



3rd September, 2015

The Manager - Listing,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalai Street, Mumbai – 400001

The Manager Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra kurla Complex,
Bandra (East), Mumbai-400051

Dear Sirs,

Sub: Proceedings of the Annual General meeting held on 1st September, 2015 Pursuant to 35A of the listing Agreement and scrutinizer report on e-voting and poll.

The 54th Annual General Meeting of the shareholders of the Company was held on Tuesday, **1st September, 2015** at 11 A.M. at the registered office of the Company at Plot No. A-4, MIDC, Taluka - Shirur, Ranjangaon, Pune-412220 to transact the business as per the Notice dated May 28, 2015. The mode of voting was by way of Poll & E-voting.

Please be informed that all the resolutions as per the said notice were passed by the requisite majority.

Please find enclosed herewith resolution wise voting result for e-voting and poll.

The reports of scrutinizer for e-voting, poll and consolidated report as per section 108 and 109 of the Companies Act 2013 are also attached herewith.

Request you to kindly take the same on record.

Thanking you,

For Whirlpool of India Limited


Ravi Sabharwal
Company Secretary



WHIRLPOOL OF INDIA LIMITED

CIN No. : L29191PN1960PLC020063

'WHIRLPOOL HOUSE' PLOT NO. 40, SECTOR-44, GURGAON-122002 (HARYANA), INDIA TEL. : (91)-124-4591300 FAX : (91)-124-4591301
REGD. OFF. : PLOT NO. A-4 MIDC, RANJANGAON, TAL. SHIRUR, DIST. PUNE-419 204 TEL. : (91) 2138-660100 FAX : (91) 2138-232376

www.whirlpoolindia.com

WHIRLPOOL OF INDIA LIMITED	
CIN: L29191PN1960PLC020063	
Date of AGM : TUESDAY, 1st September , 2015	
Total Number of Shareholders as on record Date (25th August, 2015)	38,512
(a) No. of Shareholders present in the meeting either personally or through Proxy*	
(*Based on shareholders registering Attendance)	
Promoter and Promoter Group	1
Public Shareholders:	48
(b) No. of Shareholders attended the meeting through video conferencing	0
(c) No of Shareholders voted through e-voting facility	1,134

Resolution 1: To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 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:
Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	(2)	(3)=(2)/(1)*100	No. of Votes in Favour	(4)	No. of Votes Against	(5)	% of votes in favour on Votes Polled	(6)=(4)/(2)*100	% of votes against on Votes Polled	(7)=(5)/(2)*100
Promoters and Promoter Group	(1) 95,153,872	e-voting Poll Sub-total	95,153,872 0 95,153,872	100.0000 0.0000 100.0000	95,153,872 0 95,153,872	0 0 0	95,153,872 0 95,153,872	0 0 0	0 0 0	100.0000 0.0000 100.0000	0 0 0	0.0000 0.0000 0.0000	0.0000 0.0000 0.0000
Public-Institutional	17,230,227	e-voting Poll Sub-total	11,389,394 0 11,389,394	66.1012 0.0000 66.1012	11,389,394 0 11,389,394	0 0 0	11,389,394 0 11,389,394	0 0 0	0 0 0	0.0000 0.0000 0.0000	0 0 0	0.0000 0.0000 0.0000	0.0000 0.0000 0.0000
Public-Others	14,487,731	e-voting Poll Sub-total	1,934,874 3,444 1,938,318	13.3553 0.0238 13.3790	1,934,657 3,444 1,938,101	217 0 217	1,934,657 3,444 1,938,101	217 0 217	217 0 217	99.9888 100.0000 99.9888	0 0 0	0.0112 0.0000 0.0112	0.0112 0.0000 0.0112
Total	126,871,830		108,481,584	85.5049	108,481,367	217	108,481,367	217	217	99.9998	0.0002	0.0002	0.0002



Resolution 2: To appoint a Director in place of Mr. Vikas Singhal (DIN 02262421), who retires by rotation and being eligible, offers himself for reappointment: Ordinary Resolution									
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled	
	(1)		(2)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$	
Promoters and Promoter Group	95,153,872	e-voting Poll Sub-total	95,153,872 0 95,153,872	100.0000 0.0000 100.0000	95,153,872 0 95,153,872	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000	
Public-Institutional	17,230,227	e-voting Poll Sub-total	11,756,544 0 11,756,544	68.2321 0.0000 68.2321	11,744,728 0 11,744,728	11,816 0 11,816	99.8995 0.0000 99.8995	0.1005 0.0000 0.1005	
Public-Others	14,487,731	e-voting Poll Sub-total	1,934,874 3,444 1,938,318	13.3553 0.0238 13.3790	1,879,795 3,444 1,883,239	55,079 0 55,079	97.1534 100.0000 97.1584	2.8466 0.0000 2.8416	
Total	126,871,830		108,848,734	85.7942	108,781,839	66,895	99.9385	0.0615	

