



ANNUAL REPORT 2008 - 2009



DELIVERING DELIGHT
THE WORLD OVER...



DIRECTORS:

ROBERT LAWRENCE MINK (NON EXECUTIVE CHAIRMAN)
ARVIND UPPAL (MANAGING DIRECTOR)
VIKAS SINGHAL (WHOLE TIME DIRECTOR)
ANAND BHATIA (INDEPENDENT DIRECTOR)
SIMON JAMES SCARFF (INDEPENDENT DIRECTOR)
SANJIV VERMA (INDEPENDENT DIRECTOR)

COMPANY SECRETARY:

RAVI SABHARWAL

BANKERS:

Citibank
Standard Chartered Bank
ABN Amro Bank
HDFC Bank
Deutsche Bank
Bank of America
Punjab National Bank

AUDITORS:

S. R. Batliboi & Company
Chartered Accountant.

COST AUDITOR:

Ashok K. Agarwal,
Cost Accountant

STOCK EXCHANGE WHERE SHARES LISTED:

Bombay Stock Exchange

REGISTERED OFFICE:

Plot No. A- 4, MIDC, Ranjangaon, Taluka- Shirur,
District- Pune, Maharashtra- 419 204.

CORPORATE OFFICE:

Plot No. 40, Sector- 44,
Gurgaon, Haryana- 122 002

WORKS:

Faridabad (Haryana)
Thirubhuvanai (Puducherry)
Ranjangaon (Maharashtra)

REGISTRAR & SHARE TRANSFER AGENT:

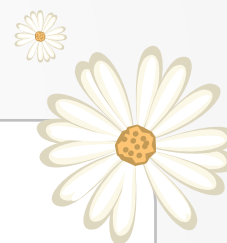
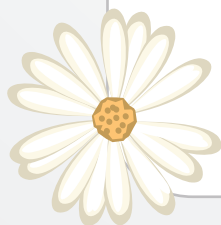
Link Intime India Pvt. Ltd.
A-40, 2nd Floor
Naraina Industrial Area, Phase II
New Delhi-110 028



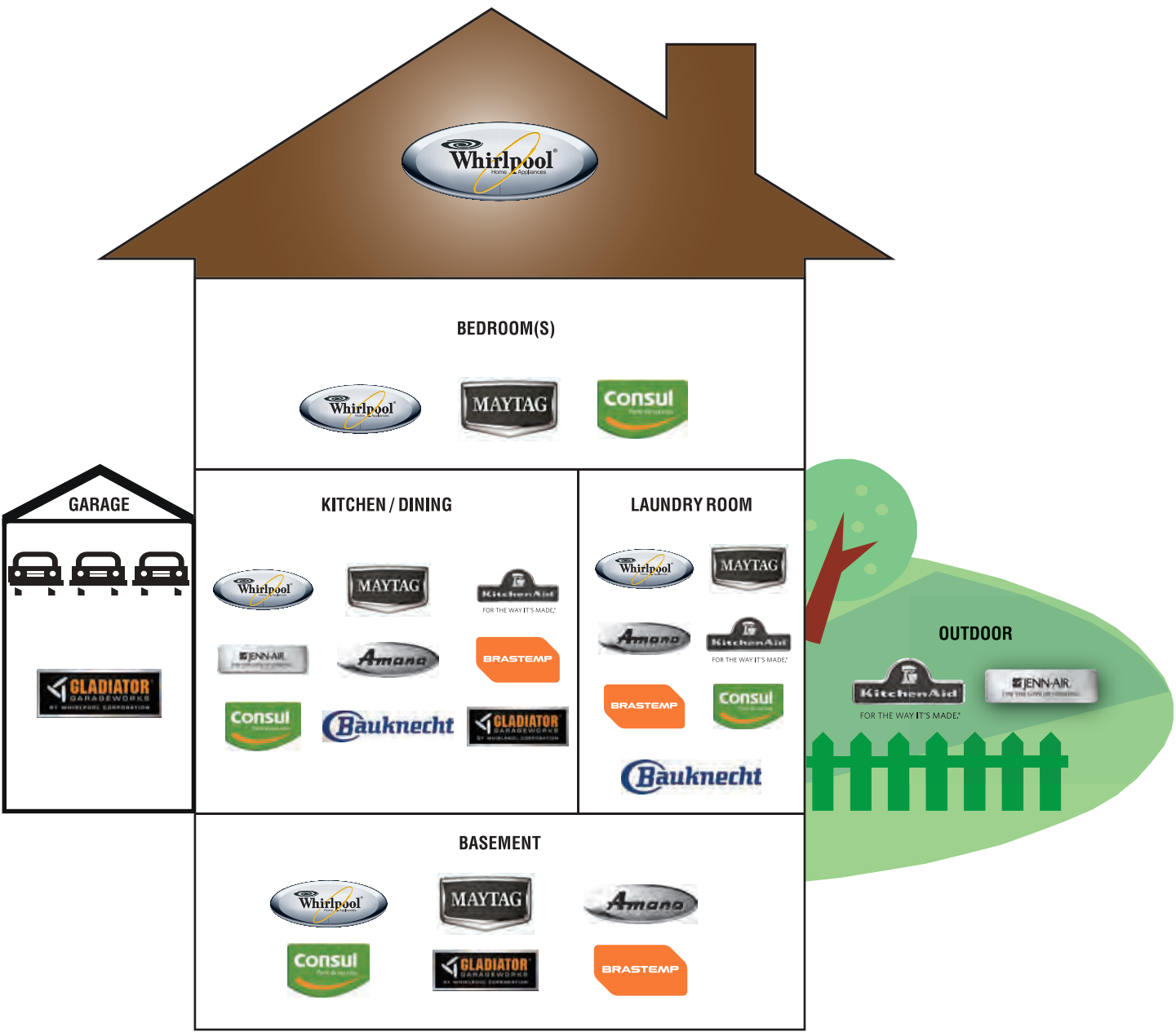
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rom a humble beginning in a small machine shop in 1911 in Michigan, USA, Whirlpool® Corporation is today the World's No. 1 Home Appliance Company. With a wide portfolio of 9 leading brands, each with its own unique consumer proposition, Whirlpool® today has the most preferred range of appliances across 4 continents. This is in pursuit of our vision, 'Every Home, Everywhere, with Pride, Passion and Performance'. Deservedly every homemaker's favourite, we are truly in the profession of delivering delight. Globally!

- Revenue of \$19 Billion (appx.)
- 70,000 Employees
- 69 Manufacturing and Technology Centers



A global brand for every room





THE ACTIVE BALANCER

Whirlpool®, the flagship brand of the company, strives to help families manage their ever-busy lives with innovative products that help them get more done. The legacy of insight-driven innovation has made *Whirlpool*® the No.1 home appliance brand in the world.



THE DEMANDING LOYALIST

Appliances under the *Maytag* brand have been synonymous with dependability and durability. Their strength and durability are conveyed through powerful good looks and solid internal engineering.



FOR THE WAY IT'S MADE.®

THE HOME ENTHUSIAST

The *KitchenAid* brand is for those people who are passionate about cooking. In response to consumers - inspired by the quality of their *KitchenAid* countertop and major appliances - the brand now offers virtually anything a cook may need in the kitchen. From cookware and measuring cups to pantryware and cookbooks, this brand has it all.



THE PROUD GOURMET

The *Jenn-Air* brand offers refined kitchen appliances that deliver beautiful results. It takes the lead on style and performance, appealing to the consumer who loves to entertain, has uncompromising taste and pays great attention to detail.





THE PRACTICAL STYLE-SEEKER

The *Amana* brand is for down-to-earth consumers who want to create a pleasant atmosphere in their homes and seek quality and style at an affordable price.



BRASTEMP

THE TRENDY COSMOPOLITAN

The *Brastemp* brand, the No. 1 home appliance brand in Brazil, helps consumers express their sense of style and individuality while freeing them to do the things they like to do.



THE CLOSE-KNIT OPTIMIST

The *Consul* brand is close and intimate with its consumers and is considered a part of their homes and family heritage.



THE LIFE ENTHUSIAST

The *Bauknecht* brand makes life easier for consumers. Featuring premium products that are reliable and make healthy living easy, the brand is committed to helping consumers conserve natural resources.



THE GARAGE ENTHUSIAST

The *Gladiator* brand provides unique storage solutions for consumers who enjoy sports, outdoor activities, automotive restoration and gardening.



NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY EIGHTH ANNUAL GENERAL MEETING OF WHIRLPOOL OF INDIA LIMITED will be held at Yash Inn, P-11, 5 - Star- M.I.D.C, Ranjangaon, Pune - Ahmednagar Express Highway, Taluka Shirur, District Pune-419 204 on Thursday the 24th day of September, 2009 at 11.30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2009, the Profit & Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Robert Lawrence Mink, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Simon J. Scarff, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors, in addition to the reimbursement of out of pocket expenses in connection with the audit of the Accounts of the Company for the year ending 31st March, 2010.

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT Mr. Sanjiv Verma, who was appointed as an Additional Director of the Company on 30th January, 2009 and whose term expires under section 260 of the Companies Act, 1956 at this Annual General Meeting and in respect of whom, Company has received notice from a member under section 257 of the said Act proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Independent Director of the Company subject to retirement by rotation.

By Order of the Board
Ravi Sabharwal
Company Secretary

Place : Gurgaon
Date : 13th May, 2009

NOTES:

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AT THE MEETING INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- b) The instrument appointing proxy to be valid shall be deposited with the Company at its registered office at least 48 hours before the time fixed for the meeting.
- c) Members/proxies should bring the attendance slip duly filled in for attending the meeting.
- d) Register of Members will remain closed from 17th September, 2009 to 24th September, 2009 (Both days inclusive).
- e) Members holding shares in physical form may appoint a

nominee by filing Form 2B with the company in their own interest. Members holding shares in demat form may get their nomination recorded with their respective Depository Participant.

- f) Documents referred in the proposed resolutions are available for inspection at the registered office of the company during working hours.
- g) Shareholders are requested to address all correspondence relating to their shareholding to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd. at the following address:-

Link Intime India Pvt. Ltd. (Formerly Intime Spectrum Registry Ltd.)

A-40, 2nd Floor, Naraina Industrial Area,
Phase II (Near Batra Banquet Hall)

New Delhi 110 028

Tele. No. 91-11-41410- 592, 593, 594

Fax No. 91-11-41410 591

Email: delhi@linkintime.co.in

The shareholders requiring information on accounts are requested to send their queries to the Company well in advance.

ANNEXURE TO NOTICE

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

As required by Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out the material facts relating to the special business under item No. 5 of the accompanying Notice dated 13th May, 2009.

Item No. 5

The Board of Directors appointed Mr. Sanjiv Verma, as an additional director in the category of Non Executive Independent Director w.e.f. 30th January, 2009, pursuant to the provisions of Article 107 of the Articles of Association of the Company read with Section 260 of the Companies Act, 1956. Mr. Sanjiv Verma holds office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member under section 257 of the Companies Act, 1956, signifying his intention to propose at this Annual General Meeting the appointment of Mr. Sanjiv Verma as a Non Executive Independent Director of the Company.

Mr. Verma is an Engineering Graduate from Indian Institute of Technology (IIT). He has over 25 years of experience working in various leadership positions. His last assignment was as General Manager India and SEA, & Managing Director Baxter India. He is a Director of Bengal Aerotropolis Pvt. Ltd. and J. V. D. Health Pvt. Ltd. He is Founder Trustee of Chronic Health Care Foundation of India. He along with him brings his key strengths in Strategic thinking and influencing skills for business growth and profitability, Business Leadership skills, Analytical capabilities, People Management in a multicultural, multinational environment.

The Board considers that it would be in the interest of the Company to appoint Mr. Sanjiv Verma as the Director of the Company.

No Director other than Mr. Sanjiv Verma is in any way concerned or interested in the proposed Resolution.

The Directors recommend this resolution for the approval of shareholders.

CORPORATE GOVERNANCE

1. THE COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

"We will pursue our business with honor, fairness, and respect for the individual and the public at large . . . ever mindful that there is no right way to do a wrong thing."

Jeff M. Fettig

Chairman,

Whirlpool Corporation

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of enhancing shareholders value and discharge of social responsibility. The Company believes in adopting the best practices in the areas of Corporate Governance. Even in a tough competitive business environment, the Management and Employees of the Company are committed to value transparency, integrity, honesty and accountability which are fundamental to Whirlpool Group. These Values guide us in all our transactions and relations. That is the Spirit of Whirlpool and we also call it the Spirit of Winning.... On to Leadership.... sustainable and profitable achieved with the mantra of One Team..... One Dream.

We believe that sound corporate governance is necessary to enhance and retain stakeholders' trust. Our Board exercises its fiduciary responsibilities in the widest sense of the term. Our disclosures always seek to attain best practices in international corporate governance. It is our continuous endeavor to enhance long-term shareholders value and respect minority rights in all our business decisions.

There is more widespread understanding and acceptance that good corporate governance ultimately leads to better performance, increased investor confidence and higher value creation.

2. BOARD OF DIRECTORS

Composition

The Board of Directors of the Company comprises of Executive, Non-Executive and Independent Directors. The Chairman is a Non-Executive Director. In all there are 6 Directors including 3 Independent Directors. As on March 31, 2009, the composition of the Board of Directors of the Company meet the stipulated requirements of clause 49 of the Listing Agreement of the Bombay Stock Exchange Ltd. Memberships of the Directors on other boards/committees are given here under:

Name of the Directors	Category	No. of Directorships and Committee Memberships/ Chairmanships (As on March 31, 2009)		
		Other Directorships	Committee Memberships	Committee Chairmanship
Robert Mink *	Chairman and Non-Executive Director	-	-	-
Arvind Uppal	Managing Director	1	-	-
Vikas Singhal **	Whole time Director	-	-	-
Sanjiv Verma ***	Non-Executive & Independent Director	1	-	-
S.J. Scarff	Non-Executive & Independent Director	1	2	1
Anand Bhatia	Non-Executive & Independent Director	3	1	-

Note:

Mr. Anand Bhatia is the Chairman of Audit Committee, Remuneration Committee and Investor Grievance Committee.

Mr. Ravi Sabharwal, Company Secretary is the Chairman of Share Transfer Committee.

* Mr. Robert Mink was nominated as Chairman w.e.f. May 20, 2008.

** Mr. Vikas Singhal was appointed on Board w.e.f. July 25, 2008.

*** Mr. Sanjiv Verma was appointed on Board w.e.f. January 30, 2009.

Attendance & Meeting

The Attendance of the Directors in the Board Meetings and at the AGM held during the year is given as under:

Name of the Directors	Category	No. of Board Meetings Attended	Whether Attended the AGM
Robert Lawrence Mink	Non-Executive Director & Chairman	1	Yes
Arvind Uppal	Managing Director	5	Yes
Mahesh Krishna *	Whole Time Director	1	No
Vikas Singhal **	Whole Time Director	4	Yes
S.J. Scarff	Non-Executive & Independent Director	5	Yes
Anand Bhatia	Non-Executive & Independent Director	5	Yes
Sanjiv Verma ***	Non-Executive & Independent Director	1	No

* Resigned w.e.f. July 25, 2008

** Appointed on Board w.e.f. July 25, 2008.

*** Appointed on Board w.e.f. January 30, 2009.

During the year ended March 31, 2009 five meetings of the Board of Directors were held on the following dates:

(i) May 20, 2008 (ii) July 25, 2008 (iii) September 18, 2008 (iv) October 23, 2008 (v) January 30, 2009.

The Annual General Meeting (AGM) was held on September 18, 2008.

3. COMMITTEES OF THE BOARD

(i) Audit Committee

The functioning and terms of reference of the audit committee including the role, powers and duties, quorum for meeting and frequency of meetings, have been devised keeping in view the requirements of section 292A of the Companies Act, 1956 and the listing Agreement with the Bombay Stock Exchange Ltd.

The Company has a multi disciplinary Internal Audit Team which submits its report directly to the Audit Committee on a quarterly basis. The Chairman of the Audit Committee attended the last Annual General Meeting held on September 18, 2008 to answer shareholders queries.

The Audit Committee is responsible for

- (i) Effective supervision of the financial reporting process, ensuring financial, accounting and operating controls and compliance with established policies and procedures.
- (ii) Evaluating the adequacy of internal controls and its effectiveness.
- (iii) Reviewing the financial results of the Company for each quarter/ year before the same are placed at the Board meeting for approval.
- (iv) Providing an avenue for effective communication between the Internal Audit, the Statutory Auditors and the Board of Directors.

Composition and Attendance

Name of the Directors	No. of Meetings Attended
Anand Bhatia, Chairman	4
S.J. Scarff	4
Mr. Robert Mink	-
Mr. Sanjiv Verma *	-

* Appointed w.e.f. 30th January 2009.

The Chief Financial Officer, the Internal Auditor and the partner of S. R. Batliboi & Co., the Statutory Auditors are permanent invitees to the audit committee meetings. It has been the practice of the Chairman of the Audit Committee to extend an invitation to

Annual Remuneration paid to Mr. Arvind Uppal, Managing Director

Basic Salary	Allowances	Perquisites	Performance Bonus	Contribution to Provident Fund & Superannuation Fund *	Total
39,99,996	-	2,64,452	-	10,80,000	53,44,447

Service contract renewed for next three years w.e.f. 16th February 2008.
Severance Fees – NIL

Notice Period – 3 Months
Stock Options of Whirlpool of India Ltd. – NIL

Annual Remuneration paid to Mr. Mahesh Krishna, Whole Time Director

Basic Salary	Allowances	Perquisites	Performance Bonus	Contribution to Provident Fund & Superannuation Fund *	Total
4,50,143	7,02,584	3,46,612	-	1,21,539	16,20,878

Service contract for two years w.e.f. 27th October, 2006.
Severance Fees – NIL
Resigned w.e.f. 25th July 2008

Notice Period – 3 Months
Stock Options of Whirlpool of India Ltd.– NIL

the Managing Director and Executive Directors to attend all the meetings and to Cost Auditors whenever required. Mr. Ravi Sabharwal, Company Secretary acts as the Secretary of the Committee.

During the year ended March 31, 2009, four meetings of the Audit Committee were held on the following dates

- i) May 20, 2008 (ii) July 25, 2008 (iii) October 23, 2008 and (iv) January 30, 2009

Anand Bhatia, Chairman of the Audit Committee has financial and accounting background and knowledge.

(ii) Directors Remuneration Committee

Terms of Reference of the Directors Remuneration Committee are as per the guidelines set out in the listing agreement with the Bombay Stock Exchange Ltd. that inter alia include determination of the Company's policy on specific remuneration packages for Directors.

Composition and Attendance

Mr. Anand Bhatia is the Chairman of Remuneration Committee. Other members of the Committee consist of Mr. S. J. Scarff and Mr. Robert Mink.

During the year two meetings of Remuneration Committee were held on 20th May 2008 and 25th July 2008. Mr. Anand Bhatia and Mr. Simon J Scarff attended both the meetings.

Remuneration policy

The terms of reference / role of the Remuneration Committee is to determine the Company's policy on the remuneration package of its Executive Directors and to determine and approve the terms & conditions and remuneration package of its Executive Directors, including revision thereof from time to time, and to deliberate on and decide matters incidental thereto or consequential thereof. The details of remuneration paid to Executive Directors are given separately in the Report.

The Non-Executive Independent Directors are entitled for sitting fee of Rs.10,000 for every meeting of the Board or committee thereof. They are also reimbursed all travelling and other expenses incurred by them in connection with attending meetings of the Board of Directors or of Committees thereof or which they may otherwise incur in the performance of their duties as Directors.

Annual Remuneration paid to Mr. Vikas Singhal, Whole Time Director

Basic Salary	Allowances	Perquisites	Performance Bonus	Contribution to Provident Fund & Superannuation Fund *	Total
9,86,965	15,79,534	6,93,795	-	2,66,480	35,26,774

Service contract for three years w.e.f. 25th July, 2008.

Notice Period – 3 Months

Severance Fees – NIL

Stock Options of Whirlpool of India Ltd. – NIL

* Remuneration as defined under Schedule XIII does not include retirement benefits.

