Whirlpool of India Limited CIN- L29191PN1960PLC020063
Regd. Office- A-4, MIDC, Ranjangaon, Taluka, Shirur, Pune-412220
www.whirlpoolindia.com

NOTICE

Notice is hereby given that the Fifty Third Annual General Meeting of the members of Whirlpool of India Limited will be held on Thursday, the 14th day of August 2014 at 11.00 a.m. at the registered office of the company at Plot No. A-4, MIDC, Ranjangaon,Taluka- Shirur, Pune - 412220 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss 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. Anil Berera (DIN 00306485), who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint M/s S. R. Batliboi & Co. LLP (Firm registration No. - 301003E) as statutory Auditors of the Company for a term of three years upto the conclusion of the 56th Annual General Meeting of the Company to be held in the Year 2017 and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anand Narain Bhatia (holding DIN 148983), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Simon J Scarff (holding DIN 176450), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sanjiv Verma (holding DIN 00079498), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
   "RESOLVED THAT Ms. Sonu Bhasin (holding DIN 02872234), who was appointed as an Additional Director of the Company on 4th February, 2014 and whose term expires under section 161(1) of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing her candidature for the office of Director, be and is hereby, appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."
8. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:
   "RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereto, the variation in terms of remuneration of Mr. Arvind Uppal (holding DIN 104992) effective from 1st April, 2014, as set out in the Explanatory Statement to the notice, be and is hereby approved with authority to the Board of Directors to alter, vary, modify, change, substitute, consolidate, delete and/ or revise all or any of the terms and conditions including as to remuneration, designation of the said Director in any manner and from time to time, as the Board may in its absolute discretion decide.
   RESOLVED FURTHER that the other terms and conditions of his appointment as approved by shareholders in its meeting held on 14th August 2013 shall remain same."

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9. To consider and, if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:
"RESOLVED that pursuant to section 148, read with 139, 141 and Companies (Cost Accounting Records) Rules, 2013, and subject to such guidelines and approval as may be required from the Central Government, the re-appointment of M/s R. J. Goel & Co., Cost accountants (Firm Registration No. 00026) as Cost auditor to audit the cost records maintained by the Company for its manufacturing units located at Faridabad, Ranjangaon and Puducherry, for the financial year 2014 -15 on a remuneration of Rs. 2.50 Lacs plus service tax as applicable, be and is hereby ratified."

By Order of the Board

Place of Signature : Gurgaon
Date : May 19, 2014

Ravi Sabharwal
Company Secretary

IMPORTANT NOTES:

1. Register of Members will remain closed from 7th August 2014 to 14th August 2014 (Both days inclusive).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
5. No dividend on equity shares have been recommended by Board considering the future capital investment plans for expansion.
6. Members holding shares in electronics form should get their email id's updated with their respective Depository Participants so that they can get the copies of correspondence etc. sent by the Company via email.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
9. Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
10. Electronic copy of the Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 53rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the 53rd Annual General Meeting and the Annual Report will also be available on the Company's website www.whirlpoolindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor_contact@whirlpool.com.
12. 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 Private Limited,
Narang Tower 44, Community Centre, Naraina Industrial area, Phase - I,
New Delhi-110028
Tel. No. 91-11-41410- 592, 593, 594, Email: delhi@linkintime.co.in
13. **Voting through electronic means:**

A. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 53d Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

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The instructions for members for voting electronically are as under:-

I. In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on "Shareholders" tab to cast your votes.

(iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.com for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

(v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	**For Members holding shares in Physical Form**
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: <ABCDE1234F> in the PAN field.

Please enter any one of the details in order to login. In case either of the details are not recorded with the depository please enter the no. of shares held by you as on record date i.e. 4th July, 2014.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # $ %& *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

(viii) Click on the relevant EVSN on which you choose to vote.

(ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

II. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:

i. Please follow all steps from sl. no. (i) to sl. no. (xii) above, to cast vote.

B. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

C. The voting period begins on 8th August 2014 at 9 AM and ends on 10th August 2014 at 6 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 4th July, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

D. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

E. Mr. N. C. Khanna, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

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F. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

G. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.whirlpoolindia.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Bombay Stock Exchange and National Stock Exchange.

H. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the Annual General Meeting of the Company.

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

Item No. 4

Mr. Anand Narain Bhatia (holding DIN 148983), Independent non Executive Director of the Company is an Economics graduate from Cambridge University (U.K). He has over 30 years of working experience at senior level with Unilever Plc worldwide. Currently he is a director in (1) EID parry (India) Limited (2) HGS Private Limited (3) Sowar Private Limited. He is on your Board since 2001 and is also the Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee.

Mr. Anand Bhatia doesn't hold by himself or for any other person on a beneficial basis, any shares/ convertible instruments of the Company.