Resolution 3: To ratify the appointment of M/s S. R. Batliboi & Co. LLP (Firm registration No. - 301003E) as Statutory Auditors of the Company and fix their remuneration: Ordinary Resolution									
Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled	
	(1)		(2)	$(3)=\frac{(2)}{(1)} \times 100$	(4)	(5)	$(6)=\frac{(4)}{(2)} \times 100$	$(7)=\frac{(5)}{(2)} \times 100$	
Promoters and Promoter Group	95,153,872	e-voting Poll Sub-total	95,153,872 0 95,153,872	100.0000 0.0000 100.0000	95,153,872 0 95,153,872	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000	
Public-Institutional	17,230,227	e-voting Poll Sub-total	11,389,394 0 11,389,394	66.1012 0.0000 66.1012	11,389,394 0 11,389,394	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000	
Public-Others	14,487,731	e-voting Poll Sub-total	1,934,869 3,444 1,938,313	13.3552 0.0238 13.3790	1,934,657 3,444 1,938,101	212 0 212	99.9890 100.0000 99.9891	0.0110 0.0000 0.0109	
Total	126,871,830		108,481,579	85.5049	108,481,367	212	99.9998	0.0002	



Resolution 4: Re-appointment of Mr. Arvind Uppal (DIN 00104992) as Chairman & Executive Director:

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	95,153,872	e-voting Poll Sub-total	95,153,872 0 95,153,872	100.0000 0.0000 100.0000	95,153,872 0 95,153,872	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
Public-Institutional	17,230,227	e-voting Poll Sub-total	10,690,425 0 10,690,425	62.0446 0.0000 62.0446	10,678,609 0 10,678,609	11,816 0 11,816	99.8895 0.0000 99.8895	0.1105 0.0000 0.1105
Public-Others	14,487,731	e-voting Poll Sub-total	1,934,874 3,444 1,938,318	13.3553 0.0238 13.3790	1,539,742 3,444 1,543,186	395,132 0 395,132	79.5784 100.0000 79.6147	20.4216 0.0000 20.3853
Total	126,871,830		107,782,615	84.9539	107,375,667	406,948	99.6224	0.3776

Resolution 5: To Re-appointment of Mr. Anil Berera (DIN 00306485) as Executive Director & CFO:

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	95,153,872	e-voting Poll Sub-total	95,153,872 0 95,153,872	100.0000 0.0000 100.0000	95,153,872 0 95,153,872	0 0 0	100.0000 0.0000 100.0000	0.0000 0.0000 0.0000
Public-Institutional	17,230,227	e-voting Poll Sub-total	10,690,425 0 10,690,425	62.0446 0.0000 62.0446	10,690,269 0 10,690,269	156 0 156	99.9985 0.0000 99.9985	0.0015 0.0000 0.0015
Public-Others	14,487,731	e-voting Poll Sub-total	1,934,874 3,444 1,938,318	13.3553 0.0238 13.3790	1,934,657 3,444 1,938,101	217 0 217	99.9888 100.0000 99.9888	0.0112 0.0000 0.0112
Total	126,871,830		107,782,615	84.9539	107,782,242	373	99.9997	0.0003



Resolution 6: Re-appointment of Mr. Vikas Singhal (DIN 02262421) as Whole Time Director:

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	95,153,872	e-voting Poll	95,153,872 0	100.0000 0.0000	95,153,872 0	0	100.0000 0.0000	0.0000 0.0000
		Sub-total	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
Public-Institutional	17,230,227	e-voting Poll	10,690,425 0	62.0446 0.0000	10,678,609 0	11,816	99.8895 0.0000	0.1105 0.0000
		Sub-total	10,690,425	62.0446	10,678,609	11,816	99.8895	0.1105
Public-Others	14,487,731	e-voting Poll	1,934,874 3,444	13.3553 0.0238	1,539,742 3,444	395,132 0	79.5784 100.0000	20.4216 0.0000
		Sub-total	1,938,318	13.3790	1,543,186	395,132	79.6147	20.3853
Total	126,871,830		107,782,615	84.9539	107,375,667	406,948	99.6224	0.3776