(iii) Investors Grievance Committee

Terms of Reference of the Investors Grievance Committee are as per the guidelines set out in the listing agreement with the Bombay Stock Exchange Ltd. and the relevant clauses of the Articles of Association of the Company that inter alia include looking into the Investors complaints on transfer of shares, non receipt of Annual Accounts, non receipt of dividends declared and interest on debentures etc. and the redressal thereof.

Composition and Attendance

Name of the Directors	No. of Meetings Attended
Anand Bhatia, Chairman	4
Arvind Uppal, Member	4
Mahesh Krishna, Member *	1
Vikas Singhal, Member **	3

* Resigned w.e.f. 25th July 2008

** Appointed w.e.f. 25th July 2008

During the year ended March 31, 2009, four meetings of the Investors Grievance Committee were held on the following dates:

- (i) May 20, 2008 (ii) July 25, 2008 (iii) October 23, 2008 & (iv) January 30, 2009.

The Company attends to the investors' grievances/ correspondence expeditiously except in the cases that are constrained by disputes or legal impediments.

a.	No. of shareholders complaints received during the year	26
b.	No. of complaints not resolved to the satisfaction of the shareholders	NIL
c.	No. of pending share transfers as on March 31, 2009	NIL

Ravi Sabharwal, Company Secretary is the Compliance Officer of the Company.

(iv) Share Transfer Committee

Terms of Reference of the Share Transfer Committee are as per the guidelines set out in the listing agreement with the Bombay Stock Exchange Ltd. and pursuant to Article 132 of the Articles of the Association of the Company that inter alia include approval and registration of transfers and/ or transmissions of equity shares of the Company and do all other acts and deeds as may be necessary or incidental to the above. The Committee was reconstituted on 20th May 2008, consequent to the appointment of Mr. Vinay Kumar as member of Share Transfer Committee on the same date.

Composition and Attendance

Name of the Member	No. of Meetings Attended
Ravi Sabharwal, Chairman	24
Anil Berera	06
Anish Duggal	24
Vinay Kumar	22

The Committee holds its meeting every fortnight, if required to consider all matters concerning transfer and transmission of shares. During the year ended March 31, 2009, twenty four meetings of the Share Transfer Committee were held.

4. GENERAL BODY MEETINGS

The last three Annual General Meetings were held as per details given below:

Year	Day	Date	Timing	Place
2006	Friday	August 25, 2006	11.30 A.M	Hotel Le Meridien, Pune
2007	Friday	September 28, 2007	11.30 A.M	Hotel Yash Inn, Ranjangaon, Shirur, Pune
2008	Friday	September 18, 2008	11.30 A.M.	Hotel Yash Inn, Ranjangaon, Shirur, Pune

Following special resolutions were passed in the previous three Annual General Meetings:

Year	Resolution passed
2006	1. Special Resolution passed for payment of enhanced remuneration to Mr. Dinesh Mittal, Executive Director & Company Secretary of the Company.
2007	1. Special Resolution passed for appointment of Mr. Mahesh Krishna as Whole time Director and approval of his remuneration
2008	1. Special Resolution passed for payment of enhanced remuneration to Mr. Mahesh Krishna as a whole time director of our company.
	2. Special Resolution passed for appointment of Mr. Vikas Singhal as a whole time director and approval of his remuneration.
	3. Special Resolution passed for appointment of Mr. Arvind Uppal as Managing Director and approval of his remuneration.

No Special Resolution was passed by Postal Ballot in the last year.

The Company does not propose to pass any Special Resolution through Postal Ballot Process this year.

5. DISCLOSURES

Related Party Transactions

The Company has not entered into any transactions of material nature with its Promoters, the Directors or Management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company.

Further, details of general related party transactions are given in the Balance Sheet.

Compliances by the Company

The Company has complied with the requirements of the Stock Exchanges, SEBI and other Statutory Authorities on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities relating to the above.

The Company has complied with all Accounting Standards issued by the Institute of Chartered Accountants of India.

The Company has defined and adopted a Risk Management Process, and has also set up a core group of leadership team, which assesses the risks and lays down the procedure for minimization of the risks as an ongoing process integrated with operations. The above will facilitate not only in risk assessment and timely rectification but also help in minimization of risk associated with respective business operations and periodic reporting to Board as and when required.

The Board of Directors has adopted the Code of Business Conduct and Ethics for Directors and Senior Management. The Code has been circulated to all employees and also posted on Company's website www.whirlpoolindia.com All Board members and senior personnel have affirmed compliance with the code.

Adoption of non mandatory requirements under Clause 49 of the Listing Agreement is being reviewed by the Board from time to time.

A certificate from Managing Director and Chief Financial Officer on the financial statements of the Company was placed before the Board.

Whistle Blower Policy

The Company has a robust Whistle Blower Policy that provides a formal mechanism for all employees of the Company to approach their Supervisor/ Respective HR/ Legal Department or through dedicated Hotline numbers of the Company and make protective disclosures about the unethical behaviour, actual or suspected fraud or violation of the company's Code of Conduct. The Whistle Blower Policy is an extension of the Whirlpool Code of Ethics, which requires every employee to promptly report to the Management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company. The disclosures reported are addressed in the manner and within the time frames as per Whirlpool's global Policy. Under the Policy, each employee of the Company has an assured access to their Supervisor/ Respective HR/ Legal Department or dedicated Hotline numbers which are controlled globally.

Retiring Directors

Mr. Robert Lawrence Mink, Non Executive Chairman of the Company, is a Law Graduate and is currently the Vice

President & Associate General Counsel- International of Whirlpool Corporation, USA. He has been associated with the Indian Business since its inception and was Director on your Board since 1995 till 2004. He resigned due to personal reasons in 2004 and rejoined the Board in 2005. He was nominated as Chairman of your Company w.e.f. 20th May 2008.

Mr. S.J.Scarff, Independent Non Executive Director of the company is a Non Executive Director & Chairman of GlaxoSmithKline Consumer Healthcare Ltd. He worked for over 23 years with Smithkline with specific reference to Marketing. In 1999 he was awarded the prestigious honour of the Officer of the Order of the British Empire by Her Majesty, The Queen of England.

None of the directors is holding any shares/ convertible instruments of the Company.

6. MEANS OF COMMUNICATION

The quarterly results are usually published in The Business Standard / The Financial Express (English) All India Editions, as well as the Prabhat (Marathi). The information of quarterly results is also sent to the Bombay Stock Exchange Ltd. to enable them to put it on their web-site. The Management discussion and Analysis Report forms an integral part of the Directors' Report.

The Company is timely submitting the required information, statements and reports on the Electronic Data Information filing and Retrieval (EDIFAR) website maintained by the SEBI.

The Company's website is a comprehensive reference on Whirlpool's management, vision, mission, policies, corporate governance, corporate sustainability, investor relations, sales network, updates and news. The section on 'Investor Relations' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to stock exchanges, registrars, share transfer agents etc.

7. SHAREHOLDERS INFORMATION

(i) Annual General Meeting

Date : September 24, 2009

Time : 11.30 A.M.

Venue : Yash Inn.

P-11, 5 - Star- M.I.D.C — Ranjangaon,
Pune — Ahmednagar Express Highway,
Taluka Shirur, District Pune 419 204.

(ii) Financial Calendar - Year 2009-10

Adoption of Quarterly Results for the quarter ending

June 30, 2009	July, 2009 (3 rd / 4 th week)
September 30, 2009	October, 2009 (3 rd / 4 th week)
December 31, 2009	January, 2010 (3 rd / 4 th week)
March 31, 2010	April, 2010 (3 rd / 4 th week)
	Or
	Audited Annual Results in
	May, 2010 (3 rd / 4 th week)

(iii) Book Closure Date

Sept. 17, 2009 to Sept. 24, 2009 (Both days inclusive)

(iv) Dividend Payment Date

No dividend has been recommended by the Board of Directors.

(v) Listing on Stock Exchanges

The Equity Shares of the Company are listed on the Bombay Stock Exchange Ltd. at Mumbai. The Company confirms that it has paid annual listing fee due to the Bombay Stock Exchange Ltd. for the year 2009-2010.

(vi) Stock Code 500238

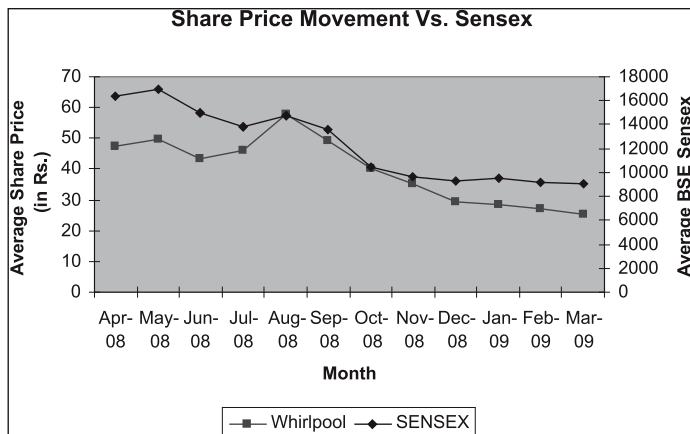
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street,
Fort, Mumbai 400 001

(vii) Registrar & Transfer Agents

For Shares held in Physical as well as Electronic Mode
Link Intime India Pvt. Ltd. (Earlier : Intime Spectrum Registry Ltd.)

A- 40, 2nd Floor, Naraina Industrial Area, Phase- II,
(Near Batra Banquet Hall)
New Delhi -110 028.

(viii) Stock Price Performance - Whirlpool Vs BSE Sensex, Year 2008-09



Note:

Monthly average is based on High and Low price of Whirlpool's share and BSE Index.

(ix) Market Price Data

Months	Bombay Stock Exchange (BSE)	
	High (Rs.)	Low (Rs.)
April 2008	51.30	43.30
May 2008	54.00	44.95
June 2008	49.00	38.05
July 2008	57.85	34.50
August 2008	62.70	53.00
September 2008	58.60	39.80
October 2008	47.00	33.25
November 2008	39.25	31.45
December 2008	32.50	26.50
January 2009	31.00	26.00
February 2009	29.00	25.50
March 2009	29.00	22.00

(x) Share Transfer System

The Board has constituted the Share Transfer Committee and delegated the power of share transfer to the Committee. The Committee holds its meeting every fortnight to consider all matters concerning transfer and transmission of shares. The Company's shares are in compulsory Demat Mode. The shares received for transfer in physical mode by the Company are transferred expeditiously.

(xi) Dematerialization of Shares

The Company's shares are available for trading in the depository systems of both the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL). As on March 31, 2009, 28898134 equity shares of the Company, forming 91.11% of Non-Promoter shareholding stand dematerialized.

International Securities Identification Number: INE716A01013

(xii) Liquidity of Shares

The Equity Shares of the Company are traded at the Mumbai Stock Exchange.

(xiii) Shareholding Pattern as on March 31, 2009

Category	No. of Shares	%
Promoters	95153872	75.00
Mutual Funds	5285611	4.17
Non Resident Indians	254212	0.20
Banks, Financial Institutions & Insurance Companies	8888	0.01
Foreign Institutional Investors/ Foreign Financial Institutions	10748	0.01
Corporate Bodies	8080053	6.37
Central Government/ State Government	1283	0.00
Public	18077163	14.24
Total	126871830	100.00

(xiv) Distribution of Shareholding as on March 31, 2009

Nominal Value (Rs.)		No. of Shareholders		No. of Shares	
From	To	Number	% Total	Number	% Total
1	5000	40551	89.923	4785606	3.772
5001	10000	2587	5.737	2095547	1.652
10001	20000	933	2.069	1454701	1.147
20001	30000	341	0.756	889903	0.701
30001	40000	140	0.311	507806	0.400
40001	50000	167	0.370	798813	0.630
50001	100000	185	0.410	1446314	1.140
100000	And above	191	0.424	114893140	90.558
Total		45095	100	126871830	100

(xv) Outstanding Stock Option

There are no outstanding warrants or any convertible instruments as on March 31, 2009.

(xvi) Plant Locations of the Company

- 28 N.I.T., Faridabad (Haryana)
- A-4 MIDC Rajangaon, Taluka- Shirur, District - Pune 419204
- Village Thirubhuvanai, Puducherry - 605 001

(xvii) Address for Correspondence

The shareholders may address their communications/ suggestions/ grievances/ queries to:

Registered Office

Plot No. A-4 MIDC, Ranjangaon, Taluka Shirur,
Distt. Pune, Maharashtra 419 204
Telephone No. 020-660100, Fax No. 02138-232376
Email Address: ravi_kumar_sabharwal@whirlpool.com

Corporate Office

Plot No. 40, Sector- 44, Gurgaon- 122 002
Telephone No. 0124-4591300, Fax No. 0124-4591301
Email Address: ravi_kumar_sabharwal@whirlpool.com

DECLARATION FOR CODE OF CONDUCT

As provided under clause 49 of the Listing agreement with the Bombay Stock Exchange Ltd., the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct and Ethics for the year ended March 31, 2009.

For Whirlpool of India Limited

Gurgaon
Date: May 13, 2009

Arvind Uppal
[Managing Director]
DIN No. 00104992

AUDITORS' CERTIFICATE

**To the Members of
Whirlpool of India Limited**

We have examined the compliance of conditions of corporate governance by Whirlpool of India Limited, for the year ended March 31, 2009 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S. R. BATLIBOI & COMPANY
Chartered Accountants
Per Tridebes Basu
Partner
Membership No.: 17401

Place: Gurgaon
Date: 13 May, 2009

BALANCE SHEET ABSTRACT AND GENERAL BUSINESS PROFILE

1. Registration Details			
Registration No.	L29191PN1960PLC020063	State Code	11
Balance Sheet Date	31.03.2009		
2. Capital Raised during the year (Amount in Rs. Thousand)			
Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil
3. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousand)			
Total Liabilities	92,61,438	Total Assets	92,61,438
Sources of Funds (Amount in Rs. Thousand)			
Paid-up Capital	27,92,143	Reserves and Surplus	2,56,924
Secured Loans	Nil	Unsecured Loans	11,02,354
Application of Funds (Amount in Rs. Thousand)			
Net Fixed Assets	30,84,603	Investments	Nil
Net Current Assets	2,32,044	Miscellaneous Expenditure	94,042
Deferred Tax Assets (net)	7,32,527	Profit & Loss A/c	8,205
4. Performance of Company (Amount in Rs. Thousand)			
Turnover (including other income)	1,73,03,642	Total Expenditure	1,64,41,695
Profit/(Loss) Before Tax	8,61,947	Profit/(Loss) After Tax	7,05,170
Earnings Per Share in Rs.	4.15	Dividend @ %	Nil

Arvind Uppal
[Managing Director]
DIN:00104992

Vikas Singhal
[Executive Director]
DIN:02262421

Anil Berera
[Chief Financial Officer]

Place: Gurgaon
Date: May 13, 2009

Ravi Sabharwal
[Company Secretary]

DIRECTORS' REPORT

The Directors' are pleased to present their 48th Annual Report and Audited Accounts for the year ended 31st March 2009.

Financial Results

Particulars	Rs. in lacs	
	For the year ended	
	March 31, 2009	March 31, 2008
Sales/ Income from operations (including excise duty & Discounts)	209,401	196,265
Other Income	1,115	911
Profit/ (Loss) before Interest, Depreciation, Extraordinary items & Tax	15,195	9,861
Interest	(1,732)	(1,724)
Depreciation	(3,901)	(3,735)
Profit/ (Loss) before Extraordinary Items & Tax	9,563	4,402
Voluntary Retirement Compensation (including amortization of previous year)	(943)	(1,521)
Profit/ (Loss) before tax	8,620	2,881
Provision for Tax (including deferred tax and wealth tax)	(1,278)	627
Fringe Benefit Tax	(290)	(275)
Net Profit/ (Loss) for the year	7,052	3,232
Credit/ (Debit) Balance B/F from previous year	(12,101)	(15,334)
Surplus/ (Deficit) carried to Balance Sheet	(5,051)	(12,101)

Performance of the Company

Sales of the Company for the year ended March 31, 2009, were Rs.2,022 Crores, up by 5.8% and Profit before tax and extra ordinary items was Rs.95.63 Crores as compared to corresponding profit of Rs. 44.02 Crores in previous year. The "Whirlpool" brand has gained strength in the Indian market which is reflected in the increased turnover and profitability. The said performance has been achieved by focusing on new product launches, product mix management, effective working capital management and cost effective initiatives.

Dividend

Dividend is not recommended for the year ended 31st March 2009 due to past accumulated losses.

Management Discussion and Analysis Report (MD&A)

As required under the listing agreement, MD&A is enclosed as Annexure A and is a part of this Report.

Sales & Marketing

Key highlights for the financial year in Sales and Marketing were focus on the core businesses of Refrigerators and Washing machines through a number of product refreshes and launches, high growth of emerging businesses of air conditioners and microwaves, and establishing new businesses of Water Purifiers and Built in appliances. New advertising campaigns were launched for *Genius* (Direct Cool Refrigerator), *Mastermind* (Air Conditioner) and *Purafresh* (Water Purifier). Whirlpool's presence

in Modern Trade was significantly enhanced with high double digit growth. To improve demand planning, a new sales forecasting tool was launched during the financial year.

The home appliance industry was impacted by a number of unprecedented factors during the last financial year. Firstly, the two seasonal peaks were adversely affected by a poor summer and slackened consumer demand in Diwali following the economic meltdown. Secondly, spiraling commodity costs necessitated sharp increase in prices which also impacted demand. Thirdly, a number of leading financial institutions withdrew from the durables sector once again inhibiting growth.

The Sales & Marketing response to the market situation was through a four-fold plan:

- **Product innovation**, which continued to receive high focus, and demonstrated by the new launches in Refrigerators and Washing Machines, and addition to the range of microwaves
- **Brand visibility**, through greater visibility of our products and display material on the shop floor while maintaining presence in mass media
- **Conversion at the shop floor**, through a superior quality of engagement between prospective customers and our shop floor executives
- **Motivation of trade partners** through attractive trade incentives/schemes

Refrigerators and Washers received a high proportion of investment in new product development. The start of season saw the complete revamp of the Direct Cool range of refrigerators launched under the *Genius* and *Fusion* brands. Our Fabric Care range too was also completely revamped in the last financial year with new launches in all three segments of the category. Water Purifiers gained momentum as the year progressed. Microwaves doubled volumes as a result of wider distribution and product range as well as positive dealer recommendation. Built In continues to be a niche segment today but will grow as high-end housing expands.

As always, our new products offered some highly differentiated and industry-first features.

The refrigerator range offered **E-Light** in *Fusion*, a light on the refrigerator door that comes on automatically during power outages with 2-hours of back-up power, illuminating the area that has been plunged into darkness. *Fusion* is also India's first Direct Cool range to have a model with electronics and a **digitally controlled panel**. *Genius* brought in **stabilizer free operation**, a unique **health guard door**, and an innovative **L-shaped handle** in its new offering, retaining the industry-first **utility drawer** from its earlier avatar. The core category benefit of better cooling was not compromised in either of the products. Finally, all the products complied with the new energy regulations, and the both ranges had **5-star** rated options.

There were a number of unique offering in Washing Machines as well. The Fully Automatic Top Load range saw the launch of an 8kg model under the *White Magic* brand which can wash up to **8 king-sized bed sheets** in one go. The Front Load segment saw the introduction of two new models in the 7 kg capacity under the *Professional* brand, one of which (**Sport**) is targeted at

the young and active segment with a unique **active cotton and lycra wash** cycle not found in other machines. **Stain Wash** and **Anti-Bacterial Wash** features are other unique attributes that this range offers.

Whirlpool's innovative **6th Sense** feature, which senses, adapts and controls the process during use, can be found in our complete range of appliances, from Refrigerators to Built In appliances, making the life of the user extremely easy. Endorsements by reputed institutions such as **Woolmark** for Washing Machines, **Water Quality Association USA (WQA)** for Purafresh Water Purifier have enhanced the reputation of the brand.

Whirlpool received two prestigious awards in the last financial year. Recognition of the company's focus on Innovation came from **Product of India's Best Innovative Product** for Frost Free Refrigerators in January 2009. Product of India is the global consumer recognition standard that celebrates and rewards the best innovations in Retail products. The award was based on a voting by 40,000 consumers across 36 towns in India. Whirlpool was also awarded the **NDTV Profit Business and Leadership Award 2008** for "**the Best Consumer Durables Company**" as an industry leader. NDTV Profit is India's leading television channel for business matters.

