



WHIRLPOOL OF INDIA LIMITED  
(CIN NO. : L29191PN1960PLC020063)

CORPORATE OFFICE : PLOT NO. 40, SECTOR 44, GURUGRAM (GURGAON) - 122 002 (HARYANA), INDIA. TEL: (91) 124-4591300, FAX: (91) 124-4591301.  
REGD. OFF. : PLOT NO. A-4 MIDC, RANJANGAON, TAL. SHIRUR, DIST. PUNE 412 220. TEL: (91) 2138-660100, FAX: (91) 2138-232376.  
Website : www.whirlpoolindia.com, E-mail : info\_india@whirlpool.com

**19<sup>th</sup> September, 2017**

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: Voting Result & Scrutinizer Report for the 56<sup>th</sup> Annual General meeting**

The 56<sup>th</sup> Annual General Meeting of the members of the Company was held on Monday, **18<sup>th</sup> September, 2017** 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 16, 2017. The mode of voting was by way of Poll & E-voting.

In this regard please find enclosed here with:

- Combined voting results of the e-voting and voting at AGM through ballot pursuant to regulation 44 of the SEBI (LODR) Regulations, 2015
- Scrutinizer's Report dated 18<sup>th</sup> September, 2017 pursuant to sec. 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 .

The voting result along with Scrutinizer's report is also available on the website of the Company i.e [www.whirlpoolindia.com](http://www.whirlpoolindia.com).

Request you to kindly take the same on record.

Thanking you,

For Whirlpool of India Limited

  
**Roppali Singh**  
Sr. Director – Legal & Company Secretary



## Whirlpool of India Limited

### Voting Results of AGM

Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:	18.09.2017
Date of the AGM	39,564
Total number of shareholders on record date	1
No. of shareholders present in the meeting either in person or through Proxy:	46
Promoters and Promoters Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoters Group:	
Public:	

#### 1. Ordinary Resolution: Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017;

Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the Agenda/resolution				No	
			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
Promoters and Promoter Group	E-voting	(1) 95,153,872	(2) 95,153,872	(3)=(2)/(1)*100 100.0000	(4) 95,153,872	(5) 0	(6)=(4)/(2)*100 100.0000	(7)=(5)/(2)*100 0.0000
	Poll		-	0.0000	-	0	-	-
	Total		95,153,872	95,153,872	100.0000	95,153,872	0	100.0000
Public-Institutions	E-voting	18,891,947	15,059,296	79.7128	15,059,296	0	100.0000	0.0000
	Poll		0	0.0000	0	0	-	-
	Total		15,059,296	79.7128	15,059,296	0	100.0000	0.0000
Public-Non Institutions	E-voting	12,826,011	1,099,664	8.5737	1,099,560	104	99.9905	0.0095
	Poll		3,143	0.0245	3,143	0	100.0000	0.0000
	Total		1,102,807	8.5982	1,102,703	104	99.9906	0.0094
Total		126,871,830	111,315,975	87.7389	111,315,871	104	99.9999	0.0001



**2. Ordinary Resolution:** Declaration of final dividend for the financial year ended March 31, 2017;

Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	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	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting Poll	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100		(7)=(5)/(2)*100
		95,153,872	95,153,872	100.0000	95,153,872	0	100.0000		0.0000
	Total		95,153,872	100.0000	95,153,872	0	100.0000		0.0000
Public-Institutions	E-voting Poll	18,891,947	17,185,732	90.9686	17,185,732	0	100.0000		0.0000
			0	0.0000	0	0	0.0000		0.0000
	Total		17,185,732	90.9686	17,185,732	0	100.0000		0.0000
Public-Non Institutions	E-voting Poll	12,826,011	3,143	8.5737	1,099,559	105	99.9905		0.0095
			3,143	0.0245	3,143	0	100.0000		0.0000
	Total		1,102,807	8.5982	1,102,702	105	99.9905		0.0095
Total		126,871,830	113,442,411	89.4150	113,442,306	105	99.9999		0.0001

**3. Ordinary Resolution:** Re-appoint Mr. Anil Berera (DIN: 00306485) as Director, who retires by rotation and being eligible, offers himself for reappointment;

Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	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	No	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting Poll	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100		(7)=(5)/(2)*100
		95,153,872	95,153,872	100.0000	95,153,872	0	100.0000		0.0000
	Total		95,153,872	100.0000	95,153,872	0	100.0000		0.0000
Public-Institutions	E-voting Poll	18,891,947	17,069,551	90.3536	8,776,785	8292766	51.4178		48.5822
			0	0.0000	0	0	0.0000		0.0000
	Total		17,069,551	90.3536	8,776,785	8292766	51.4178		48.5822
Public-Non Institutions	E-voting Poll	12,826,011	3,143	8.5737	1,099,531	133	99.9879		0.0121
			3,143	0.0245	3,143	0	100.0000		0.0000
	Total		1,102,807	8.5982	1,102,674	133	99.9879		0.0121
Total		126,871,830	113,326,230	89.3234	105,033,331	8292899	92.6823		7.3177