Resolution 7: Appointment of Mr. Sunil Alaric D'Souza (DIN 07194259) as a Director:

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	95,153,872	e-voting Poll	95,153,872 0	100.0000 0.0000	95,153,872 0	0	100.0000 0.0000	0.0000 0.0000
		Sub-total	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
Public-Institutional	17,230,227	e-voting Poll	11,756,544 0	68.2321 0.0000	11,744,728 0	11,816	99.8995 0.0000	0.1005 0.0000
		Sub-total	11,756,544	68.2321	11,744,728	11,816	99.8995	0.1005
Public-Others	14,487,731	e-voting Poll	1,934,874 3,444	13.3553 0.0238	1,879,795 3,444	55,079 0	97.1534 100.0000	2.8466 0.0000
		Sub-total	1,938,318	13.3790	1,883,239	55,079	97.1584	2.8416
Total	126,871,830		108,848,734	85.7942	108,781,839	66,895	#REF!	0.0615

for



Resolution 8: Appointment of Mr. Sunil Alaric D'Souza (DIN 07194259) as Managing Director:

Special Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	95,153,872	e-voting Poll	95,153,872 0	100.0000 0.0000	95,153,872 0	0	100.0000 0.0000	0.0000 0.0000
		Sub-total	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
Public-Institutional	17,230,227	e-voting Poll	10,690,425 0	62.0446 0.0000	10,678,609 0	11,816	99.8895 0.0000	0.1105 0.0000
		Sub-total	10,690,425	62.0446	10,678,609	11,816	99.8895	0.1105
Public-Others	14,487,731	e-voting Poll	1,934,874 3,444	13.3553 0.0238	1,539,742 3,444	395,132	79.5784 100.0000	20.4216 0.0000
		Sub-total	1,938,318	13.3790	1,543,186	395,132	79.6147	20.3853
Total	126,871,830		107,782,615	84.9539	107,375,667	406,948	99.6224	0.3776

Resolution 9: Ratification of remuneration of Cost Auditors (Firm Registration No. 000026):

Ordinary Resolution

Category	No. of shares Held	Mode of Voting	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on votes polled
	(1)		(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
Promoters and Promoter Group	95,153,872	e-voting Poll	95,153,872 0	100.0000 0.0000	95,153,872 0	0	100.0000 0.0000	0.0000 0.0000
		Sub-total	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
Public-Institutional	17,230,227	e-voting Poll	11,756,544 0	68.2321 0.0000	11,756,544 0	0	100.0000 0.0000	0.0000 0.0000
		Sub-total	11,756,544	68.2321	11,756,544	0	100.0000	0.0000
Public-Others	14,487,731	e-voting Poll	1,934,874 3,444	13.3553 0.0238	1,934,657 3,444	217	99.9888 100.0000	0.0112 0.0000
		Sub-total	1,938,318	13.3790	1,938,101	217	99.9888	0.0112
Total	126,871,830		108,848,734	85.7942	108,848,517	217	99.9998	0.0002



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024
Tel.: (011) 4679 0000, Fax: (011) 4679 0012
e-mail: contact@cssanjaygrover.in
Website: www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
WHIRLPOOL OF INDIA LIMITED
(CIN: L29191PN1960PLC020063)

Dear Sir,

I, Sanjay Grover of M/s Sanjay Grover & Associates, Practicing Company Secretaries having its office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as a Scrutinizer for the purpose of scrutinizing AGM voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 on the resolution(s) mentioned in Notice dated May 28, 2015 for 54th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 1st day of September 2015 at 11.00 a.m. at Plot No. A-4, MIDC, Ranjangaon, Taluka, Shirur, Pune - 412220.

I submit my report as under:-

1. The remote e-voting period commenced on Saturday 29th August, 2015 at 09:00 A.M. and ended on Monday 31st August, 2015 at 05:00 PM on the designated website 'evoting@cDSLindia.com' via CDSL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. 25th August, 2015 were entitled to avail the facility of remote e-voting as well as voting through polling papers at the Annual General Meeting on the proposed resolutions (item no. 1 to 9) as set out in the Notice dated May 28, 2015.
3. The total paid up Equity Share Capital of the Company as on 25th August, 2015 was Rs. 1,26,87,18,300/- (Rupees One Hundred and Twenty Six Crore Eighty Seven Lacs Eighteen Thousand and Three Hundred Only) divided into 12,68,71,830 (Twelve Crore Sixty Eight Lacs Seventy One Thousand Eight Hundred Thirty) equity shares of Rs 10/- (Rupees Ten Only) each.