On the sales front, a number of actions were taken to improve sales efficiency and drive growth. A new planning tool was launched to improve demand planning. Training was imparted to shop-floor demonstrators to improve the interaction with prospective customers at the shop floor. New revenue opportunities were tapped such as internet and home shopping TV channels. The dealer base was expanded to cover small appliance outlets, particularly for water purifiers. Presence in Modern Trade was strengthened and this channel registered strong growth.

As liquidity issues mounted, the Sales system ensured that adequate credit control mechanisms were in place to eliminate any risk. To counter the slowdown in large urban markets, sales and distribution effort in smaller markets was enhanced.

Exports

The Company's Exports business has achieved a turnover of Rs 175 crores in 2008-09 which is about 8% of the total company's turnover. The company's Major Domestic Appliance exports business registered a healthy 30% turnover growth in spite of the economic recession during the last 4 months. However our Small Appliances business operating from an EOU was closed down to change in the sourcing strategy of the parent Corporation. The highlight of the year was the runaway success of our products in the demanding markets of Oceania (Australia, New Zealand), where we were able to gain record market share. Going forward we would continue to focus on Oceania and have additional focus on the South East Asian region where there is significant untapped potential. Simultaneously, in the neighboring SAARC markets, the company will continue with its efforts of expanding distribution and consolidating Whirlpool's position as a leading Home Appliance brand. On the product front the new premium "Professional" Series of Refrigerators and Washers, available in exciting colours and finishes, are expected to spearhead the Export growth all across the globe.

Consumer Services

In our journey of providing "Best in Class" Services, the company has launched a unique initiative – "Uncompromising Care" in which we measure the promptness & quality of Service rendered. To ensure sustainability – Consumer is allocated with a unique code, which he needs to inform the call center in case he is totally satisfied. The locus of control in deciding the quality of service rests with the consumer, which in turn decides the performance & remuneration of the Service Provider. This process is in pilot stage & being rolled out across key cities by Q3 2009.

We continue to make strong strides in generating revenue through our touch point with the Consumer. Innovation in our accessories & new categories continue to grow profitability for the company. The unique combination of our Business Model-Service Delivery & Revenue is a source of sustainable competitive advantage.

Human Resources

The year 2008-09 saw Whirlpool India achieve great milestones in our attempt to be an 'Employer Of Choice' with Whirlpool being voted as the Top 20 Best Companies to work for in India as per the Hewitt Best Employers in India 2009 Study and the BT-Mercer -TNS Study – 2008.

Given the challenging business environment that prevailed during the better half of the year, the Human Resources Team focused on creating a connect with employees and boosting morale to encourage a spirit of winning and dispel any uncertainties.

Our focused approach towards Talent continued and for the first time ever Mid Year Performance Assessment was conducted with mid year ratings for all employees. We also carried out identification of Critical Positions and Key Players to ensure retention of key talent and succession of all critical positions. Another critical talent strategy was to focus on Multitasking in order to provide growth opportunities to High Performers and High Potential employees.

In light of the global economic meltdown Whirlpool India took several proactive measures towards reducing costs. An intensive Admin related Cost Reduction Drive has taken off across the Board, with a SMART (Save Money and Reap Tomorrow) Campaign being launched. The program is centered around building a cost culture and the campaign has resulted in remarkable savings. In addition to this Cost Campaign, we also went in for a Hiring Freeze and laid strong emphasis on Growth from Within.

The year also saw a Long Term Settlement being drawn out in our Faridabad Plant.

We also continued our focus on Lean Manufacturing with MOST Implementation and TPM and Q80 Drive in Manufacturing.

To increase the Connect with employees at all levels the Employee Engagement Initiative took off with Great Spirit with Focus Group Discussions being conducted across India and Employee Centric Action plans have been drawn out and are being implemented.

The year also saw the Launch of two key HR Platforms that went live. SAP HR went live in October 2008 and Global People System went live in December 2008. The platforms have been instrumental in streamlining several People Processes much to the benefit of all employees.

With the intention to grow fast, and manage profitability in slowing economy, The year 2008-09 has indeed been demanding on the people front and all of the above mentioned Human Resource initiatives have ensured that employees are highly engaged and driven to deliver their best to win in these uncertain times.

Finance and Accounts

During the year under review, the Company, despite the downturn in economy has shown strong business performance in all business matrices. The Company has achieved its performance by focusing on price, product mix, costs, working capital management & innovation. On the cost side, Company has undertaken P3B projects to optimize the cost footprint including initiatives in "Design to Value" i.e. the product being redesigned to drive cost efficiencies and enhance margins. The company continues to have strong focus on cash generation through improvement in inventory and receivable management.

Directors

Your Directors intrinsically believe in the philosophy of Corporate Governance and are committed to it for the effective functioning of the Board.

In accordance with the provisions of the Companies Act, 1956 and Article 115 of the Articles of Association of the Company Mr. Robert Lawrence Mink and Mr. S. J. Scarff retire by rotation and being eligible offer themselves for reappointment.

Mr. Robert Lawrence Mink, Non Executive Chairman of the Company, is a Law Graduate and is currently the Vice President & Associate General Counsel- International of Whirlpool Corporation, USA. He has been associated with the Indian Business since its inception and was Director on your Board since 1995 till 2004. He resigned due to personal reasons in 2004 and rejoined the Board in 2005. He was nominated as Chairman of your Company w.e.f. 20th May 2008.

Mr. S.J.Scarff, Independent Non Executive Director of the company is the Non Executive Director and Chairman of Glaxosmithkline Consumer Healthcare Ltd. He worked for over 23 years with Smithkline with specific reference to Marketing. In 1999 he was awarded the prestigious honour of the Officer of the Order of the British Empire by Her Majesty, The Queen of England. He is on the Board of your Company since 2001.

During the year Mr. Mahesh Krishna resigned from Board w.e.f. 25th July 2009. Mr. Vikas Singhal has been appointed as Whole time Director of the Company w.e.f. 25th July, 2008 in his place. Mr. Vikas Singhal has over 17 years of rich and diverse experience, working with some of the top notch global organisations. He began his carrier as a graduate trainee with Carrier Aircon, the global leader in Refrigeration & Air Conditioning. Subsequently he has been with Delphi Automotives, Owens Brockway and Piramal Enterprises in various leadership positions. Previous to joining Whirlpool, he served as V.P. Manufacturing and Technology - Piramal Enterprises- Glass Division. Ranging from manufacturing operations to supply Chain, Project Management, New Business Development, Vikas has dealt with a broad Continuum of business facets. He holds a B.Tech degree in Industrial

Engineering from IIT Roorkee and a PGDBM from XLRI Jamshedpur. He has been in Whirlpool for 3 years. He is not a Director in any other Company.

During the year Mr. Sanjiv Verma was appointed as an Additional Director on 30th January 2009 in the category of Non Executive Independent Director. He was also appointed as a member of Audit Committee of the Board on same day. Mr. Verma is an Engineering Graduate from Indian Institute of Technology (IIT). He has over 25 years of experience working in various leadership positions. His last assignment was as General Manager India and SEA, & Managing Director Baxter India. He is a Director of Bengal Aerotropolis Pvt. Ltd. and J. V. D. Health Pvt. Ltd. He is Founder Trustee of Chronic Health Care Foundation of India. He along with him brings his key strengths in Strategic thinking and influencing skills for business growth and profitability, Business Leadership skills, Analytical capabilities, People Management in a multicultural, multinational environment.

Mr. Sanjiv Verma vacates the office of Director at this AGM. The Board considers that it would be in the interest of the Company to appoint Mr. Sanjiv Verma as Non Executive Independent Director of the Company. Shareholders' approval is sought as a special business for appointment of Mr. Verma.

Auditors

Members are requested to appoint Auditors for the current year on a remuneration to be fixed as per Item No. 4 of the Notice for the Annual General Meeting. M/s S. R. Batliboi & Co., the present Auditors of the Company have, under Section 224 (1B) of the Companies Act, 1956 furnished a certificate of their eligibility for reappointment. The Board recommends their reappointment as Auditors for the Financial Year 2009-10.

The Board has taken note of the qualification, observations and remarks made by Auditors in their Report:

Deferred Tax: The following effective steps have been taken by the company:

1. The current year results vindicate the stand taken on deferred tax as the various business strategy adopted during previous years has helped the company to become profitable and reduce the deferred tax asset.
2. The Company will continue to strategize on its basic pillars of innovation in products, cost reduction initiatives and price mix.
3. The Company has generated a significant amount of additional cash from operations which was made possible through continuous focus on better product mix leading to improved margin realization and other cost reduction initiatives.

Statutory payments:

The observation made by auditors on slight delay in payment of statutory dues is self explanatory. The Company has taken effective steps to streamline the statutory payments.

Fixed Deposits

As at 31st March 2009, the amount of Fixed Deposits held by the Company was Rs. 46.57 Lacs. There were no overdue Deposits except Unclaimed Deposits amounting to Rs. 4.69 Lacs.

Particulars of conservation of Energy etc. and Employees

In accordance with the requirements of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of

particulars in the report of Board of Directors) Rules, 1988, statement showing particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are annexed hereto (Annexure B) and form part of this report.

Information as per Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 and forming part of the Directors' Report for the year ended 31st March 2009 is annexed as Annexure C. (Page No. 45)

Audit Committee

The Audit Committee held four (4) meetings during the year. The Members of the Audit Committee are:-

Mr. Anand Bhatia, Chairman	-	Independent Director
Mr. Simon J. Scarff, Member	-	Independent Director
Mr. Sanjiv Verma, Member	-	Independent Director
Mr. Robert L. Mink, Member	-	Non Executive Director

Mr. Sanjiv Verma has been appointed as member of Committee w.e.f. January 30, 2009.

Mr. Anand Bhatia, Chairman of the Committee has adequate financial and accounting knowledge.

The Chief Financial Officer, Internal Auditor and the Statutory Auditors of the Company are permanent invitees to the meetings of the Audit Committee. It is a practice of the Committee to extend an invitation to the Managing Director, Executive Director and Cost Auditor to attend the meeting as and when required.

Mr. Ravi Sabharwal, Company Secretary, is Secretary of the Audit Committee.

Directors' Responsibility Statement

The Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed, along with proper explanation relating to material departures;
- The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit or loss of the company for that period;
- The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- The directors have prepared the annual accounts on a going concern basis.

Transfer to Investor Education and Protection Fund

In terms of the provisions of Section 205C of the Companies Act, 1956, during the financial year there was no unclaimed amount required to be transferred to the Investor Education and Protection Fund established by Central Government.

Corporate Governance

A Certificate from the Statutory Auditors regarding compliance of the conditions of Corporate Governance as per the requirement of Clause 49 of the Listing Agreement with the Stock Exchanges is enclosed as part of Corporate Governance Report.

The Board of Directors support the concept of Corporate Governance and having regard to transparency, accountability and rationale behind the decisions have made proper

disclosures separately under the heading "Corporate Governance".

Acknowledgement

Your Directors wish to place on record their appreciation of the support provided by the Bankers, the various Government Agencies and the continued patronage by the Trade partners, Service partners, Suppliers, Consumers and Investors in the tough global economic conditions. Your Directors would like to express their sincere thanks to the employees for their ongoing and valuable contributions and support during the year.

For and on behalf of the Board of Directors

Gurgaon	Vikas Singhal	Arvind Uppal
May 13, 2009	[Executive Director]	[Managing Director]
	DIN 02262421	DIN 00104992

Annexure A

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments

Market growth of the Home Appliance industry slowed down in the Financial Year 2008-2009 as compared to the previous year. The primary reasons for this was a brief and mild summer in many parts of the country, adversely impacting sales of refrigerators and air conditioners; rise in consumer price due to escalation of commodity costs; and deferment of purchases as a result of loss in consumer confidence, following the economic meltdown. The estimated volume growth in the Refrigerator and Washer category were 6% & 7% respectively, with value growths slightly higher. The two smaller categories of Home Appliances, viz. Air Conditioner and Microwave, also grew. However, growth in Air Conditioners was a modest 5% (approximate) as consumer offtake was severely impacted because of the mild summer. Microwave grew by approximately 15%+. The Water Purifier market, in which Whirlpool made a national entry with *Whirlpool Purafresh* in March quarter 2008, also grew by 15%.

Direct Cool and Semi Automatic still account for more than two-third of the Refrigerator and Washing Machine markets. Barring refrigerators, where the growth of both formats (Direct Cool and Frost Free) grew by 6%, the shift towards high-end products was evident in this financial year as well with fully automatic washing machines, split air conditioners and convection microwaves growing at a faster rate.

The high-end cooking market comprising of built-In Hobs, Hoods, Ovens and Dishwashers, where Whirlpool has a presence, is currently niche and sold through specialized channels, and will mature as high-end housing and modular kitchens grow.

Outlook and opportunities

Low category penetration in all the home appliance categories in which Whirlpool operates offer sound long term opportunities. Improvement of infrastructure (power and water), growth in housing and the expansion of organized retail beyond metros are also positive factors for long term growth. In the short term, however, market growths in all categories will be modest and closer to 2008-2009 than what they were in 2006 and 2007. Within the home appliance industry, categories/segments that are expected to see a higher rate of growth in the coming year are fully automatic washing machines, microwaves and split air conditioners.

Whirlpool of India made a number of investments to refresh or

launch new products in the last financial year. In April-May 2008, the entire range in Direct Cool was refreshed with the re-launch of *Genius* and *Fusion* brands. In October 2008, the Direct Cool range was augmented with the launch of Fusion 180 L, the first product in the entry level to have a frost control feature.

A new line to make high-capacity washing machines was installed in the company's Pondicherry facility which enabled the launch of top load washers of 8 kg capacity. In January 2009, a completely new range of fully automatic top load and front load washing machines was launched, including the high capacity models, under *White Magic* and *Professional* brands. The semi-automatic range were also augmented with a "plastic cabinet" washing machines. With the new launches, the washing machine portfolio has been considerably enhanced in terms of capacities, formats, features and price points. The ensuing financial year promises to be a period of high growth for the Washing Machine business.

It has been Whirlpool's attempt to expand the business beyond its two main businesses of Refrigerators and Washing Machines. Focus on AC and Microwave in the last couple of years has resulted in exponential growth of these businesses. Foundation has been laid for two new businesses: Water Purifier and Built In appliances which were launched over the last 2 years. These are contributing in strengthening the brand as a home appliance specialist.

Outlook on Threats, Risks and Concerns

Demand is likely to be low in the next financial year and will rise as consumer confidence returns with improvement in the economic scenario. Additional factors that add to the uncertainty are a depreciating rupee and unstable oil prices. High marketing and infrastructure investment by competition, influx of new multinational brands creates additional pressure on our advertising and promotion budgets.

Segment wise Performance, Internal Controls, and Financial Performance

The company operates in only one segment of White Goods. Domestic sales in value terms grew by 7.15% and overall sales grew by 5.8%.

Internal Control Systems and Adequacy

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of business. These procedures are designed to ensure that:

- all assets and resources are acquired economically, used efficiently and are adequately protected;
- significant financial, managerial and operating information is accurate, reliable and is provided timely; and
- all internal policies and statutory guidelines are complied with.

The composition and competencies of the audit team and effectiveness of internal controls is continuously reviewed by the Audit Committee.

The scope of internal audit extends to all functions and locations of the company. The Company has also complied the revised clause 49 of the listing agreement.

Financial Performance

The financial performance of the Company has been given separately in the Directors' Report.

ANNEXURE B

INFORMATION AS PER SECTION 217 (1) (e) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2009.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

In accordance with the requirements of Section 217 (1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, statement showing particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo is as under:

A. CONSERVATION OF ENERGY

(a) Energy conservation measures taken:

Faridabad Plant:

- i) Installation of capacitor bank in press shop DML panel to improve Power factor
- ii) Modification DG Sets Cooling Tower hence saving 10 kwh
- iii) New Energy Efficient Cooling System for Press shop with Fabric Air Dispersion system.
- iv) Main power Supply Line Shifted from 11KV Grid to 66 KV Power station
- v) Supply Plant operational days Changed as per HSEB Supply Availability
- vi) Load optimization of motors and pumps in Paint shop and cooling Towers.
- vii) DG sets Operation with Only 2 Pumps instead of 4 pumps.
- viii) Reduction of Power Consumption of Air Compressor by conducting audits for air leakages and then conducting the exercises to reduce the leakages.
- ix) Traditional lamps replaced by CFLs
- x) Using natural sunlight in day time in Utility Areas.
- xi) Reduction of 12TR Air Conditioning Load in New admin Block.
- xii) Improving plant out put by 3% , by improving plant capacity in bottleneck area.

Pune Plant:

- i) Reduction in compressed air consumption by controlling consumption, stopping the air leakages, proper rerouting of pipe lines for using the decentralized air system for extended plant working of specific departments.
- ii) Reduction of heating load by 25% for oven of cabinet foaming machine
- iii) Replacing of 20 ton Chiller by process water cooling and 5 ton chiller for Comi Thermoforming machine.
- iv) Reduction of run time of cabinet foaming metering pump through programming.

- v) Reduction of heating time of cabinet thermoforming machine by increasing the heater circuit firing percentage and incorporating high wattage heaters hence reducing the machine cycle time by 7% resulted into saving in run time of machine.
- vi) Reduction of Hydraulic pressure setting by 20% and improvement in cycle time by 20% of Low tonnage presses resulted in pump loading time and saved energy.
- vii) Reduction in idle time energy wastage by 25% in Namyang hydraulic press by doing the motor switching automation through programming.
- viii) Replacing of Water chiller cooling of hydraulic power pack of Kraussmaffi foaming machine with process water cooling system saving in energy cost.
- ix) Reduction in high pressure running time of Door foaming machine metering pump by 50%
- x) Reduction in start up time of boiler and chiller from 3 hours to 1 hour hence saving in energy cost and fuel cost.
- xi) Reduction in cycle time of Scott machine by 18% saving in machine run time.
- xii) Reduction in water consumption across the plant by 50% resulting in total water pumping power cost reduction.
- xiii) Daily LPG consumption reduced by 30% by reducing the pressure setting from 0.5 bar to 0.3 bar.

Puducherry Plant:

- i) Optimization of air compressor. Air leak to be corrected in the shop floor. Unwanted pipe line to be removed or blocked in shop floor – Annual Savings of Rs.108,000.
- ii) New Capacitor bank provided with auto control to maintain PF – Annual Savings of Rs. 44,000.
- iii) Separate pneumatic line provided for boxing station (22 kw comp. operation instead of 40 kw) – Annual Saving of Rs. 73,800.
- iv) In old and new warehouse low wattage lamp provided instead of high wattage – Annual Saving of Rs.30,000.

b) Additional investments and proposals being implemented for reduction of energy consumption:

Faridabad Plant:

- i) Installation of Eco Ventilators in the Plant for Exhausts
- ii) Reduction of fuel consumption by operating oven at low temperature.
- iii) Optimization of chilling and Heating Loads.
- iv) Usage of waste heat recovery system.
- v) Higher Capacity Screw Chiller for Cabinet Foaming of higher Efficiency

Pune Plant:

- i) Installation of Natural Ventilators in the plant for Exhaust.
- ii) Refrigeration type Air Dryers for compressed air system.
- iii) Air washer cooling system for foaming fixtures.
- iv) Introduction of Power Quality improvement system for reducing the losses.

Puducherry Plant:

- i) Load Balancing of Electrical distribution.
- ii) Focus Lamp for street lighting.
- iii) Energy Saver Unit for lighting.
- iv) Cycle Timer for Air Conditioner/ Separate Control for centralized AC.
- v) Auto Cut Off timer for Hydraulic Press Line during break

c) Impact of (a) and (b) on the cost of production:

Faridabad plant	:	Rs.3.25 per Refrigerator
Pune plant	:	Rs.2.50 per Refrigerator
Puducherry Plant	:	Rs.0.68 per Machine

B) TECHNOLOGY ABSORPTION

RESEARCH & DEVELOPMENT

a) Specific areas in which R&D is carried out by the Company:

Faridabad Plant:

- i) Energy efficient refrigerators model range enhanced in direct cool products category.
- ii) Innovative and appealing features like emergency light, fast forward ice, First time 6th sense cooling in direct cool products are launched as part of new model offerings.
- iii) State of the art, contemporary CAD and simulation packages used to make a robust design with compressed design cycle time.

