuation of Mr. A. Balasubramanian as a Non-Executive Independent Director from the day he attains the age of 75 years till expiry of his current term i.e. July 31, 2024, notwithstanding that he attains the age of 75 years.

On the recommendation of Nomination & Remuneration Committee and based on the skills, experience, knowledge and report of performance evaluation of Mr. A. Balasubramanian, the Board of the Directors at their meeting held on January 23, 2023 had approved the continuation of directorship of Mr. A. Balasubramanian (DIN: 00490921) as an Independent Director of the Company from the day he attains the age of 75 years i.e., January 05, 2024 till the completion of his present tenure upto July 31, 2024 on the same conditions as already approved by the Members through postal ballot dated May 26, 2019.

Mr. A. Balasubramanian is a qualified Chartered Accountant and had joined the Board the Company on November 14 2011. Mr. Balasubramanian started his career with Tata group of companies in Mumbai, where he had worked in Accounts and Finance, for about 5 years. Later he joined Punjab National Bank, New Delhi, where he had worked in different capacities before retirement as Chief General Manager.

Mr. A. Balasubramanian meets the following skills and capabilities required for the role as an Independent Director, as have been identified by the Nomination and Remuneration Committee & Board of Directors of the Company

- Financial
- Leadership
- Board Service and Governance
- Risk Expertise

Considering the vast knowledge, acumen, expertise and performance of Mr. A. Balasubramanian and significant contributions made, the Board of Directors is of the opinion that his continued association would be of immense benefit to the Company.

Additional information of Mr. A. Balasubramanian, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2) is provided in **Annexure A** to this Notice.

Accordingly, Consent of the Members by way of Special Resolution is required for continuation of current tenure of Mr. A. Balasubramanian (DIN: 00490921) as an Independent Director beyond the age of 75 years.

Mr. A. Balasubramanian is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. A. Balasubramanian, and his relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 2 of this Notice is accordingly commended for your approval.

Annexure A

Additional information on Independent Directors as required under Regulation 36(3) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 issued by the Institute of Company Secretaries of India, is as under:

| Name of Directors | Mr. T. R. Srinivasan | Mr. A. Balasubramanian |
|---|---|---|
| DIN | 00367302 | 00490921 |
| Category | Non-Executive Independent Director | Non-Executive Independent Director |
| Date of Birth | May 23, 1948 | January 05, 1949 |
| Age | 74 | 73 |
| Date of initial Appointment | June 01, 2013 | May 05, 2012 |
| Nationality | Indian | Indian |
| Qualifications | IAS | Chartered Accountant |
| Experience | 35 Years | 40 Years |
| Expertise in specific functional area | Policy planning and implementation in sectors such as urban planning and development, forecasting food requirement, procurement, planning and development of Industrial Infrastructure. | Accounts, Finance, Credit Administration, Risk Management, and other areas of Banking. |
| List of Directorship in other Listed Companies | Nil | Directorship - Nelcast Limited |
| List of Directorship in other Unlisted Companies | Nil | NC Energy Limited |
| Membership (M) of Committees across all listed companies | Nil | Nelcast Limited: 1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee |
| Chairmanship across all Listed Companies | Nil | Nelcast Limited: 1. Audit Committee |

| | | |
|--|---|---|
| Number of shares held in the Company (self and as a beneficial owner) | - | - |
| Sitting Fees / Remuneration sought to be paid | To be paid as per provisions of the Companies Act, 2013 and as decided by the Board of Directors from time to time | |
| Terms and Conditions of Appointment | <ul style="list-style-type: none"> • Directors appointed as Non-Executive Independent • Director not liable to retire by rotation. • Terms of appointment is 5 years from August 01, 2019, to July 31, 2024, <p>Other terms and conditions- Available on the website of the Company i.e., www.butterflyindia.com and open for inspection at the registered office of the Company on all working days except National Holidays, during business hours up to results of Postal Ballot</p> | |
| Disclosure of inter-se Relationship with other Directors or KMP of the Company | There is no relationship with other Directors, Managers and KMPs on the Board | |
| Number of meetings of the Board attended during the FY 2022- 23 | 4 | 4 |
| Listed entities from which resigned in the past three years | Nil | Nil |
| Membership of Committees of Butterfly Gandhimathi Appliances Limited | 1. Stakeholder’s Relationship Committee 2. Corporate Social Responsibility Committee | 1. Audit Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee |
| Chairmanship in Butterfly Gandhimathi Appliances Limited | Nil | Audit Committee |
| Skills and capabilities required for the role and the manner in which the proposed person meets such | Expertise in a) Financial b) Leadership c) Board Service and Governance d) Risk Expertise | Expertise in e) Financial f) Leadership g) Board Service and Governance h) Risk Expertise |

| | | |
|---------------------|--|--|
| requirements | Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties and in the opinion of the Board, the Director meets such requirements. | Considering the skills, expertise and competencies required for effective functioning and discharge of Board's duties and in the opinion of the Board, the Director meets such requirements. |
|---------------------|--|--|