Mr. Anand Bhatia retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Anand Bhatia being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. A notice has been received proposing Mr. Anand Bhatia as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Anand Bhatia fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Anand Bhatia as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Anand Bhatia as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Anand Bhatia as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Anand Bhatia, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 5

Mr. Simon J Scarff (holding DIN 176450) is an Independent Non Executive Director of the company. He worked for over 23 years with Smithkline in various capacities and had last served as Non Executive Director & Chairman of GlaxoSmithKline Consumer Healthcare Limited up to 30th April 2013. 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 and is also a member of the Audit Committee and Nomination and Remuneration Committee.

Mr. Simon J Scarff doesn't hold by himself or for any other person on a beneficial basis, any shares/ convertible instruments of the Company.

Mr. Simon J Scarff whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Simon J Scarff being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to 31st March, 2019. A notice has been received proposing Mr. Simon J Scarff as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Simon J Scarff fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. A Copy of the draft letter for appointment of Mr. Simon J Scarff as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Simon J Scarff as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Simon J Scarff as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Simon J Scarff, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

Mr. Sanjiv Verma (holding DIN 00079498) is an engineering graduate from IIT. He has over 23 years of experience working in various leadership positions. At present he is the CEO of Embrace Innovations. His previous assignments have included CEO of Davita India, and prior to that General Manager South East Asia and Managing Director of Baxter Healthcare. His strengths lie in strategic thinking and tactical skills for business growth and profitability. His leadership skills include analytical abilities and people management in multinational and multicultural environment. He has experience of the 'not for profit' sector as founder trustee of an NGO in chronic healthcare. He has

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PROXY FORM

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

Whirlpool of India Limited

CIN : L29191PN1960PLC020063

Registered Office- A-4, MIDC, Ranjangaon, Taluka, Shirur, Pune – 412220

Tel No.: 0124-4591300, Fax No.: 0124-4591301

investor_contact@whirlpool.com | www.whirlpoolindia.com

53rd Annual General Meeting – August 14, 2014

Name of the member(s)	
Registered address	
Email	
Folio no. / Client ID	
DP ID	

I/We, being the member(s) of Whirlpool of India Limited holding _____ shares hereby appoint

(1) Name: _____ Address: _____

E-mail id: _____ Signature: _____ or failing him;

(2) Name: _____ Address: _____

E-mail id: _____ Signature: _____ or failing him;

(3) Name: _____ Address: _____

E-mail id: _____ Signature: _____ or failing him;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 53rd Annual General Meeting of the Company, to be held on Thursday, August 14, 2014, at 11:00 a.m., at the registered office of the company at Plot No. A-4, MIDC, Ranjangaon, Taluka-Shirur, Pune – 412220, India and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	**Resolution**	**Vote (Optional see Note 2) (Please mention no. of shares)**	
		For	Against
Ordinary Business			
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2014.		
2	Re-appointment of Mr. Anil Berera, as Director who retires by rotation.		
3	Appoint M/s S. R. Batliboi & Co. LLP, Chartered Accountants, as Auditors from the conclusion of 53rd AGM until the conclusion of 56th AGM.		
Special Business			
4	Re-appointment of Mr. Anand Narain Bhatia as an Independent Director for a period of five years up to 31st March 2019.		
5	Re-appointment of Mr. Simon J Scarff as an Independent Director for a period of five years up to 31st March 2019.		
6	Re-appointment of Mr. Sanjiv Verma as an Independent Director for a period of five years up to 31st March 2019.		
7	Appointment of Ms. Sonu Bhasin as an Independent Director for a period of five years up to 31st March 2019.		
8	Special Resolution for approval of terms of remuneration of Mr. Arvind Uppal.		
9	Re-appointment of M/s R. J. Goel & Co., as Cost auditor for the financial year 2014-15 and approval of terms of his remuneration.		

Signed this …… day of ……..2014.

Affix Revenue stamp

Signature of the member

Signature of the proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the meeting.
2. It is optional to indicate your preference. If you leave for, against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.

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ATTENDANCE SLIP

Whirlpool of India Limited

CIN : L29191PN1960PLC020063

Registered Office- A-4, MIDC, Ranjangaon, Taluka, Shirur, Pune – 412220, Tel No.: 0124-4591300, Fax No.: 0124-4591301

investor_contact@whirlpool.com | www.whirlpoolindia.com

53rd Annual General Meeting – August 14, 2014

Registered Folio no. / DP ID no. / Client ID no. :

Number of shares held

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

I hereby record my presence at the 53rd Annual General Meeting of the Company, to be held on Thursday, August 14, 2014, at 11:00 a.m. , at the registered office of the company at Plot No. A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune – 412220, India.

Name of the member / proxy
(in BLOCK letters)

Signature of the member / proxy

***Note** : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Alternatively, copy of attendence slip may be procured at the reception counter of the AGM. Members are requested to bring their copies of the Annual Report to the AGM.*

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