Pune Plant:

- i) Worked on Technical solutions for higher Energy efficient No Frost Products as per migration path
- ii) Extended the 6th sense controls to all no frost models. The 6th sense intelligence manages temperatures in the refrigerator depending on food and ambient temperatures.
- iii) Innovative and customer centric features such as Oxygen scavenger to improve Vegetable Freshness , Adaptive defrost logic launched.
- iv) State of the art, contemporary CAD and simulation packages used to make a robust design with compressed design cycle time.
- v) Built knowledge to develop products to cater to emerging export markets such as Russia and Eastern Europe.
- vi) New ranges of air conditioners, oil filled heaters and water purifiers launched.
- vii) Use of Test to fail and Reliability engineering techniques during developmental testing for estimating and improving the reliability of the products (Reliability = Performance over life of product), through state of art and internationally accepted lab facilities.

Puducherry Plant:

- i) Cost effective compact size fully automatic platform developed and implemented.
- ii) User friendly 1-2-3 operation electronic key board developed and implemented.
- iii) Low capacity plastic body twin tub machines introduced into market.

- iv) Capacity enhancement through new SS basket introduction.
- v) Facial uplift for HA models and Sports washer introduction.

Benefits/ achievements derived as a result of the above R&D.

Faridabad Plant:

- i) Lower running cost to the consumer due to increased energy efficiency.
- ii) Improved cooling product performance i.e. faster bottle cooling and ice making.
- iii) Consumer benefits and value to consumer like Emergency light incase of power cut-off and Auto thermostat adjustment through 6th sense.
- iv) Perceived and experienced quality improvement.

Pune Plant:

- i) Increased product performance, 6th sense intelligent cooling.
- ii) Better space management options for the consumer.
- iii) Vegetable Freshness – Oxygen scavenger .
- iv) Perceived and experienced quality improvement.
- v) Wider product ranges with the introduction of large no frost platforms for Australia market.

Puducherry Plant

- i) Value for money to customer due to cost effective model
- ii) Easy of operation of electronic panel even for old peoples.
- iii) Plastic body - Rust free machine, ease of maintenance & mobility

b) Future Plan of Action:

Faridabad & Pune Plant

- i) Focus on premium product offerings
- ii) Continued focus to make more energy efficient products.
- iii) Aesthetics refreshing and better space management offering.
- iv) Higher focus on export markets.
- v) Continued focus on innovative solutions which are relevant to consumers.
- vi) Continued strong focus on total cost productivity and process improvements.
- vii) Use of reliability and statistical techniques during development of new products, to ensure reliability of product.

Puducherry Plant

- i) Nano concept washer is under conceptualization stage to address mass market.
- ii) Higher capacity Twin tub plastic body development is under progress.
- iii) Expanding the Front through different import opportunities

Expenditure on R & D	(Rs. in lacs)
a) Capital	27.99
b) Recurring	1,511.64
c) Total	1,539.63
d) Total R & D expenses as % of total turnover	0.76%

C) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

a) Efforts made towards technology absorption, adaptation and innovation are directed towards:

Faridabad & Pune Plant:

- i) R-600A introduction in Refrigerator appliances as refrigerant in the cooling system.
- ii) Airflow optimization & adoption of higher energy efficiency compressors in refrigerators for better cooling performance and minimum energy consumption.

Puducherry Plant:

- i) Water saver and Water storage option introduced.
- ii) Mechanical driven pump in Semiautomatic models development in progress
- iii) Usability enhancement through accessories development like Utility panel.

Benefits derived as a result of the above efforts:

Faridabad & Pune Plant:

- i) Improved energy efficiency of the product, which will save the energy bill for the consumer.
- ii) Competitive advantage, through better performance and efficiency
- iii) Reduce carbon foot print due to reduced emission of Green House Gas emissions, which is inline with Kyoto Protocol.

Puducherry Plant:

- i) Resource optimization through water options
- ii) Electric energy saving through mechanical driven pump
- iii) Volume increase by compact and Nano concept washer.

D) FOREIGN EXCHANGE EARNINGS AND OUTGO FOR THE YEAR ENDED MARCH 31, 2009

	(Rs. in lacs)
Foreign Exchange Earnings:	
i) FOB value of sales & income from services	22,463.21
Foreign Exchange Outgo-	
(i) CIF value of imports- Raw materials, Components, tools, spare parts and capital goods	34,436.44
(ii) Others	3,865.82

Auditors' Report

To
The Members of Whirlpool of India Limited

1. We have audited the attached Balance Sheet of Whirlpool of India Limited ('the Company') as at March 31, 2009 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - i. we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - ii. in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - iii. the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, *except for our observation in paragraph 4(vi) below;*
 - v. on the basis of the written representations received from the directors, as on March 31, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
 - vi. *The Company has accounted for deferred tax asset (net) at Rs.7,325.27 lacs as at March 31, 2009. The Company is confident that subsequent realization of the deferred tax asset created is virtually certain in the near future based on existing business model and future business plans of the Company. This basis is not in line with the requirements of Accounting Standard 22 issued by the Institute of Chartered Accountants of India to determine virtual certainty. This had caused us to qualify our audit opinion on the financial statements relating to preceding year also.*
We further report that had the observation made by us in paragraph above been considered, the loss for the year would have been Rs.273.57 lacs as against the reported figure of profit of Rs.7,051.70 lacs and accumulated losses would have increased by

Rs.7,325.27 lacs and deferred tax assets would have decreased by Rs.7,325.27 lacs. Had the observation made by us in paragraph above been considered in the preceding year, the loss for the year ended March 31, 2008 would have been Rs.5,371.30 lacs as against the reported figure of profit of Rs.3,231.71 lacs and accumulated loss as at March 31, 2008 would have increased by Rs.8,603.01 lacs and deferred tax assets as at March 31, 2008 would have decreased by Rs.8,603.01 lacs.

- vii. *Subject to our comments in paragraph 4(vi) above, in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:*
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009;
 - b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
 - c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For S.R. Batliboi & Co.
Chartered Accountants
per Tridibes Basu
Partner
Membership No. 17401

Place: Gurgaon
Date: May 13, 2009

Annexure referred to in paragraph [3] of our report of even date Re: Whirlpool of India Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- (iii) (a) As informed, the Company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clauses 4(iii) (b), (c) and (d) of the Companies (Auditor's Report) Order, 2003 (as amended) (herein referred to as the Order) are not applicable.
- (b) As informed, the Company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clauses 4(iii) (f) and (g) of the Order are not applicable.

- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal controls system in respect of these areas.
- (v) (a) According to the information and explanations provided by the management, we are of the opinion that there are no transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956. Accordingly, clause 4 (v) (b) of the Order is not applicable.
- (vi) In respect of deposits accepted, in our opinion and according to the information and explanations given to us, directives issued by the Reserve Bank of India and the provisions of sections 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under, to the extent applicable, have been complied with. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956, and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (ix) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service-tax, custom duty, excise duty, cess have generally been regularly deposited with the appropriate authorities *though there has been a slight delay in few cases. Dues in respect of investor education and protection fund are being analysed by the Company to determine the amount payable.*
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service-tax, sales-tax, customs duty, excise duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, the dues outstanding of income-tax, sales-tax, wealth tax, service tax, custom duty, excise duty and cess on account of any dispute are as follows:

Name of Statute	Nature of Dues	Amount (Rs. in lacs)	Period for which amount relates	Forum where dispute is pending
Customs Act, 1962	Custom duty on non fulfillment of project imports	158.28	1993-94	CESTAT
Central Excise Act, 1944	Recovery of Cenvat Credit of CVD portion of duty	5.00	1993-94	CESTAT
	Modvat taken on the basis of excise invoice for differential duty	64.68	1997-98	CESTAT
Service Tax Act, 1994	Denial of input credit of Tax paid on GTA	0.11	2007-08	Commissioner (Appeals)
Gujarat Sales Tax Act, 1969	Non Submission of Forms, Sales tax on freight charged on invoices	10.06	1993-94, 2002-03	Assessing Authority upto Commissioner's level
	Sales tax demand for rate differences	6.10	1996-97, 1997-98	Tribunal
Orissa Sales Tax Act, 1947	Non submission of declaration forms, Rejection of Sales returns, Entry tax, etc	33.67	1999-03	Assessing Authority upto Commissioner's level
	Sales Tax levied for Stocks & Turnover, Non-submission of forms, etc	14.07	1991-93, 2000-02	Tribunal
Bombay Sales Tax Act, 1959	Levy of Tax on Sales of Exempted goods	21.72	1997-99	Tribunal
West Bengal Sales Tax Act, 1994	Sales tax on discount disallowed, Non submission of forms, Sales return, credit notes, rejection of claim for exempted sales, etc.	37.62	1999-00, 1998-99, 2001-05	Assessing Authority upto Joint Commissioner's level
	Without endorsement from department	90.57	2008-09	Tribunal
Tamil Nadu General Sales tax Act., 1959	Demand raised on the Sales of Imported goods, taxed at higher rate, Entry tax demand on CSD Sales, etc.	75.32	2002-04	High Court
Kerala General Sales Tax Act, 1963	Rejection of stock transfer, credit notes claim, stock transfers in absence of forms, Rejection of discount on CSD Sales, etc.	321.37	1997-98, 1999-01, 2002-07, 2008-09	Dy. Commissioner
	Penalty at check post	1.05	2002-03	Tribunal
	Penalty on credit notes	164.10	2005-06	High Court

Name of Statute	Nature of Dues	Amount (Rs. in lacs)	Period for which amount relates	Forum where dispute is
Central Sales Tax Act, 1956	Claim of C-forms & F-Form, Disallowance of concessional sales and export sales, etc.	129.53	2000-06	Assessing Authority upto Joint Commissioner's level
	Non Submission of C-Form, etc.	3.03	1999-00, 1996-97, 1998-99	Tribunal
Delhi Sales Tax Act, 1975	Demand created on account levy of tax on free replacement of parts, rejection of forms, etc.	4.51	1982-83, 1985-86, 2003-04	Assessing Authority upto Commissioner's level
Haryana General Sales Tax Act, 1973	Claim of C-forms & F-Forms, Interest under section 59 of the Sales tax act, etc.	72.51	1984-86, 1997-98	Joint Commissioner
UP Value Added Tax, 2008	Penalty levied by Addl.Comm.Mobile squad	4.08	2008-09	Asst. Commissioner
Andhra Pradesh General Sales Tax Act, 1957	Tax on exempted turnover, Inter-state sales, levy of tax on Optional service contract charges & freight charges, etc.	36.06	1993-94, 2000-03	Tribunal
MP Commercial Act, 1994	Claim of Sales Tax on Discounts, etc.	50.88	1999-00, 1998-99, 2003-05	Assessing Authority upto Commissioner's level
	Rejection of Claim of Trade Discounts	15.41	2001-02	High Court
	Rejection of claim of discounts, etc.	10.45	1998-99, 2000-01	Tribunal
Rajasthan General Sales Tax Act, 1956	Tax, interest & penalty on credit notes	140.74	2000-01, 2006-08	Dy. Commissioner
J & K GST Act, 1962	Non Submission of forms	1.75	2003-04	Dy. Commissioner
Bihar Sales Tax Act, 1981	Levy of surcharge on second sales, Entry Tax & Interest & Penalty rejection of tax on discount, etc.	6.59	1991-92, 1997-99, 2002-03	Assessing Authority upto Commissioner's level
	Tax levied on the check post, Taxes not paid on purchases, etc.	8.37	1996-97, 2002-03	Tribunal
The Chhattisgarh Value Added Sales Tax Act, 2003	Rejection of claim on discounts, sales tax on AC's, etc	12.12	2001-02, 2003-04	Commissioner
Punjab General Sales Tax Act, 1948	Penalty levied on the check post, etc.	0.99	2006-07	Dy. Commissioner

According to the information & explanations given to us, there are no dues of Income Tax, Wealth Tax & Cess which have not been deposited on account of any dispute.

- (x) The Company's accumulated losses at the end of the financial year are less than fifty per cent of its net worth and it has not incurred cash losses in the current and immediately preceding financial year.
- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks or debenture holders. The Company has no outstanding dues to a financial institution.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund/ society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable.
- (xiv) In our opinion, the Company is not dealing/ trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) Based on the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) According to the information and explanations given to us, the Company has created security or charge in respect of debentures issued.
- (xx) The Company has not raised any money through a public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For S.R. Batliboi & Co.
Chartered Accountants
per Tridibes Basu
Partner
Membership No. 17401

Place: Gurgaon
Date: May 13, 2009

Balance Sheet as at March 31, 2009

	Schedules	As at March 31, 2009 (Rs. in lacs)	As at March 31, 2008 (Rs. in lacs)
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	A	27,921.43	27,921.43
Reserves and Surplus	B	2,569.24	2,859.78
		<u>30,490.67</u>	<u>30,781.21</u>
Loan Funds			
Secured Loans	C	-	1,900.00
Unsecured Loans	D	11,023.54	18,955.09
		<u>11,023.54</u>	<u>20,855.09</u>
Total		<u>41,514.21</u>	<u>51,636.30</u>
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	E	69,948.49	66,599.65
Less: Accumulated Depreciation/Amortisation		39,363.55	35,507.94
Net Block		<u>30,584.94</u>	<u>31,091.71</u>
Capital Work in Progress including Capital Advances		201.87	1,315.19
		<u>30,786.81</u>	<u>32,406.90</u>
Intangible Assets	F	59.22	85.50
Deferred Tax Assets (Net)	G	7,325.27	8,603.01
Current Assets, Loans and Advances	H		
Inventories		29,987.43	34,499.77
Sundry Debtors		8,206.65	10,004.27
Cash and Bank Balances		7,277.79	3,276.18
Loans and Advances		7,948.74	9,182.35
	(i)	<u>53,420.61</u>	<u>56,962.57</u>
Less: Current Liabilities and Provisions	I		
Current Liabilities		45,184.66	49,934.10
Provisions		5,915.51	5,504.79
	(ii)	<u>51,100.17</u>	<u>55,438.89</u>
Net Current Assets	(iii)	2,320.44	1,523.68
Miscellaneous Expenditure (to the extent not written-off or adjusted)	J	940.42	1,883.46
Profit and Loss Account	K	82.05	7,133.75
		<u>41,514.21</u>	<u>51,636.30</u>
Notes to Accounts	R		

The schedules referred to above and notes to accounts form an intergral part of the Balance Sheet.
As per our report of even date

For S. R. Batliboi & Co.
Chartered Accountants

per Tridibes Basu
Partner
Membership No. 17401

Place: Gurgaon
Date: May 13, 2009

For and on behalf of the Board of Directors of Whirlpool of India Limited.

Arvind Uppal
[Managing Director]
DIN:00104992

Vikas Singhal
[Executive Director]
DIN:02262421

Anil Berera
[Chief Financial Officer]

Ravi Sabharwal
[Company Secretary]

Profit and Loss Account for the year ended March 31, 2009

	Schedules	For the year ended March 31, 2009 (Rs. in lacs)	For the year ended March 31, 2008 (Rs. in lacs)
INCOME			
Sales		202,149.73	191,050.32
Less: Trade Discounts and Rebates		21,475.20	22,467.15
Less: Excise duty		16,004.45	17,341.47
Sales (net)		164,670.08	151,241.70
Income from Services		7,251.62	5,214.96
Other Income	L	1,114.72	911.21
Total		173,036.42	157,367.87
EXPENDITURE			
Purchase of Trading Goods		16,314.37	18,359.54
Raw material and components consumed	M	92,337.67	91,281.36
Employees' Remuneration & Benefits	N	13,593.88	12,195.57
Operating and other expenses	O	33,913.29	31,749.63
Decrease/ (Increase) in Inventories	P	1,682.05	(6,079.61)
Depreciation/Amortisation	E&F	3,940.13	3,774.65
Less: Transferred from Revaluation Reserve		(39.62)	(39.79)
Interest and Finance Expenses	Q	1,732.14	1,724.29
Miscellaneous expenditure written-off	J	943.04	1,521.46
		164,416.95	154,487.09
Profit before tax		8,619.47	2,880.78
Provision for Tax			
Current tax (MAT Payable)		539.12	-
Less: MAT Credit Entitlement		539.12	-
Net Current Tax Liability			
Deferred Tax Charged		1,277.74	(626.55)
Fringe Benefit Tax		289.56	275.04
Wealth Tax		0.47	0.58
Total Tax Expense		1,567.77	(350.93)
Profit after tax		7,051.70	3,231.71
Balance brought forward from previous year		(12,101.94)	(15,333.65)
Amount carried to Balance Sheet		(5,050.24)	(12,101.94)
Earnings Per Share			
Basic and Diluted in Rs. [Nominal Value of Equity Shares Rs.10 (Previous Year Rs.10)] (Refer note no. (c) (12) of Schedule R)		4.15	1.14
Notes to Accounts			
	R		

The schedules referred to above and notes to accounts form an integral part of the Profit and Loss Account.
As per our report of even date

For S. R. Batliboi & Co.
Chartered Accountants

per Tridibes Basu
Partner
Membership No. 17401

Place: Gurgaon
Date: May 13, 2009

For and on behalf of the Board of Directors of Whirlpool of India Limited.