4. The Chairman ordered for poll at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. A ballot box was kept for polling and the ballot box was locked in my presence.
6. After completion of Poll at the AGM at 11:55 A.M. the Ballot box was opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.
8. Thereafter, the votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of two witnesses, Mr. Ankit Dogra R/O C-136, Sindhora Kalan, near Ashok Vihar, New Delhi-110052 and Ms. Priyanka Gupta R/O D-1/108, Sangam Vihar, Ratiya Marg, New Delhi – 110080 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Ankit Dogra


Priyanka Gupta

9. The consolidated summary of results of remote e-voting and poll at AGM are as under:
 - a. **Resolution No. 1-** To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 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:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,84,77,923	10,84,81,367	99.9998
Dissent	0	217	217	00.0002
Total	3,444	10,84,78,140	10,84,81,584	100

Therefore, the resolution No. 1 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure A**.



- b. **Resolution No. 2-** To appoint a Director in place of Mr. Vikas Singhal (DIN 02262421), who retires by rotation and being eligible, offers himself for reappointment:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,87,78,395	10,87,81,839	99.9385
Dissent	0	66,895	66,895	00.0615
Total	3,444	10,88,45,290	10,88,48,734	100

Therefore, the resolution No. 2 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure B**.

- c. **Resolution No. 3-** To ratify the appointment of M/s S. R. Batliboi & Co. LLP (Firm registration No. - 301003E) as Statutory Auditors of the Company and fix their remuneration:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,84,77,923	10,84,81,367	99.9998
Dissent	0	212	212	00.0002
Total	3,444	10,84,78,135	10,84,81,579	100

Therefore, the resolution No. 3 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure C**.

- d. **Resolution No. 4-** Re-appointment of Mr. Arvind Uppal (DIN 00104992) as Chairman & Executive Director:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,73,72,223	10,73,75,667	99.6224
Dissent	0	4,06,948	4,06,948	00.3776
Total	3,444	10,77,79,171	10,77,82,615	100

Therefore, the resolution No. 4 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure D**.



- e. **Resolution No. 5:** To Re-appointment of Mr. Anil Berera (DIN 00306485) as Executive Director & CFO:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,77,78,798	10,77,82,242	99.9997
Dissent	0	373	373	00.0003
Total	3,444	10,77,79,171	10,77,82,615	100

Therefore, the resolution No. 5 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure E**.

- f. **Resolution No. 6-:** Re-appointment of Mr. Vikas Singhal (DIN 02262421) as Whole Time Director:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,73,72,223	10,73,75,667	99.6224
Dissent	0	4,06,948	4,06,948	00.3776
Total	3,444	10,77,79,171	10,77,82,615	100

Therefore, the resolution No. 6 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure F**.

- g. **Resolution No. 7-:** Appointment of Mr. Sunil Alaric D'Souza (DIN 07194259) as a Director:

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,87,78,395	10,87,81,839	99.9385
Dissent	0	66,895	66,895	00.0615
Total	3,444	10,88,45,290	10,88,48,734	100

Therefore, the resolution No. 7 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure G**.



- h. **Resolution No. 8**:- Appointment of Mr. Sunil Alaric D'Souza (DIN 07194259) as Managing Director:

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,73,72,223	10,73,75,667	99.6224
Dissent	0	4,06,948	4,06,948	00.3776
Total	3,444	10,77,79,171	10,77,82,615	100

Therefore, the resolution No. 8 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure H**.

- i. **Resolution No. 9**:- Ratification of remuneration of Cost Auditors (Firm Registration No. 000026):

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,444	10,88,45,073	10,88,48,517	99.9998
Dissent	0	217	217	00.0002
Total	3,444	10,88,45,290	10,88,48,734	100

Therefore, the resolution No. 9 has been approved with requisite majority. Details of remote e-voting & poll at AGM are given in **Annexure I**.

10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

Yours faithfully,



New Delhi
September 03, 2015

For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES

Sanjay Grover
Scrutinizer

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