Arvind Uppal
[Managing Director]
DIN:00104992

Ravi Sabharwal
[Company Secretary]

Vikas Singhal
[Executive Director]
DIN:02262421

Anil Berera
[Chief Financial Officer]

Cash Flow Statement for the year ended March 31, 2009

	For the year ended March 31, 2009 (Rs. in lacs)	For the year ended March 31, 2008 (Rs. in lacs)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/ before Tax	8,619.47	2,880.78
Adjustments for:		
Depreciation/amortisation	3,900.51	3,734.86
Miscellaneous Expenditure Written Off	943.04	1,521.46
Provision for Doubtful Debts and Advances	186.70	187.27
Balances Written Back/ Off (Net)	(349.90)	(71.15)
Loss on Fixed Assets Sold (Net)	10.93	57.66
Interest Income	(29.75)	(34.04)
Foreign Exchange Fluctuation(Net)	(168.53)	374.24
Interest and Finance Charges	1,732.14	1,724.29
Operating profit before working capital changes	14,844.61	10,375.37
Movement in working capital:		
(Increase)/ Decrease in Sundry Debtors / Other Receivables	3,383.22	(4,364.27)
(Increase)/ Decrease in Inventories	4,512.35	(9,342.34)
Increase/ (Decrease) in Sundry Creditors / Other Payables	(3,668.78)	11,681.86
Cash Used in/Generated from Operations	19,071.40	8,350.62
Direct Taxes including FBT Paid (Net of Refunds)	(688.77)	(270.29)
Net Cash Flow generated from Operating Activities (a)	18,382.63	8,080.33
B CASH FLOW USED IN INVESTING ACTIVITIES		
Purchase of Fixed Assets	(2,553.26)	(5,504.79)
Sale of Fixed Assets	2.36	106.99
Interest Income	29.75	46.08
Proceeds from Margin Money	10.09	4.17
Net Cash Flow used in Investing Activities (b)	(2,511.06)	(5,347.55)
C CASH FLOW USED IN FINANCING ACTIVITIES		
Interest and Finance Charges	(965.32)	(2,496.07)
Short term Borrowings/ (Repayments)	(10,885.28)	(1,381.49)
Proceeds from Long term Borrowings	40.36	30.14
Repayment of Long term Borrowings	(49.63)	(47.47)
Net Cash Flow used in Financing Activities (c)	(11,859.87)	(3,894.89)
NET INCREASE/ (DECREASE) IN CASH & CASH EQUIVALENTS (a+b+c)	4,011.70	(1,162.11)
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	3,185.96	4,348.07
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	7,197.66	3,185.96
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on Hand	15.66	4.04
Balances with Post Office in Savings Bank Account	0.03	0.03
Balances with Scheduled Banks		
- On Current / Collection Account	4,475.35	3,160.72
- On Cash Credit Accounts	287.47	-
- On Margin Money Accounts	80.13	90.22
(Receipts pledged with Banks and Government Departments)	-	-
- On Deposit Accounts	2,410.77	10.05
- On Rights Issue Refund Account	0.22	0.22
- On Unclaimed Debentures/ Interest on Debenture Account	8.16	10.90
	7,277.79	3,276.18
Less : Margin Money Accounts	(80.13)	(90.22)
	7,197.66	3,185.96

As per our report on even date

For S. R. Batliboi & Co.
Chartered Accountants

For and on behalf of the Board of Directors of Whirlpool of India Limited.

per **Tridibes Basu**
Partner
Membership No. 17401

Arvind Uppal
[Managing Director]
DIN:00104992

Vikas Singhal
[Executive Director]
DIN:02262421

Anil Berera
[Chief Financial Officer]

Place: Gurgaon
Date: May 13, 2009

Ravi Sabharwal
[Company Secretary]

Schedules to the Accounts

SCHEDULE - 'A'

	As at March 31, 2009 (Rs. in lacs)	As at March 31, 2008 (Rs. in lacs)
Share Capital		
Authorised		
15,00,00,000 (Previous Year - 15,00,00,000) Equity shares of Rs.10 each	15,000.00	15,000.00
15,50,00,000 (Previous Year - 15,50,00,000) 10% Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each fully paid up	15,500.00	15,500.00
	30,500.00	30,500.00
Issued, Subscribed and Paid Up		
Equity Share Capital		
12,68,71,830 (Previous Year - 12,68,71,830) Equity Shares of Rs.10 each fully paid up	12,687.18	12,687.18
Out of the above :		
(i) 50,000 (Previous Year - 50,000) Equity Shares allotted pursuant to a contract for supply of machinery.		
(ii) 66,01,400 (Previous Year-66,01,400) Equity Shares allotted as fully paid up Bonus Shares by capitalisation out of General Reserves.		
(iii) 41,96,400 (Previous Year -41,96,400) Equity Shares allotted as fully paid up Bonus Shares by capitalisation out of Securities Premium Account		
(iv) 25,000 (Previous Year-25,000) Shares allotted to Shareholders of erstwhile Aravali Swachalit Vahan Limited under a Scheme of Amalgamation		
(v) 75,00,000 (Previous Year- 75,00,000) Shares allotted to Shareholders of erstwhile Whirlpool Washing Machines Ltd. under a Scheme of Amalgamation		
(vi) 2,42,02,188 (Previous Year -2,42,02,188) Shares allotted to a Shareholder of erstwhile Whirlpool Financial India Private Ltd. under a Scheme of Amalgamation		
Preference Share Capital		
15,23,42,500 (Previous Year - 15,23,42,500) 10% Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each fully paid up	15,234.25	15,234.25
Total	27,921.43	27,921.43

Notes:

- 1 95,153,872 (Previous Year 95,153,872) Equity shares are held by Whirlpool Corporation Inc., USA, the Holding Company, through its subsidiaries.
- 2 15,23,42,500 (Previous Year 15,23,42,500) 10% Redeemable Non Convertible Cumulative Preference Shares are held by Whirlpool Canada Holding Company, a subsidiary of Whirlpool Corporation Inc., USA.
- 3 10% Redeemable Non-Convertible Cumulative Preference Shares are redeemable at par at the earliest of the following event :
 - (i) at the end of 20 years from the date of allotment i.e June 20, 2005 for 10,88,50,000 shares and August 9, 2005 for 4,34,92,500 shares;
 - (ii) at any time after the expiry of 30 days from the date on which the Company gives subscribers a notice of its intention to redeem the shares;
 - (iii) within 30 days from the date on which the subscriber gives the Company a notice of its intention to have the share redeemed.

Schedules to the Accounts

	As at March 31, 2009 (Rs. in lacs)	As at March 31, 2008 (Rs. in lacs)
SCHEDULE - 'B'		
Reserves and Surplus		
Capital Reserve	45.86	45.86
Capital Subsidy	0.50	0.50
Revaluation Reserve		
Balance as per last accounts	1,544.70	1,584.49
Less: Transferred to Profit and Loss Account*	39.62	39.79
	<u>1,505.08</u>	<u>1,544.70</u>
Securities Premium Account	1,268.72	1,268.72
Hedging Reserve Account		
Balance as per last accounts	-	-
Add: Created during the year	(250.92)	-
	<u>(250.92)</u>	<u>-</u>
Total	<u>2,569.24</u>	<u>2,859.78</u>
*Depreciation on Fixed Assets revalued Rs.39.62 lacs (Previous year Rs 39.79 lacs)		

SCHEDULE - 'C'		
Secured Loans		
Debentures		
Nil (Previous year 19) Redeemable Non-Convertible Debentures (MIBOR Linked) of Rs.1,00,00,000 each fully paid up	-	1,900.00
Total	<u>-</u>	<u>1,900.00</u>

Notes:

- a) Redeemable Non-Convertible Debentures (MIBOR Linked) were secured by way of residual charge of all the immovable properties of the Company.
- b) (i) Redeemable Non-Convertible Debentures (MIBOR Linked) of Rs.1,900 lacs as at March 31, 2008 were redeemable at par in two phases i.e. on March 26, 2009 and March 29, 2009. These Debentures carried put and call option subject to notice period of one business day.
- (ii) Mibor Linked Debentures were fully redeemed on April 3, 2008 and accordingly no Debenture Redemption Reserve was created.

SCHEDULE - 'D'		
Unsecured Loans		
Fixed Deposits	46.57	55.84
[Due within one year Rs.30.99 lacs (Previous year Rs.53.82 lacs)]		
Interest Accrued & Due on Fixed Deposits	1.65	1.65
Foreign Currency Loan from Holding Company	5,075.00	4,012.00
[(Due within one year Rs. Nil (Previous year Rs Nil.))]		
Short-term loans and advances:		
From Banks:		
- Cash Credit and Packing Credit	2,000.32	3,985.60
From Others:	-	-
Other loans and advances		
From Banks:	3,900.00	10,900.00
[Due within one year is Rs.3,900 lacs (Previous year Rs.7,000 lacs)]		
From Others:		
{(Due within one year is Nil (Previous year Nil))}	-	-
Total	<u>11,023.54</u>	<u>18,955.09</u>

Schedules to the Accounts

SCHEDULE - 'E'

Fixed Assets

(Rs. in lacs)

	Land Freehold	Land Lease hold	Lease-hold Improvements	Buildings	Plant and Machinery	Furniture, Fixtures and office Equipments	Vehicles	Total	Previous Year
Gross Block									
At April 1, 2008	1,356.52	470.45	641.73	7,989.32	53,709.30	2,303.34	128.99	66,599.65	62,765.54
Additions	-	-	133.73	425.68	2,605.91	255.06	-	3,420.38	5,605.11
Deductions/Adjustments	-	-	4.39	5.82	28.60	30.42	2.31	71.54	1,771.00
At March 31, 2009	1,356.52	470.45	771.07	8,409.18	56,286.61	2,527.98	126.68	69,948.49	66,599.65
Depreciation									
At April 1, 2008	-	50.32	156.82	2,774.21	30,990.18	1,456.34	80.07	35,507.94	33,400.21
For the year	-	4.74	175.90	256.41	3,168.95	287.06	20.79	3,913.85	3,748.64
Deletions/adjustments	-	-	4.39	2.54	26.08	23.04	2.19	58.24	1,640.91
At March 31, 2009	-	55.06	328.33	3,028.08	34,133.05	1,720.36	98.67	39,363.55	35,507.94
Net Block									
At March 31, 2009	1,356.52	415.39	442.74	5,381.10	22,153.56	807.62	28.01	30,584.94	31,091.71
At March 31, 2008	1,356.52	420.13	484.91	5,215.11	22,719.12	847.00	48.92	31,091.71	-

Notes:

- Depreciation includes Rs.39.62 lacs (Previous Year Rs.39.79 lacs), being depreciation on Fixed Assets revalued, which has been recouped from Revaluation Reserve.
- The Company originally revalued its Fixed Assets of the Refrigerator Division based on valuation report of the independent valuer during the financial year 1992-93. Net additions to Fixed Assets on account of such revaluation was Rs.11,362.28 lacs. In the financial year 1995-96, the Company again revalued the fixed assets of the Refrigerator Division and reversed the revaluation reserve created in the financial year 1992-93. Additions to revaluation reserve (over historical cost) during the financial year 1995-96 were as follows:

Description	F.Y. 1995-96(Rs. in lacs)
Land - Freehold	2,160.40
Land - Leasehold	213.42
Building	1,652.57
Plant and Machinery	3,243.10

- Additions to Gross Block of Plant and Machinery and Furniture, Fixtures and Office Equipments above are after deducting grant received amounting to Rs.48.48 lacs (Previous Year Rs.155.96 lacs) and Rs.12.56 lacs (Previous Year Rs. 15.47 lacs) respectively.
- Plant & Machinery includes moulds lying with the third party amounting to Rs.10,547.33 lacs (Previous Year Rs.9,269.93 lacs) with a net book value of Rs.2,972.61 lacs (Previous Year Rs.2,598.88 lacs).

SCHEDULE - 'F'

Intangible Assets

	Intangibles (Software Licences)	Total	Previous Year
Gross Block			
At April 1, 2008	130.04	130.04	259.54
Additions	-	-	-
Deductions/Adjustments	-	-	129.50
At March 31, 2009	130.04	130.04	130.04
Amortisation			
At April 1, 2008	44.54	44.54	148.03
For the year	26.28	26.28	26.01
Deletions/adjustments	-	-	129.50
At March 31, 2009	70.82	70.82	44.54
Net Block			
At March 31, 2009	59.22	59.22	85.50
At March 31, 2008	85.50	85.50	-

Schedules to the Accounts

	As at March 31, 2009 (Rs. in lacs)	As at March 31, 2008 (Rs. in lacs)
SCHEDULE - 'G'		
Deferred Tax Asset (Net)		
Deferred Tax Assets		
Arising on account of timing differences on		
- Accumulated Unabsorbed Depreciation	9,930.04	11,432.50
- Provision for Doubtful Debts and Advances	303.01	425.67
- Other Provisions	1,206.95	1,148.88
	<u>11,440.00</u>	<u>13,007.05</u>
Less:-		
Deferred Tax Liabilities		
Arising on account of timing differences on		
- Difference in depreciation, amortisation and other differences as per tax books and financial books	4,070.17	4,312.90
- VRS Expenditure	44.56	91.14
	<u>4,114.73</u>	<u>4,404.04</u>
Total	<u>7,325.27</u>	<u>8,603.01</u>

SCHEDULE - 'H'		
Current Assets, Loans and Advances		
Current Assets		
Inventories (at lower of cost and net realisable value)		
Raw Materials and Components (including Stock in Transit Rs.2,008.91 lacs, Previous Year Rs.1764.37 lacs)	5,290.81	7,223.58
Stores and Spares	244.24	233.18
Work-in-Progress	395.09	754.86
Finished Goods - Manufactured	13,348.55	13,858.34
Finished Goods - Traded (including Stock in Transit Rs.967.40 lacs, Previous Year Rs.437.18 lacs)	7,146.08	7,958.57
Spares for Finished Goods (including Stock in Transit Rs.65.29 lacs, Previous Year Rs.364.91 lacs)	3,562.66	4,471.24
Total	<u>29,987.43</u>	<u>34,499.77</u>
Sundry Debtors		
Debts outstanding for a period exceeding six months		
Unsecured, considered good	150.29	226.47
Unsecured, considered doubtful	593.66	1,044.61
Other debts		
Unsecured, considered good	11,929.21	14,275.50
Unsecured, considered doubtful	186.70	99.71
	<u>12,859.86</u>	<u>15,646.29</u>
Less:		
Provision for Discounts and Claims	3,872.85	4,497.70
Provision for Doubtful Debts	780.36	1,144.32
	<u>4,653.21</u>	<u>5,642.02</u>
Total	<u>8,206.65</u>	<u>10,004.27</u>
Included in Sundry Debtors are:-		
i) Dues from Companies under the same management		
Whirlpool Southeast Asia PTE	82.63	49.62
Whirlpool Thailand Ltd	0.05	-
Whirlpool (Australia) Pty Ltd	2,105.30	227.57
Whirlpool Microwave Product Developments Ltd	6.49	2.70
Whirlpool-HKG/SEA - Servi	16.15	-
Whirlpool Europe s.r.l.	183.38	933.14
Whirlpool Morocco Srl.	100.50	339.59
Whirlpool Mexico SA de C.V.	32.43	114.10
Whirlpool South Africa (Pty) Ltd.	12.19	0.05
Whirlpool of India Holdings Ltd.	2.77	-

	As at March 31, 2009 (Rs. in lacs)	As at March 31, 2008 (Rs. in lacs)
SCHEDULE - 'H' (Contd...)		
Guangdong Whirlpool Electrical Products Co Ltd.	8.36	-
Maytag Sales Corp.,	39.26	1,297.89
Whirlpool Corporation Inc., USA	473.74	830.81
Whirlpool-Greater China Inc,	205.97	80.40
Whirlpool S. A.	11.05	0.65
Whirlpool China Investment Co. Ltd.	41.28	31.36
WHIRLPOOL d.o.o. Beograd	60.44	84.76
Whirlpool Bauknecht	58.06	2.09
Whirlpool CHC	-	103.19
Whirlpool Canada Holding Co.	-	23.24
Whirlpool Consumer Appliance Services.	-	0.22
Total	3,440.05	4,121.38
ii) Dues from a director of the Company (Maximum amount outstanding during the year Rs.Nil(previous year Rs. Nil))	-	-
iii) Dues from an officer of the Company (Maximum amount outstanding during the year Rs.Nil(previous year Rs. Nil))	-	-
Cash and Bank Balances		
Cash on Hand	15.66	4.04
Balances with Post Office in Savings Bank Account	0.03	0.03
Balances with Scheduled Banks		
- On Current / Collection Account	4,475.35	3,160.72
- On Cash Credit Accounts	287.47	-
- On Margin Money Accounts (Receipts pledged with Banks and Government Departments)	80.13	90.22
- On Deposit Accounts	2,410.77	10.05
- On Rights Issue Refund Account	0.22	0.22
- On Unclaimed Debentures/ Interest on Debenture Account	8.16	10.90
Total	7,277.79	3,276.18
Loans and Advances		
Unsecured and considered good except otherwise stated		
Amounts Recoverable in Cash or in Kind or for Value to be Received	2,950.98	5,953.30
Balance with Excise and Customs Authorities	1,280.48	1,501.77
Security Deposits	990.72	914.83
Interest Receivable	136.00	136.00
VAT Credit Input Receivables	1,335.56	575.22
MAT Credit Entitlement (Refer Note No.(C) (10) of Schedule R)	539.12	-
Advance Tax (Net of Provision for FBT of Rs.289.56 lacs, Previous Year Rs.275.04 lacs)	100.80	101.23
Gain on Derivatives (Refer Note No. (C) (4) of Schedule R)	615.08	-
Unsecured and considered doubtful		
Amounts Recoverable in Cash or in Kind or for Value to be Received	65.59	64.44
Security Deposits	45.52	43.59
	8,059.85	9,290.38
Less: Provision for Doubtful Loans and Advances	111.11	108.03
Total	7,948.74	9,182.35
Total	53,420.61	56,962.57
Included in Loans and Advances are:-		
i) Dues from Companies under the same management	-	-
ii) Dues from Directors of the company* (Maximum amount due during the year Rs.15.64 lacs, Previous Year Rs.4.86 lacs)	-	-
iii) Dues from an officer of the Company (Maximum amount due during the year Rs.Nil , Previous Year Rs.Nil)	-	-
* Dues from Directors are of Travel Advance		

Schedules to the Accounts

	As at March 31, 2009 (Rs. in lacs)	As at March 31, 2008 (Rs. in lacs)
SCHEDULE - 'I'		
Current Liabilities and Provisions		
Current Liabilities		
Acceptances	15,497.14	15,896.40
Sundry Creditors		
(a) Total outstanding dues of Micro and Small Entreprises (Refer Note No (C) (9) of Schedule R)	58.14	181.78
(b) Total outstanding dues of Creditors other than Micro and Small Entreprises	24,568.59	27,367.26
Interest Accrued but not due on loans	26.51	240.29
Advances and Security Deposits from Customers	2,602.71	3,245.98
Unclaimed Debentures/ Interest Payable on Debentures*	31.82	34.56
Rights Issue Application Money Refundable	0.27	0.27
Loss on Derivatives (Refer Note (C) (4) of Schedule R)	-	645.55
Other Liabilities	2,399.48	2,322.01
Total	45,184.66	49,934.10
Provisions		
Provision for Income Tax (Net of Advance Tax)	140.06	-
Provision for Wealth Tax	0.47	0.58
Provision for Gratuity	229.68	-
Provision for Compensated absences	665.20	609.65
Provision for Staff Benefit Schemes	60.89	50.74
Provision for Warranties	4,176.33	4,418.09
Provision of Contingencies	642.88	425.73
Total	5,915.51	5,504.79
Total	51,100.17	55,438.89
* The balance shall be transferred to Investor Education and Protection Fund as and when due.		
SCHEDULE - 'J'		
Miscellaneous Expenditure (To the extent not written off or adjusted)		
Voluntary Retirement Scheme		
Opening Balance	1,883.46	3,404.92
Incurred during the year	-	-
	1,883.46	3,404.92
Less: Written off during the year	(943.04)	(1,521.46)
Total	940.42	1,883.46
SCHEDULE - 'K'		
Profit and Loss Account		
Balance as per last account	12,101.94	15,333.65
Add: Transferred from Profit and Loss Account	(7,051.70)	(3,231.71)
	5,050.24	12,101.94
Deferred Tax Asset created as at January 1, 2001	(4,968.19)	(4,968.19)
Total	82.05	7,133.75
SCHEDULE - 'L'		
Other Income		
Interest (Gross)		
- From Income Tax Department	13.32	24.38
- From Banks(Tax Deducted at Source Rs.3.23 lacs, Previous Year Rs.2.69 lacs)	15.45	9.66
- From Others	0.98	-
Provision no Longer Required Written Back	349.90	71.15
Duty Drawback	319.31	323.96
Rebate on Bill Discounting (Net)	41.16	354.58
Foreign Exchange Fluctuation (Net of Loss of Rs.2,443.05 Lacs, Previous Year Rs.Nil)	168.53	-
Miscellaneous Income (Gross) (Tax Deducted at source Rs.9.03 lacs, Previous Year Rs.8.48 lacs)	206.07	127.48
Total	1,114.72	911.21

Schedules to the Accounts

	For the year ended March 31, 2009 (Rs. In lacs)	For the year ended March 31, 2008 (Rs. In lacs)
SCHEDULE - 'M'		
Raw Materials and Components Consumed		
Inventories as at the Beginning of the Year	11,634.27	8,403.44
Add: Purchases	89,556.87	94,512.19
Less: Inventories as at the End of the Year	8,853.47	11,634.27
Total	92,337.67	91,281.36
SCHEDULE 'N'		
Employees' Remuneration and Benefits		
Salaries, Wages, Bonus and Incentives	11,452.75	10,330.59
Contribution to Provident Fund	543.54	529.37
Gratuity Expenses	314.16	148.55
Compensated Absences	253.32	150.26
Other Post Employment Funds	264.09	222.48
Workmen and Staff Welfare Expenses	766.02	814.32
Total	13,593.88	12,195.57
SCHEDULE - 'O'		
Operating and Other Expenses		
Consumption of Stores and Spares	226.71	233.83
Processing Charges	144.05	397.31
Power and Fuel	1,356.41	1,427.12
Repairs and Maintenance		
- Plant & Machinery	568.33	536.28
- Buildings	286.87	227.28
- Others	325.64	250.27
Advertisement, Publicity and Sales Promotion	5,364.01	5,270.00
Service Contract and Workshop Expenses	5,051.12	4,630.14
Freight, Cartage and Octroi (Net)	6,928.63	5,511.14
Cash Discount	2,394.21	2,353.12
Provision for Doubtful Debts and Advances	186.70	187.27
Rent	2,081.65	1,666.68
Rates and Taxes	438.08	374.99
Insurance	104.11	138.57
Auditors' Remuneration		
As Auditor		
- Audit Fee	43.00	38.00
- Tax Audit Fee	5.50	4.80
- Limited Review	14.50	10.00
- Fees for Review of Group Reporting	12.00	12.00
- Out of Pocket Expenses	2.00	2.00
	77.00	66.80

Schedules to the Accounts

	For the year ended March 31, 2009 (Rs. In lacs)		For the year ended March 31, 2008 (Rs. In lacs)	
SCHEDULE - 'O' Contd...				
As Advisor		-		-
In Other manner :				
- Certification		9.41		-
Travelling and Conveyance		2,075.78		2,430.89
Legal and Professional Fees		1,039.56		527.60
Foreign Exchange Fluctuation (Net of gain of Rs.Nil Previous Year Rs.1,913.07 lacs)		-		374.24
Loss on Disposal/Write-off of Fixed Assets (Net of gain of Rs. Nil , Previous Year Rs.12.67 lacs)		10.93		57.66
Director's Sitting Fees		2.77		1.88
Royalty		1,484.08		1,184.22
Know-How Fees		714.97		614.10
Donations		16.40		5.28
Research Expenses		1,511.64		898.23
Increase/(Decrease) of Excise Duty on Inventory (Refer Note No (C) (16) of Schedule R)		(616.13)		304.94
Miscellaneous Expenses		2,130.36		2,079.79
Total		33,913.29		31,749.63
SCHEDULE - 'P'				
Decrease/(Increase) in Stock				
<u>Closing Stock:</u>				
Work-in-Progress		395.09		754.86
Finished Goods		20,494.63	20,889.72	21,816.91
22,571.77				
<u>Opening Stock:</u>				
Work-in-Progress		754.86		636.46
Finished Goods		21,816.91	22,571.77	15,855.70
16,492.16				
Total		1,682.05		(6,079.61)
SCHEDULE - 'Q'				
Financial Expenses				
Interest				
- On Debentures		407.21		731.16
- On Banks		672.38		341.80
- On Others		240.57		350.95
Financial Charges		411.98		300.38
Total		1,732.14		1,724.29

SCHEDULE - 'R'

Accounting Policies and Notes on Account

A. NATURE OF OPERATIONS

Whirlpool of India Limited is a leading manufacturer of home appliances. It is primarily engaged in manufacturing and trading of Refrigerators, Washing Machines, Air Conditioners, Microwave Ovens and small appliances and caters to both domestic and international markets. It also provides services in the area of product development, information technology, accounting and procurement services to Whirlpool Corporation, USA and other group companies.

B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements

The financial statements have been prepared to comply in all material respects with the Indian Accounting Standards as notified by Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared under the historical cost convention on an accrual basis except in case of fixed assets for which revaluation is carried out. The accounting policies have been consistently applied by the Company and except for the changes in accounting policy is discussed more fully below, are consistent with those used in the previous year.

2. Use of Estimates

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3. Changes in Accounting Policies

a) Accounting for Derivatives

During the current year, the Company has accounted for its 'Cross currency and interest rate swap based on the principles of hedge accounting to the extent the same does not conflict with the existing mandatory Accounting Standards and other Authoritative pronouncements, as against the previous policy of recognising the net loss (after considering the offsetting effect on the underlying hedge item) on account of marked to market of the derivative contracts, ignoring net gains. Had the previous year policy been followed, the net profit for the year would have been lower by Rs.223.04 lacs (Net of tax of Rs.28.51 lacs) and balance in the Hedge Reserve Account would have been lower by Rs.250.92 lacs.

b) Provision for warranty

Till the previous year, Company was providing for warranties on washing machines at amount likely to be incurred during the warranty period based on reasonable estimates. In the current year, Company has changed its policy in respect of warranty claims and has accrued for the liability on the basis of actuarial valuation carried out by an independent actuary. Had the previous year policy been followed the profit after tax would have been higher by Rs.27.61 lacs (Net of tax of Rs.14.22 lacs) and provision for warranty claims would have been lower by Rs.41.83 lacs.

4. Fixed Assets

Fixed assets are stated at cost (or revalued amounts, as the case may be), less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which takes substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.

5. Impairment

(a) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

(b) After impairment, depreciation is provided on the revised carrying value of the asset over its remaining useful life.

6. Grant

Grants are recognized when there is reasonable assurance that the grant will be received and conditions attached to them are complied with.

Grant received against specific asset is shown as a deduction from its gross value. Where the grant received equals the whole, or virtually the whole, of the cost of the asset, the asset is shown at a nominal value.

7. Depreciation

Depreciation on fixed assets is provided pro-rata from the date of addition using the Straight Line Method at the rates based upon useful life of assets estimated by management, which are greater than or equal to the corresponding rates prescribed in Schedule XIV of the Companies Act, 1956.

Depreciation rates arrived at after assessing the economic useful life of various categories of assets are as follows:

Type of Asset	Rates (SLM)	Schedule XIV Rates (SLM)
Factory buildings	3.34%	3.34%
Other than factory buildings	1.63%	1.63%
Plant and Machinery	4.75%	4.75%
Moulds and tools (included in Plant and Machinery)	16.21%	16.21%
Office equipments	4.75%	4.75%
Computers	33.33%	16.21%
Furniture and Fittings	6.33%	6.33%
Vehicles	23.75%	9.5%

Premium on Leasehold Land is amortised over the period of the lease and depreciation on leasehold improvement which includes temporary structures is provided over the unexpired period of lease or estimated useful life, whichever is lower.

Extra Shift Depreciation on the qualifying assets is charged at the rates prescribed in Schedule XIV of the Companies Act.

In respect of revalued assets, the difference between the

depreciation calculated on the revalued amount and original cost is recouped from the Revaluation Reserve Account.

8. Intangible assets

Software

Cost of software is amortized over its useful life of 60 months starting from the month of project implementation.

9. Research and Development Costs

Research costs are expensed as incurred. Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised over the period of expected future sales from the related project, not exceeding five years.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

10. Leases

Where the Company is the lessee

Finance leases, which effectively transfer to the Company

substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges are charged directly against income. Lease management fees, legal charges and other initial direct costs are capitalized.

If there is no reasonable certainty that the Company will obtain the ownership by the end of the lease term, capitalized leased assets are depreciated over the shorter of the estimated useful life of the asset or the lease term.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

11. Inventories

Inventories are valued as follows:

Raw Materials , Components and Stores and Spares	:	At lower of Cost and Net Realisable Value
Work-in-Progress	:	At lower of Cost and Net Realisable Value
Finished Goods-Manufactured	:	At lower of Cost and Net Realisable Value
Finished Goods-traded	:	At lower of Cost and Net Realisable Value
Spares for Finished Goods	:	At lower of Cost and Net Realisable Value

“Cost” of Raw Materials and Components, Finished Goods-Traded and Spares for Finished Goods has been arrived at by using the “weighted moving average” cost formula. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost.

“Cost” of Finished Goods-Manufactured and Work-in-Progress includes direct materials and labour and a proportion of manufacturing overheads based on normal operating capacity. Cost of finished goods includes excise duty, wherever applicable. Cost is arrived at by using the “weighted moving average” cost formula.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

12. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Goods

Revenue is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer. It includes excise duty and discounts but excludes value added tax / sales tax and are net of returns. Excise duty shown as deduction from revenue is the amount that

is included in the amount of revenue and not the entire amount of liability that arose during the year.

Income from services

Revenue from services provided to various parties in terms of agreements with them is recognised on accrual basis. Revenues from maintenance contracts are recognised pro-rata over the period of the contract as and when services are rendered.

Interest Income

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

13. Deferred Revenue Expenditure

Expenditure on Voluntary Retirement Scheme is treated as deferred revenue expenditure and amortised over a period of 60 months. However, to comply with the Accounting Standard 15-(Revised) on Employee benefits, the amortisation has been accelerated for all existing voluntary retirement schemes to ensure that no balance is carried forward beyond March 31, 2010.

14. Foreign Currency Transaction

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction, and non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined.

(iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

(iv) Forward Exchange Contracts not intended for trading or speculation purposes

The premium or discount arising at the inception of a forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such contracts are recognised in the statement of profit and loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognised as income or as expense for the year.

15. Derivative Instrument

As per the ICAI Announcement, derivative contracts, other than those covered under Accounting Standard-11, are accounted on the basis of hedging principles to the extent that the same does not conflict with the existing mandatory Accounting Standards, other Authoritative pronouncements and other regulatory requirements. Accordingly, the derivative contract are marked to market on a portfolio basis, and the net gain/loss after considering the off setting effect on the underlying hedge item is transferred to Hedge Reserve Account.

16. Retirement and other Employee benefits

a) Provident Fund

Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

b) Superannuation Fund

Retirement benefit in the form of Superannuation Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable. The Company has arrangements with a Insurance Company to administer its superannuation scheme.

c) Gratuity

Gratuity liability is defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit

credit (PUC) method made at the end of each financial year. The Company has created an approved Gratuity Fund, which has taken a group gratuity cum insurance policy with an Insurance company to cover the gratuity liability of the employees and premium paid to LIC is charged to Profit & Loss account. At the end of accounting year, difference between obligation as per actuarial valuation and the fair value of plan asset is further provided for.

d) Welfare Schemes

(i) The Company has provided liability in respect of other Retirement Benefit Schemes offered to the employees of the Faridabad Refrigeration Operations on the basis of year end actuarial valuation. This is unfunded defined benefit scheme.

(ii) The Company has taken life insurance cover from Insurance Companies for its blue collar employees at Faridabad and Ranjangaon Refrigeration Operations and all white collar employees. The premium is charged to the Profit & Loss Account on accrual basis. This is a defined contribution plan and there is no other obligation other than the contributions payable to Insurance Companies.

(iii) The Company has provided for liability in respect of its scheme for Long Term Service Award for its employees at the Faridabad Refrigeration Operations and Pondicherry Washers Operations on the basis of year end actuarial valuation. This is unfunded defined benefit scheme.

e) Compensated absences

Short term compensated absences are provided for based on actuarial valuation. These are valued at cost to Company basis without considering any discounting and salary increase. Long term compensated absences are provided for based on actuarial valuation which is done as per projected unit credit method.

f) Actuarial gains/losses are immediately taken to the Profit and Loss Account and are not deferred.

17. Income Taxes

Tax expense comprises of current, deferred and fringe benefit tax. Current income tax and fringe benefit tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situation where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty that such deferred tax assets can be realized against future taxable profits.

At each balance sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has

become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income-tax during the specified period. In the year in which the Minimum Alternative Tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income-tax during the specified period.

18. Provision

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on management estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

19. Service under Warranty

- a) Service under Optional Service Contract
Liability under optional service contract in respect of the contracted period is provided on the basis of valuation carried out by an independent actuary as at the year end.
- b) Service under Warranty/ Extended Warranty
 - (i) Liabilities in respect of warranties including extended warranties other than on microwave ovens are accrued and provided on the basis of valuation carried out by an independent actuary as at year end.
 - (ii) In case of warranty on microwave ovens, expenses likely to be incurred during the warranty period are provided on reasonable estimates. The estimates are based on past experience.

20. Customs and Excise Duty

Excise Duty on finished goods stock lying at the factory is accounted at the point of manufacture. Custom Duty on imported material lying in bonded warehouse is accounted for at the time of bonding of materials.

21. Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity

shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

22. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, financing and investing activities of the Company are segregated.

Cash and cash equivalents in the cash flow statement comprise cash at bank, cash/cheques in hand and short-term investments with an original maturity of three months or less.

23. Segment Reporting

a) Identification of Segments

i) Primary Segment - Business Segment

The Company's Operations predominantly comprise of only one segment i.e. Home Appliances. In view of the same, separate segmental information is not required to be given as per the requirements of Accounting Standard 17.

ii) Secondary Segment - Geographical Segment

The analysis of geographical segment is based on the geographical location of the customers. The Company operates primarily in India and have presence in international markets as well. Its business is accordingly aligned geographically, catering to two markets. The Company has considered domestic and exports markets as geographical segments and accordingly disclosed these as separate segments. The geographical segments considered for disclosure are as follows:

- Sales within India include sales to customers located within India.
- Sales outside India include sales to customers located outside India.

C. NOTES ON ACCOUNT

1. CONTINGENT LIABILITIES

Particulars	Rs. in lacs	
	As at March 31, 2009	As at March 31, 2008
a) Claims against the Company not acknowledged as debts. These claims are in respect of various cases filed by the ex-employees and consumers. It has been estimated that the liability arising on the Company should the actions be successful is Rs.1,505.58 lacs (Previous Year Rs.1565.56 lacs). The legal proceedings are going on and therefore it is not practicable to state the timing of any payment. The management is of the opinion that it is possible, but not probable, that the action will succeed and accordingly no provision for any liability has been made in these financial statements.	1505.58	1565.56



... to a world of delight



Appreciation of the Delight - Awards

Whirlpool® has had the unique distinction of being awarded two **'Best Employer Awards'** in the same year. These recognitions are an inspiration to excel in being 'Employers/Partners of Choice'.



Mercer rated Whirlpool® amongst the Top 20 **'Best Companies to Work for in India 2009'**.



Hewitt rated Whirlpool® amongst the Top 25 **'Best Employers in India 2009'**.



Whirlpool® Frost Free Refrigerators with 6th Sense™ Technology were recognized as the 'Most Popular Product in the Popular Refrigerator Category'. This was awarded by **'Product of the Year'**, a global consumer recognition standard that celebrates and rewards the best innovations in retail products.



Appreciation of the Delight - Awards

In a year when the business environment was volatile, the company posted the best ever financial results in its history. We owe our success to a strong brand, an excellent range of innovative products, able leadership and passionate employees. Indeed, Brand Whirlpool® has been recognized for a number of achievements in the past year - for business excellence, product innovation and for being among the best employers in the country.



The **NDTV Profit Business Excellence Award for Best Consumer Durable Company 2008** being presented to Mr. Arvind Uppal by Finance Minister P Chidambaram.



Welcome...



6th sense™ Technology

Whirlpool® appliances with revolutionary 6th Sense™ Technology intuitively sense your needs to deliver what you want, when you want and how you want it. No wonder that Whirlpool® delivers best in class performance and complete ease of use.



In today's busy lifestyle, time is at a premium. That's why a refrigerator that can keep everything fresh for a longer time without manual intervention is a boon. Whirlpool® Refrigerator's 6th Sense™ Technology not only gives fast cooling and ice solutions but also automatically changes the temperature according to the weather conditions and load levels.

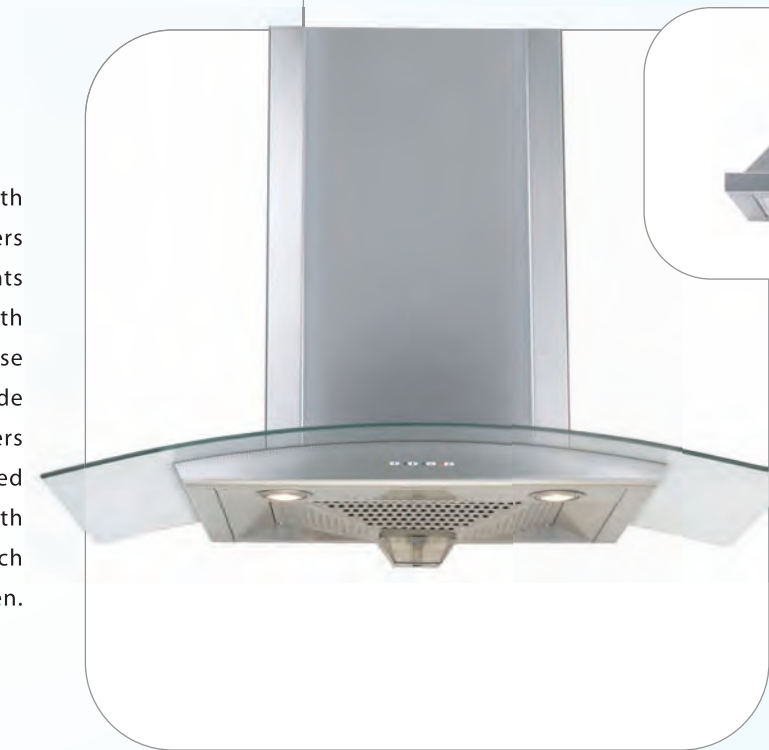


To escape extreme weather conditions, everyone craves instant cooling the moment the AC is switched on. And that's what Whirlpool® Air Conditioners deliver with their 6th Sense™ Technology that cools faster even in 48° C while consuming less power.

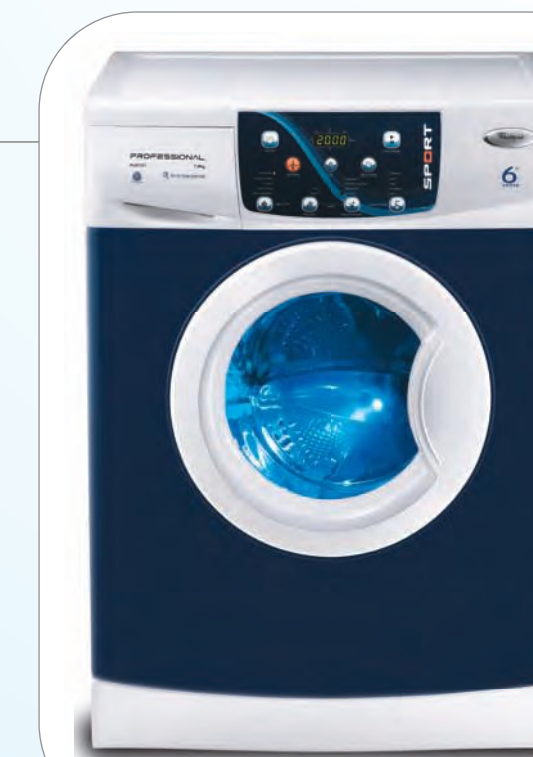


Whirlpool® RO Water Purifiers come with 6th Sense™ Purify & Protect™ Technology which addresses every homemaker's concern of keeping her family safe and disease-free. This technology has a unique Silver Impregnated Ceramic Cartridge that releases silver ions in the stored water to protect it from microbial re-contamination, keeping water pure for longer. So that every sip is as pure as it can ever get!

Built-in appliances from Whirlpool® with 6th Sense™ Technology not only delivers superior performance but complements every homemaker's sense of style with their look of sophistication. These high-end specialist products include hobs, hoods, ovens and dishwashers and are crafted in Italy by celebrated designers. Blending fine art with modern science they add that touch of class to every kitchen.



Most homemakers think that tasty Indian dishes cannot be cooked in a microwave. But it's easy with Whirlpool® Microwave Ovens' 6th Sense™ MicroTawa™ which heats up to 210° C within two minutes to make mouthwatering Indian dishes like uttapams, crisp dosas, paranthas etc. easily and quickly. Whirlpool's 6th Sense™ Technology also senses whether the food is ready or needs to simmer for a few more minutes.



Wash loads may vary on different days. In other washing machines, the homemaker would have to manually adjust the detergent and water level. Thankfully, she doesn't need to with Whirlpool® Washing Machines, whose 6th Sense™ saves her this chore by automatically adjusting them to suit the wash load and cycle selection.

b) Others:-		
- On account of pending appeals of Excise Duty	941.77	245.75
- On account of pending appeals of Custom Duty	228.59	160.52
- On account of pending appeals of sales tax assessments	1,754.20	1434.68

These cases for which the total estimated liability, should the actions be successful, is Rs.2,924.56 lacs (Previous year Rs.1,840.95 lacs). The legal proceedings are going on and therefore it is not practicable to state the timing of any payment.

In view of large number of cases, it is not practicable to disclose individual details of all the cases. On the basis of current status of individual case and as per legal advice obtained by the Company, wherever applicable, the Company is confident of winning the above cases and is of view that no provision is required in respect of these cases.

- c) While making the income tax assessments, the Assessing Officers have made certain disallowances of Rs.5,107.34 lacs (Previous Year Rs. 925.56 lacs), other than transfer pricing adjustments for the assessment years over the past few years. The Company's appeals against these orders before the Appellate Authorities are pending.

The Income Tax Authorities have reduced the loss by Rs.9,734.49 lacs (Previous Year Nil) for the Assessment year 2005-06, Rs.7,967.93 lacs (previous year Rs.7,967.93 lacs) for the Assessment year 2004-05 and Rs.3,628.14 lacs (previous year Rs.3,628.14 lacs) for the Assessment year 2003-04 on account of transfer pricing adjustments. The Company has gone into appeal with CIT (Appeals) against the aforesaid adjustments which have been adjusted against the brought forward losses from earlier years. Depending on the outcome of the aforementioned cases, assessments for the subsequent periods to March 31, 2009 could include demands/settlements on the similar items, amounts whereof could not be ascertained. The Company has recognized deferred tax assets considering that there would not be any adjustments to returned losses on account of these cases.

The management, based upon expert opinion, believes that the Company has good chances of success.

- d) The Company had issued 1,523,42,500 (no's) (Previous Year 15,23,42,500) 10% Redeemable Non Convertible Cumulative Preference Shares of Rs.10 each fully paid up to Whirlpool Canada Holding Co., a subsidiary of Whirlpool Corporation Inc., USA. The dividend is payable cumulatively only in the year in which the Company will have distributable profits as per the provision of Companies Act, 1956. The Cumulative arrears of dividend till year ended March 31, 2009 is Rs.5,700.23 lacs (Previous Year Rs.4,176.80 lacs). The amount of dividend tax attributable thereon is Rs.968.55 lacs (Previous Year Rs.709.64 lacs).

2. Capital work contracted but still under execution (net of advances) is estimated at Rs.264.03 lacs (previous year Rs.783.29 lacs).

3. Segment Reporting

Information pertaining to Secondary Segment Gross Revenue as per Geographical Locations

Particulars	Rs in lacs	
	For the Year ended March 31, 2009	For the Year ended March 31, 2008
Within India	184,628.69	172,302.32
Outside India	17,521.04	18,748.00
Total	202,149.73	191,050.32

Debtors as per Geographical Locations

Particulars	Rs in lacs	
	As at March 31, 2009	As at March 31, 2008
Within India	4,117.18	5,400.80
Outside India	4,089.47	4,603.47
Total	8,206.65	10,004.27

Fixed Assets as per Geographical Locations

The Company has common fixed assets for producing goods for domestic as well as overseas market. Hence, segment-wise information for fixed assets/ additions to fixed assets cannot be furnished.

4. The Company had taken a loan amounting to US\$ 10 million from Whirlpool Corporation, USA. As per the terms of the loan agreement, interest is payable at LIBOR plus 45 basis points on a quarterly basis. The loan is repayable after three years from the date of agreement. The Company has entered into cross currency and interest rate swap agreements with a bank for the repayment of principal and interest whereby banks will charge fixed rate on the principal in exchange for variable interest (LIBOR plus 45 basis points) and repayment of principal to Whirlpool Corporation. Out of the total payment to the bank in current year, the Company has considered interest paid by bank to Whirlpool Corporation as interest and difference between such payment and total interest is shown as finance charges in Profit and Loss Account.

As per the Announcement by Institute of Chartered Accountants of India, the Company has accounted for cross currency and interest rate swap agreement on the basis of principles of hedge accounting to the extent the same does not conflict with the existing mandatory accounting standards and other authoritative pronouncements. Consequently, the net loss amounting to Rs.250.92 lacs on restatement of loan and mark to market valuation of derivative has been transferred to Hedge Reserve Account.

5. The Company has accounted for deferred tax assets (net) amounting to Rs.7,325.27 lacs (Previous year Rs 8,603.01 lacs) (including deferred tax assets on unabsorbed depreciation) till March 31, 2009. The Company is confident that subsequent realisation of the deferred tax assets created is virtually certain in the near future based on existing business model and future plans as enumerated below:

The Company had established state of the art design and technology centres in Pune and Pondicherry in the recent past. These centres operate as end to end solution providers to Whirlpool group companies across the globe and are a good source of revenue for the Company.

During the last few years, the Company has generated significant amount of additional cash from operation. This has been made possible through continuous focus on better product mix leading to improved margin realisation and other cost reduction initiatives.

The measures mentioned above along with some other initiative of the past have resulted in a significant improvement in the Company's financial performance and the Company has reported a profit of Rs.7,051.70 lacs during the year as against profit of Rs.3,231.71 lacs in previous year. The Company is confident that above measures will result in further increase in the market share of the Company and corresponding increase in the profitability of the Company in coming years.

6. Leases

Disclosures in respect of operating & finance leases are given as follows:

		Rs in lacs	
S. No.	Particulars	2008-09	2007-08
I	Operating Lease		
A	The total of future minimum lease payments under non- cancellable operating leases for each of the following Years:		
(i)	Not later than one year;	875.37	861.00
(ii)	Later than one year and not later than five years;	2,768.17	2,361.70
(iii)	Later than five years;	1,375.53	1,840.35
B	The total of future minimum sub-lease payments expected to be received under non-cancellable subleases at the balance sheet date;	-	-
C	Lease payments recognised in the statement of profit and loss for the Year.	944.34	741.62
D	Sub-lease payments received (or receivable) recognised in the statement of profit and loss for the Year;	-	-
E	A general description of the lessee's significant leasing arrangements;- Lease rent agreement for Computer hardware devices, vehicles, offices, godowns and warehouses. There is no escalation clause in the lease agreement. There are no subleases		
II	Operating Lease (Cancellable)		
A	Lease payments recognised in the statement of profit and loss for the year.	1,008.84	934.58
B	A general description of the lessee's significant leasing arrangements;- Lease rent agreement for offices, godowns and residence of employees. There are no subleases and there are no restrictions imposed by lease arrangements.		
III	Finance Lease		
	The Company does not have any finance lease arrangements.		

7. Related Party Transactions

Following are the Related Parties and transactions made with them during the year:

Key Management Personnel	Mr. Arvind Uppal, Managing Director, Mr. Mahesh Krishna, Executive Director (upto 25 th July 2008), Mr. Vikas Singhal (w.e.f 25 th July 2008)
Parties having direct or indirect control over the Company	Whirlpool Corporation Inc., USA (Holding Company)
Group Companies/Enterprise where common control exists and with whom transactions have taken place during the year.	Maytag Sales Corp., Whirlpool China Investment Co. Ltd., Whirlpool Greater China, Whirlpool CHC, Whirlpool South East Asia PTE, Whirlpool Europe s.r.l., Whirlpool Thailand Ltd., Whirlpool India Holdings Ltd., Whirlpool Slovakia Spol. Sro, Whirlpool Greater China Inc, Whirlpool Home Appliance (Shanghai), Whirlpool S.A., Whirlpool (Hong Kong) Ltd., Whirlpool Colombia, Whirlpool Australia Pty Ltd., Whirlpool Mexico S.A. de C.V, Whirlpool Morocco Srl, Whirlpool Argentina, Whirlpool South Africa (Pty) Ltd, Whirlpool Home Appliance (Shanghai) International Trading Co. Ltd, Guangdong Whirlpool Electrical Products Co. Ltd, Whirlpool Microwave Products Development Ltd., Beijing Embraco Industrias Acros, Whirlpool France S.A.S., Whirlpool Sweden A.B., Whirlpool Canada Holding Co., Whirlpool Poland, Multibras SA., Whirlpool Bauknecht Hausgeräte GmbH, WHIRLPOOL d.o.o. Beograd, Beijing Embracco Snowflake, Empresa Brasileira

Particulars	Holding Company		Enterprises under common control		Key Management Personnel		Relatives of Key Management Personnel	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
A) Transactions								
Purchase of Raw Materials, Finished Goods and Spares for Finished Goods (exclusive of exchange fluctuation and net of returns)								
- Whirlpool Corporation Inc., USA	0.01	0.01	-	-	-	-	-	-
- Whirlpool Home Appliance (Shanghai)	-	-	142.19	-	-	-	-	-
- Whirlpool Europe s.r.l.	-	-	204.95	-	-	-	-	-
- Multibras SA	-	-	-	529.78	-	-	-	-
- Whirlpool Microwave Product Developments Ltd	-	-	445.07	877.65	-	-	-	-
- Whirlpool Empresa Brasileira	-	-	931.19	2,202.02	-	-	-	-
- Others	-	-	27.47	320.92	-	-	-	-
Sale of Finished Goods, Semi Finished Goods and Spares for Finished Goods (exclusive of exchange fluctuation)								
- Whirlpool Corporation Inc., USA	163.91	82.66	-	-	-	-	-	-
- Maytag Sales Corp.	-	-	426.05	5,549.02	-	-	-	-
- Whirlpool Mexico S.A. de C.V	-	-	242.17	238.18	-	-	-	-
- Whirlpool (Australia) Pty. Limited	-	-	6,603.60	1,671.39	-	-	-	-
- Whirlpool Europe s.r.l	-	-	2,610.49	3,967.28	-	-	-	-
- Whirlpool Morocco	-	-	898.26	769.96	-	-	-	-
- Others	-	-	669.59	655.31	-	-	-	-
Expenses to be recovered or recovered (exclusive of exchange fluctuation)								
- Whirlpool Corporation Inc.	858.76	746.56	-	-	-	-	-	-
- Whirlpool China Investment-Asia HQ	-	-	190.65	143.97	-	-	-	-
- Whirlpool China Investment Co. Ltd	-	-	63.29	294.41	-	-	-	-
- Whirlpool Greater China	-	-	188.91	74.14	-	-	-	-
- Whirlpool Europe s.r.l.	-	-	356.45	447.94	-	-	-	-
- Others	-	-	172.29	98.91	-	-	-	-
Expenses paid (exclusive of exchange fluctuation)								
- Whirlpool Corporation Inc., USA	489.35	100.80	-	-	-	-	-	-
- Multibras SA	-	-	123.64	747.05	-	-	-	-
- Whirlpool Slovakia Spol Sro.	-	-	-	25.86	-	-	-	-
- Whirlpool-Greater China Inc	-	-	-	94.17	-	-	-	-
- Whirlpool Home Appliance (Shanghai)	-	-	8.50	-	-	-	-	-
- Others	-	-	152.04	6.30	-	-	-	-
5. Service Income								
- Whirlpool Corporation Inc., USA.	4,223.82	3,200.11	-	-	-	-	-	-
- Whirlpool-Greater China Inc,	-	-	946.95	244.47	-	-	-	-
- Others	-	-	245.97	-	-	-	-	-

Particulars	Holding Company		Enterprises under common control		Key Management Personnel		Relatives of Key Management Personnel	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
6. Grant Received								
- Whirlpool Corporation Inc., USA.	61.04	166.66	-	-	-	-	-	-
- Others	-	-	-	4.77	-	-	-	-
7. Interest on Loan (exclusive of exchange fluctuation)								
- Whirlpool Corporation Inc., USA.	161.90	221.60	-	-	-	-	-	-
8. Brand and Technical Assistance Fee								
- Whirlpool Corporation Inc., USA..	2,199.05	1,798.32	-	-	-	-	-	-
9. Remuneration								
Mr. Arvind Uppal	-	-	-	-	53.44	52.23	-	-
Mr. Mahesh Krishna*	-	-	-	-	16.21	48.48	-	-
Mr. Vikas Singhal*	-	-	-	-	35.27	-	-	-
10. Employees Stock Option (refer note no (c) (11) below)								
B) Balance Outstanding as at the year end:								
- Sundry Debtors								
Whirlpool Southeast Asia PTE	-	-	82.63	49.62				
Whirlpool Thailand Ltd	-	-	0.05	-				
Whirlpool (Australia) Pty Ltd.	-	-	2,105.30	227.66				
Whirlpool Microwave Product Developments Ltd	-	-	6.49	2.70				
Whirlpool-HKG/SEA – Service	-	-	16.15	-				
Whirlpool Europe s.r.l.	-	-	183.38	933.14				
Whirlpool Morocco Srl.	-	-	100.50	339.59				
Whirlpool Mexico SA de C.V,	-	-	32.43	114.10				
Whirlpool South Africa (Pty) Ltd.	-	-	12.19	0.05				
Whirlpool of India Holdings Ltd.	-	-	2.77	-				
Guangdong Whirlpool Electrical Products Co Ltd.	-	-	8.36	-				
Maytag Sales Corp.,	-	-	39.26	1297.89				
Whirlpool Corporation Inc., USA	473.74	830.81	-	-				
Whirlpool-Greater China Inc,	-	-	205.97	80.40				
Multibras SA	-	-	11.05	0.65				
Whirlpool China Investment Co. Ltd.	-	-	41.28	31.36				
WHIRLPOOL d.o.o. Beograd	-	-	60.44	84.76				
Whirlpool Bauknecht	-	-	58.06	2.09				
Whirlpool CHC	-	-	-	103.19				
Whirlpool Canada Holding Co.	-	-	-	23.24				
Whirlpool Consumer Appliance Services.	-	-	-	0.22				

Particulars	Holding Company		Enterprises under common control		Key Management Personnel		Relatives of Key Management Personnel	
	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
- Sundry Creditors								
Whirlpool Slovakia Spol Sro.	-	-	-	-	-	-	-	-
Whirlpool Europe s.r.l.	-	-	29.12	23.03	-	-	-	-
Whirlpool Corporation Inc., USA	-	-	53.05	27.09	-	-	-	-
Whirlpool Poland.	-	-	-	-	-	-	-	-
Whirlpool Nordic Oy.	-	-	6.19	1.27	-	-	-	-
Multibras SA	-	-	1.07	0.47	-	-	-	-
Whirlpool Empresa Brasileria	-	-	16.23	102.82	-	-	-	-
Beijing Embraco Snowflake	-	-	291.06	2165.32	-	-	-	-
Whirlpool Home Appliance (Shanghai)	-	-	10.45	-	-	-	-	-
Whirlpool Microwave Product Developments Ltd	-	-	55.48	4.50	-	-	-	-
Whirlpool Hong Kong Ltd.	-	-	33.65	276.37	-	-	-	-
Whirlpool Bauknecht	-	-	-	0.25	-	-	-	-
- Amounts recoverable in cash or in kind for value to be received	-	-	-	1.46	-	-	-	-
- Other Payables								
Whirlpool Slovakia Spol Sro.	-	-	-	-	-	-	-	-
Whirlpool Europe s.r.l.	-	-	3.99	3.16	-	-	-	-
Whirlpool Corporation Inc., USA	-	-	16.32	13.07	-	-	-	-
Multibras SA	974.64	770.20	-	-	-	-	-	-
Whirlpool Empresa Brasileria	-	-	24.85	4.81	-	-	-	-
Whirlpool Microwave Product Developments Ltd	-	-	0.54	-	-	-	-	-
Guangdong Whirlpool Electrical Products Co Ltd.	-	-	6.22	-	-	-	-	-
Whirlpool (Australia) Pty Ltd.	-	-	1.76	-	-	-	-	-
Whirlpool-Greater China Inc,	-	-	-	57.80	-	-	-	-
Whirlpool Bauknecht	-	-	-	4.55	-	-	-	-
Whirlpool CHC	-	-	-	0.32	-	-	-	-
- Unsecured loan								
Whirlpool Corporation Inc., USA	5,075.00	4,012.00	-	-	-	-	-	-
- Brand and Technical assistance fee (excluding cess)								
Whirlpool Corporation Inc.	444.69	379.44	-	-	-	-	-	-

* Amount does not include the amounts referred in **note no 8 (c)** below.
The balance written back amounts to Rs. 175.16 lacs (previous year Rs. 275.42 lacs) and the balance written off amounts to Rs.nil (Previous Year Rs. nil).

8. Directors' Remuneration

Particulars	Rs in lacs	
	2008-09	2007-08
Salaries	54.37	61.83
Allowances	22.83	13.85
Perquisites	13.05	10.58
Contribution to Superannuation fund	8.15	8.03
Contribution to Provident fund	6.52	6.42
Commission -	-	-
Total	104.92	100.71

Notes:

a) As the future liability for the gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to directors is not ascertainable and, therefore, not included above.

b) Value of perquisites has been taken as per the Income Tax Act, 1961.

c) 'Employees' Remuneration and Benefits' under Schedule N of the financial statements include Rs.104.92 lacs towards director's remuneration. However, the Company has during the year paid Rs.126.92 lacs as managerial remuneration to its managing director and whole time directors. The amount so paid includes Rs.22 lacs paid to its whole time directors which is in excess of the limits specified under Schedule XIII of the Companies Act, 1956. The excess amount will be paid back by the directors and accordingly has been included under Loans and Advances as amount held in trust by such directors on behalf of the Company as per the provisions of Section 309 (5A) of the Companies Act, 1956.

9. Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006 to the extent such parties have been identified from the available documents/ information is as below:-

Details of dues to Micro, Small and Medium Enterprises as per MSMED Act, 2006	Rs in lacs	
	2008-09	2007-08
The Principal amount and the Interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
Principal Amount	58.14	181.78
Interest	0.24	7.89
Interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	13.16	-
Amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	11.46	-
Amount of interest accrued and remaining unpaid at the end of each accounting year; and		
F.Y. 2007-08	1.74	7.89
F.Y. 2008-09	11.70	-
Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Medium Enterprise Development Act, 2006	13.44	7.89

10. Income Tax

The Company has recognized Rs.539.12 lacs on 31st March 2009 as Minimum Alternate Tax (MAT) credit entitlement, which represents that portion of the MAT Liability, the credit of which would be available based on the provisions of Section 115 JAA of the Income Tax Act, 1961. The Management based on the future profitability projections and also profit earned during the year is confident that there would be sufficient taxable profit in future which will enable the Company to utilize the above MAT credit entitlement.

11. Share Based Compensation

Disclosures in accordance with the Guidance Note on

Accounting for Employee Share-based Payments issued by Institute of Chartered Accountants of India

The Company does not provide any equity-based compensation to its employees. However, the parent company, Whirlpool Corporation, USA has provided various share-based payment schemes to employees.

A. Details of these plans are given below:

i) Employee Stock Options

A stock option gives an employee, the right to purchase shares of Whirlpool at a fixed price for a specific period of time. The grant price (or strike price) is fixed at the

closing price of Whirlpool common stock on the date of grant. Stock options expire in ten years from the date they are granted and vests in equal annual installments over service periods.

ii) Performance Cash Units

A performance cash unit is a unit valued at \$1 (1 performance cash unit = \$1), which employee receive at the end of a specified vesting period. Performance cash units provide cash value at delivery. Performance cash units always have value and are not tied to the price of Whirlpool stock.

B. Details of stock options granted during the period ended 31 March, 2009 are given below:

Options existing during the Year ended 31 March, 2009

Type of arrangement	Date of grant	Options granted (nos.)	Fair market value on the grant date (US \$)	Vesting conditions	Weighted average remaining contractual life in years
Employee Stock Options	February 18, 2002	2,300	17.28	1/10 of the shares vest each year over a period of ten years starting from one year after the date of grant.	2.87
Employee Stock Options	February 16, 2004	2,600	25.07		4.29
Employee Stock Options	February 14, 2005	1,300	26.38		5.83
Employee Stock Options	February 16, 2005	1,050	26.72		5.85
Employee Stock Options	February 20, 2006	3,372	41.18		6.89
Employee Stock Options	February 19, 2007	3,130	47.64		7.88
Employee Stock Options	January 24, 2008	750	42.71		8.74
Employee Stock Options	February 19, 2008	4,801	48.32		8.88
Employee Stock Options	April 1, 2008	750	50.01		9.00
Employee Stock Options	February 16, 2009	18,396	18.30		9.85

C. Summary of activity under the plan for the period ended 31 March, 2009 and 31 March, 2008 are given below.

Year ended 31 March, 2009

Employee Stock Options

Employee Stock Options	2009			2008		
	Number of options	Weighted-average exercise price	Weighted-average remaining contractual life	Number of options	Weighted average exercise price	Weighted average remaining contractual life
Outstanding at the beginning of the year	14,602	85.52	7.50	9,185	83.26	6.35
Granted during the year	19,146	34.15	9.82	5,551	87.19	9.74
Forfeited during the year	1,473	90.65	8.14	-	-	-
Exercised during the year	-	-	-	134	89.16	7.89
Expired during the year	717	91.02	7.24	-	-	-
Outstanding at the end of the year	31,558	53.99	8.88	14,602	85.52	7.50

Weighted average fair value of the options outstanding is \$ 28.14 per option. Since no options has been exercised during the period, thus weighted average share price has not been disclosed. The weighted average share price in previous year was \$ 90.7 per option.

The estimated fair value of each stock option granted on each date was made using the Black-Scholes option pricing model with the following assumptions:

Grant Date	Closing Share price as at the grant date (\$)	Expected volatility for stock options	Contractual life in years	Dividend yield	Risk-free interest rate*	Exercise price of options (\$)**	Fair Value of options granted
February 18, 2002	67.29	28.1	10	2%	6.082	67.29	17.28
February 16, 2004	72.94	28.1	10	2%	6.451	72.94	25.07
February 14, 2005	63.24	28.1	10	2%	6.734	63.24	26.38
February 16, 2005	63.91	28.1	10	2%	6.734	63.91	26.72
February 20, 2006	89.16	28.1	10	2%	6.942	89.16	41.18
February 19, 2007	94.47	28.1	10	2%	7.188	94.47	47.64
January 24, 2008	78.89	28.1	10	2%	7.115	78.89	42.71
February 19, 2008	88.49	28.1	10	2%	7.115	88.49	48.32
April 1, 2008	91.28	28.1	10	2%	7.115	91.28	50.01
February 16, 2009	31.82	28.1	10	2%	7.041	31.82	18.30

*Risk free interest rates based on long term Government bonds & securities. Expected volatility is measured using annualized standard deviation of stock price movement. Stock price is based on the closing price of the stock, so above mentioned stock prices are taken from US stock exchange where the holding company is listed.

**The employees' compensation expense for Stock options during the period ended 31 March 2009 amounts to Rs.30.09 lacs (Previous year Rs.16.37 lacs). However, these have not been charged back by the Company and hence not accounted for by the Company.

12. Earnings per share (EPS)

Rs in lacs

Particulars	2008-09	2007-08
Profit as per Profit & Loss Account	7,051.70	3,231.71
Less: Dividend on 10% Non – Convertible Cumulative Preference Shares	(1,523.43)	(1,523.43)
Corporate Dividend Tax	(258.91)	(258.91)
Net Profit for EPS Calculation	5,269.36	1,449.37
Weighted Average Number of Equity Shares outstanding during the year (Nominal value of Rs.10 per share each) (in absolute no's)	126,871,830	126,871,830
Basic and Diluted Earnings per share (in Rs.)	4.15	1.14

13. Disclosures in respect of movement in provision account as per the requirements of Accounting Standard 29.

Rs in lacs

Class of Provisions	Balance as at beginning of the year	Additions during the year	Amounts used during the year	Unused amounts reversed during the year	Balance as at the end of the year
Provision for warranties	4,418.09	1,101.48	1,343.23	-	4,176.33
Provision for litigations	425.73	315.38	83.93	14.30	642.88
Total	4,843.82	1,416.86	1,427.16	14.30	4,819.21

Provision for Warranty

Provision is recognized on actuarial basis for expected warranty claims on products sold. It is expected that most of this cost will be incurred over the warranty period as per warranty terms. Assumptions used to calculate the provision for warranties were based on current and previous year sales level and the failure trend in respect of defectives.

Provision for litigations

In view of large number of cases, it is not practicable to disclose individual details. Above provisions are affected by numerous uncertainties and management has taken all efforts to make a best estimate. Timing of economic benefit outflow will depend upon timing of decision of cases.

14. Derivative Instruments and Un-hedged Foreign Currency Exposure

Particulars of Derivatives	Purpose
Interest and cross currency swap Outstanding as at Balance sheet date : US \$ 10,000,000	Hedge of expected future payment and exposure to variable interest outflow on loans. Swap to receive fixed rate of interest of 9.2525% and pay a variable rate equal to LIBOR + 45 Basis Point on the notional amount

The mark to market on the above transaction after considering the offsetting effect on the underlying hedge item has been carried to Hedge Reserve Account.

Particulars of Un-hedged foreign Currency Exposure as at the Balance Sheet date

S. NO.	Exposure in Foreign currency	Sundry Creditors and other Payable		Sundry Debtors and Advances given		Buyer's Credit	
		2008-09	2007-08	2008-09	2007-08	2008-09	2007-08
1	USD in lacs	179.46	191.68	81.92	118.15	-	19.53
2	EURO in lacs	1.11	1.19	0.23	0.16	-	-
3	AUD in lacs	0.003	-	0.12	0.80	-	-
4	SEK in lacs	0.17	0.07	-	-	-	-
5	JBP in lacs	-	-	0.02	-	-	-
6	GBP in lacs	-	0.08	-	-	-	-
7	SGD in lacs	-	0.01	-	-	-	-
	Total Exposure Rs.in lacs	9,182.65	7,769.99	4,174.58	4,779.31	-	783.54

Conversion Rates (rates as applicable on the respective balances) :-

USD - 50.72/50.75 (previous year 40.12), EUR – 66.97/67.02 (previous year 63.44) , AUD - 34.98/34.99 (previous year 36.7), SEK - 6.12/6.14 (previous year 6.78) , JBP -51.15/51.19(per Rs.100) (previous year 50.543(per Rs. 100)

Particulars of Hedged Foreign Currency Exposure as at Balance Sheet date held for future payments/receipts

Forward contract outstanding as at Balance Sheet date

Particulars of Derivatives	2008-09	2007-08	Purpose
Purchase USD in lacs	10.05	-	Hedge of creditors/expected future purchase

15. Gratuity and other post-employment benefit plans

Gratuity (being administered by a Trust) is computed as 15 days salary, for every completed year of service or part thereof in excess of 6 months and is payable on retirement/ termination/resignation. The benefit vests on the employee completing 5 years of service. The Gratuity plan for the Company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited, to a Gratuity Trust Fund established to provide gratuity benefits. The Trust has taken an Insurance policy, whereby these contributions are transferred to the insurer. The Company makes provision of such gratuity asset/ liability in the books of account on the basis of actuarial valuation carried out by an independent actuary.

The Superannuation (pension) plan for the Company is a defined contribution scheme where monthly contribution @ 15% of basic pay for the employee at manager and above level is paid to a Superannuation Trust Fund established to provide pension benefits. The Trust Fund

has taken an Insurance policy, whereby these contributions are transferred to the insurer.

The Provident Fund is a defined contribution scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the "Statutory Provident Fund". The benefit vests upon commencement of employment.

The Company has also agreed to provide certain additional retirement benefits to the employees of the Faridabad Refrigeration Operations where Rs. 20,000 is paid to employee on his retirement. Additional retirement benefit is unfunded defined benefit scheme. The Company makes provision of such liability on the basis of actuarial valuation carried out by an independent actuary.

The following tables summarise the components of net benefit expense recognized in the profit and loss account and the funded status and amounts recognized in the balance sheet for the respective plans.

Profit and Loss account

Net employee benefit expense (recognised in Employee Cost)

(Rs. in lacs)

Particulars	2008-09		2007-08	
	Gratuity	Addl. retirement benefit	Gratuity	Addl. retirement benefit
Current service cost	129.68	-	112.09	-
Interest cost on benefit obligation	97.78	2.61	90.44	2.59
Expected return on plan assets	(57.01)	-	(101.75)	-
Net actuarial (gain) / loss recognised in the year	143.71	1.51	47.77	(0.18)
Past service cost	-	-	-	-
Net benefit expense	314.16	4.12	148.55	(2.41)
Actual return on plan assets	57.26	-	102.35	-

Balance Sheet

Details of Plan Asset/(Liability) for Gratuity and Additional Retirement Benefit

Defined benefit obligation	1631.75	38.85	1,347.23	34.78
Fair value of plan assets	1402.07	-	1,357.12	-
Less: Un-recognized past service cost	-	-	-	-
Plan asset / (liability)	(229.68)	(38.85)	9.89	(34.78)

Changes in the present value of the defined benefit obligation are as follows:

Opening defined benefit obligation	1347.23	34.73	1,164.83	32.33
Interest cost	97.78	2.61	90.44	2.63
Current service cost	129.68	-	112.09	-
Benefits paid	(86.90)	-	(68.51)	-
Actuarial (gains) / losses on obligation	143.96	1.51	48.38	(0.18)
Closing defined benefit obligation	1631.75	38.85	1,347.23	34.78

Changes in the fair value of plan assets are as follows:

Opening fair value of plan assets	1357.12	-	1,289.03	-
Expected return	57.01	-	101.75	-
Contributions by employer	0.10	-	-	-
Benefits paid	(12.41)	-	(34.27)	-
Actuarial gains / (losses)	0.25	-	0.61	-
Closing fair value of plan assets	1402.07	-	1,357.12	-

The Company expects to contribute Rs.200 lacs to gratuity fund in 2009-10.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	Gratuity 2008-09 (In %)	Gratuity 2007-08 (In %)
Investments with insurer	100	100

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Particulars	2008-09 (In %)	2007-08 (In %)
Discount rate	7.50	8.00
Expected Rate of Return on Assets	4.22	8.00
Employee turnover	10.00	10.00

Amounts for the current and previous years are as follows:

(Rs. in lacs)

Particulars	2008-09		2007-08	
	Gratuity	Additional retirement benefit	Gratuity	Additional retirement benefit
Defined benefit obligation	1,631.75	38.85	1,347.23	34.78
Plan assets	1,402.07	-	1,357.12	-
Deficit /(Surplus)	229.68	38.85	(9.89)	34.78
Experience adjustments on plan liabilities (Loss)/Gain	(60.25)	0.47	(48.39)	(1.51)
Experience adjustments on plan assets (Loss)/Gain	(50.81)	-	(7.02)	-

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Contribution to Defined Contribution Plans

Rs. in lacs

Particulars	2008-09	2007-08
Provident Fund	471.00	464.03
Superannuation Fund	141.75	157.76
Life Insurance Cover	85.43	67.42

16. Excise duty on sales amounting to Rs.16,004.45 lacs (previous year Rs. 17,341.47 lacs) has been reduced from sales in Profit and Loss account and excise duty on decrease in stock amounting to Rs.616.13 lacs has been considered as an income in the current year and excise duty on increase in stock of Rs.304.94 is considered as expense in the previous year in Schedule O of the financial statements.

17. Previous year figures have been regrouped/ rearranged wherever considered necessary.

Schedules to the Accounts

Additional Information pursuant to provisions of paragraph 3, 4, 4C and 4D of part II of Schedule VI of the Companies Act, 1956.

(A) Goods manufactured, purchased, sold and stock held

Class of goods	Opening stock		Production	Purchase		Issued for own use/dismantled/shortages	Closing stock		Sales (Net of returns)	Sale Value (Gross Net of returns)
	(Nos.)	Value (Rs. in lacs)		(Nos.)	Value (Rs. in lacs)		(Nos.)	Value (Rs. in lacs)		
Home Appliance										
Refrigerators	188,610 (165,356)	12,171.54 (10,391.76)	1,334,565 (1,367,641)	21,253 (24,114)	1,210.59 (1,343.32)	2,203 (3,662)	176,659 (188,610)	11,722.19 (12,171.54)	1,365,566 (1,364,839)	133,962.49 (125,616.10)
Washing Machines	26,674 (35,073)	1,624.30 (1,518.76)	397,035 (393,557)	46,824 (20,996)	2,841.49 (1,353.62)	2,856 (578)	38,870 (26,674)	2,347.91 (1,624.30)	428,807 (422,374)	36,794.88 (34,879.77)
Air Conditioners *	50,324 (26,398)	6,287.50 (3,197.21)	6,339 (3,136)	59,844 (94,636)	7,353.51 (11,181.10)	284 (2,051)	39,444 (50,324)	4,587.17 (6,287.50)	76,779 (71,795)	13,817.00 (12,596.10)
Microwave Ovens	18,343 (5,668)	901.93 (317.41)	- (-)	69,681 (47,574)	2,349.03 (2,180.90)	640 (3,173)	19,836 (18,343)	761.80 (901.93)	67,548 (31,726)	3,158.70 (1,989.33)
Other Products	17,473 (9,173)	560.25 (122.58)	19,365 (299,893)	24,689 (20,383)	1,575.19 (565.28)	7,946 (923)	12,556 (17,473)	779.06 (560.25)	41,025 (311,053)	2,110.60 (6,036.54)
Semifinished goods	1,795 (271)	49.16 (10.68)	57,699 (65,330)	- (-)	- (-)	- (-)	- (1,795)	- (49.16)	59,494 (63,821)	1,458.48 (1,204.13)
Spares & Accessories **	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	- (-)	10,447.79 (7,309.75)
Miscellaneous	- (-)	222.23 (297.30)	- (-)	- (-)	984.56 (1,733.28)	- (-)	- (-)	296.50 (222.23)	- (-)	399.79 (1,418.61)
Total	303,219 (241,939)	21,816.91 (15,855.70)	1,815,003 (2,129,557)	222,291 (207,703)	16,314.39 (18,359.55)	13,929 (10,387)	287,365 (303,219)	20,494.63 (21,816.91)	2,039,219 (2,265,608)	202,149.73 (191,050.32)

* In case of Split Air Conditioners, Indoor and Outdoor units are considered as separate units.

** Includes sale value of Spares for Finished Goods, the issues whereof have been booked to Raw material consumed.

Note:

Previous Year's figures are given in brackets.

Schedules to the Accounts

B) Statement showing installed capacity (as per engineering estimates and Certified by the management)

Class of Goods	2008-09 Installed capacity per annum (Nos.)	2007-08 Installed capacity per annum (Nos.)
Refrigerator Direct Cool	1,800,000	1,600,000
Refrigerator No Frost	811,200	811,200
Washing Machine	650,000	650,000
Blade Coffee Grinder	200,000	200,000
Air Conditioners	90,000	90,000
Portable Oven & Small Appliances	1,200,000	1,200,000

C) Consumption of Raw Materials and Components

I. Itemwise Consumption

Description	Unit	2008-09		2007-08	
		Quantity	Value (Rs. in lacs)	Quantity	Value (Rs. in lacs)
Steel Sheet	Kg.	16,031,175	9,704.19	16,901,343	8,810.14
Compressors*	Nos.	1,336,367	16,942.75	1,370,783	16,005.55
Other Intermediaries & Components**			65,690.73		66,465.67
Total			92,337.67		91,281.36

* Consumption of Compressor is net of rejections, shortage/ excess and compressors used for testing.

** Consumption of other individual raw material items being less than 10% in value of the material cost ,therefore the same is not furnished

II Imported & Indigenous Raw Material & Components consumed

	2008-09		2007-08	
	% of total	Value (Rs. in lacs)	% of total	Value (Rs. in lacs)
Imported	26.68%	24,633.21	21.86%	19,953.54
Indigenous	73.32%	67,704.46	78.14%	71,327.82
Total	100.00%	92,337.67	100.00%	91,281.36

III Imported & Indigenous Stores & Spares consumed

	2008-09	2007-08
Imported	3.95% 8.96	0.00% -
Indigenous	96.05% 217.76	100.00% 233.83
Total	100.00% 226.71	100.00% 233.83

IV Value of Imports calculated on CIF Value basis

Raw Materials & Components and Spare Parts	26,047.48	23,422.78
Finished Goods	7,741.87	10,234.91
Capital Goods	647.10	2,790.27
Total	34,436.45	36,447.96

D) Earnings in Foreign Currency (Accrual basis)

Export of Goods at FOB value	17,046.47	18,338.87
Service Income	5,416.74	3,444.59
Total	22,463.21	21,783.46

E) Expenditure in Foreign Currency (Gross, on accrual basis)

Royalty	1,484.08	1,184.22
Know-How Fees	714.97	614.10
Professional fees	232.62	13.76
Consultation fees	468.06	224.73
Interest	227.83	305.02
Foreign Travel	178.46	335.29
Others	559.81	539.55
Total	3,865.83	3,216.67

As per our report of even date

For S. R. Batliboi & Co.
Chartered Accountants

per Tridibes Basu
Partner
Membership No. 17401

Place: Gurgaon
Date: May 13, 2009

For and on behalf of the Board of Directors of Whirlpool of India Limited.

Arvind Uppal
[Managing Director]
DIN:00104992

Ravi Sabharwal
[Company Secretary]

Vikas Singhal
[Executive Director]
DIN:02262421

Anil Berera
[Chief Financial Officer]

Whirlpool of India Limited

Regd. Office: Plot No. A-4,MIDC, Ranjangaon, Taluka Shirur, District Pune, Maharashtra – 419 204.

ATTENDANCE SLIP

DP. Id. _____

Folio No. _____

Client Id. _____

No. of Shares held _____

I hereby record my presence at the Annual General Meeting of the Company to be held at Yash Inn, P-11, 5-Star-MIDC, Ranjangaon, Pune-Ahmednagar Express Highway, Tal Shirur,Dist. Pune 419 204 on Thursday the 24th September, 2009 at 11.30 a.m.

All particulars should tally with the Company's records

Member's Name (Sole Applicant) _____

(1st Joint holder) _____

(2nd Joint holder) _____

Father's Name _____

Complete Address _____

Proxy's Name _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

- NOTES:** 1. Attendance slip which is not complete in all respects shall not be accepted.
2. Attendance slip shall be produced at the registration counter for verification.
3. Verified Attendance slip should be retained throughout the meeting.

Member's / Proxy's Signature

Whirlpool of India Limited

Regd. Office: Plot No. A-4,MIDC, Ranjangaon, Taluka Shirur, District Pune, Maharashtra – 419 204.

PROXY FORM

DP. Id. _____

Folio No. _____

Client Id. _____

No. of Shares held _____

I/We _____

S/o/W/o/D/o _____ of _____ being a member/members of the above named Company hereby appoint Mr./Ms. _____ of _____ or failing him/her Mr./Ms _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, the 24th September, 2009, at Yash Inn, P-11, 5-star-MIDC, Ranjangaon, Pune-Ahmednagar Express Highway, Tal. Shirur, Dist. Pune- 419204 at 11.30 A.M. or at any adjournment thereof.

Signed this _____ day of _____.

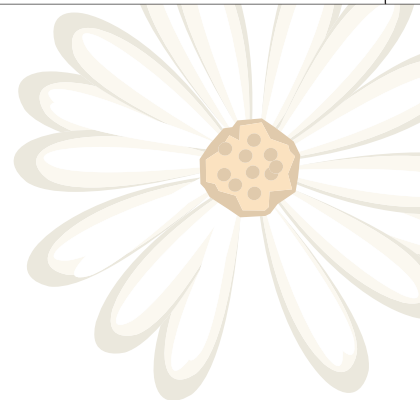
Revenue
Stamp

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself.
2. A proxy need not be a member.
3. The proxy form duly signed across Revenue Stamp should reach Company's Registered Office at least 48 hours before the time of the meeting.
4. Attendance slip should be sent to the proxy appointed by you and not to the company and shall be signed by the proxy.



Management Speak



"Whirlpool of India's results in the fiscal year 2008-09 are the best in its history, and stand out as a fine example of managing a business successfully during an economic downturn. It was a period when all companies, across the world, shifted focus to two areas - profitability and cash - and the strategy we executed translated to spectacular results in both these critical areas.

As the downturn recedes, the business is very well positioned to seize the opportunities that lie ahead. Our intent is to accelerate growth while retaining focus on cost and fiscal prudence, and deliver excellent results on both growth and profitability."

Arvind Uppal, President Asia Pacific (excluding Greater China) & Managing Director India

"In a year that faced enormous challenges on margin and liquidity, Whirlpool's performance in these areas is top of the league. The company's profit before tax grew threefold to Rs 86 crores and operating margin has improved. The cash that the business generated more than doubled to Rs 190 crores, which has helped bring down borrowings and hence interest cost. All this makes for a healthy Balance Sheet, which is the best ever, and places Whirlpool in a very strong position for the future."



Anil Berera, Chief Financial Officer



"The launch of a range of new products in refrigerators and washing machines at the entry level in April 2008 widened our offerings at the bottom end of the market and contributed appreciably in a period that saw significant downtrading. Innovation will continue to receive high focus, and a number of new products and formats are planned in every category to cater to every segment in the consumer pyramid. We will also expand distribution in tier 2 and 3 towns, which we see as the source of exponential growth in the years to come. Exports will increasingly become a strategic part of our growth agenda".


Shahzad Akhtar, VP Marketing, Sales & Exports



Postage prepaid in cash vide SPO's Gurgaon no. HR-GRG/1-1/2009 dated 31.7.2009



Whirlpool of India Limited
Plot No. 40, Sector - 44, Gurgaon - 122002.

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