4. Ordinary Resolution: Appointment of M/s MSKA & Associates (Firm Registration Number: 105047W), Chartered Accountants, as Auditors from the conclusion of 56th AGM until the conclusion of the 61st AGM;

Category	Mode of Voting	Whether promoter/ promoter group are interested in the Agenda/resolution						
		No. of shares held	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	No % 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	E-voting		95,153,872	100.0000	95,153,872	0	100.0000	0.0000
	Poll	95,153,872	-	0.0000	-	0	0.0000	0.0000
	Total		95,153,872	100.0000	95,153,872	0	100.0000	0.0000
Public-Institutions	E-voting		17,185,732	90.9686	17,185,732	0	100.0000	0.0000
	Poll	18,891,947	0	0.0000	0	0	0.0000	0.0000
	Total		17,185,732	90.9686	17,185,732	0	100.0000	0.0000
Public-Non Institutions	E-voting		1,099,664	8.5737	1,099,560	104	99.9905	0.0095
	Poll	12,826,011	3,143	0.0245	3,143	0	100.0000	0.0000
	Total		1,102,807	8.5982	1,102,703	104	99.9905	0.0094
Total		126,871,830	113,442,411	89.4150	113,442,307	104	99.9999	0.0001

5. Ordinary Resolution: Ratification of remuneration of M/s R.J.Goel & Co., Cost accountants (Firm Registration No. 0000026) as Cost auditors for FY 2017-18;

Category	Mode of Voting	Whether promoter/ promoter group are interested in the Agenda/resolution						
		No. of shares held	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	No % 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	E-voting		95,153,872	100.0000	95,153,872	0	100.0000	0.0000
	Poll	95,153,872	0	0.0000	0	0	0.0000	0.0000
	Total		95,153,872	100.0000	95,153,872	0	100.0000	0.0000
Public-Institutions	E-voting		17,185,732	90.9686	17,185,732	0	100.0000	0.0000
	Poll	18,891,947	0	0.0000	0	0	0.0000	0.0000
	Total		17,185,732	90.9686	17,185,732	0	100.0000	0.0000
Public-Non Institutions	E-voting		1,099,664	8.5737	1,099,531	133	99.9879	0.0121
	Poll	12,826,011	3,143	0.0245	3,143	0	100.0000	0.0000
	Total		1,102,807	8.5982	1,102,674	133	99.9879	0.0121
Total		126,871,830	113,442,411	89.4150	113,442,278	133	99.9999	0.0001

**SANJAY GROVER & ASSOCIATES**  
**COMPANY SECRETARIES**

B-88, 1<sup>ST</sup> 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 read with Rule 21 of the  
Companies (Management and Administration) Rules, 2014]

To,

THE CHAIRMAN

**WHIRLPOOL OF INDIA LIMITED**

(CIN: L29191PN1960PLC020063)

A-4, MIDC, RANJANGAON, TALUKA – SHIRUR

PUNE, MAHARASHTRA - 412220.

Dear Sir,

I, Neeraj Arora, Partner of M/s Sanjay Grover & Associates, Practicing Company Secretaries, having office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing the voting process, i.e. remote e-voting and voting through ballot paper (Poll) at the Annual General Meeting (AGM), under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolution(s) mentioned in Notice dated May 16, 2017 for 56<sup>th</sup> AGM of the members of the Company held on September 18, 2017 at 11:00 A.M. at "A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune, Maharashtra - 412220".

I submit my report as under:-



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1. The remote e-voting period commenced on Friday, September 15, 2017 at 9:00 A.M. and ended on Sunday, September 17, 2017 at 05:00 P.M., via e-voting Platform on the designated website of Central Depository Services Limited (CDSL) viz. <https://www.evotingindia.com>
2. The members of the Company as on the "cut off" date i.e. Monday, September 11, 2017 were entitled to avail the facility of remote e-voting as well as poll at the AGM on the proposed resolutions (item no. 1 to 5) as set out in the Notice dated May 16, 2017.
3. The total paid up Equity Share Capital of the Company as on September 11, 2017 was Rs. 1,26,87,18,300 (Rupees One Hundred Twenty Six Crore Eighty Seven Lacs Eighteen Thousand 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 the AGM as per Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014.
5. 1 (One) ballot box was kept for polling and the ballot box was locked.
6. After completion of Poll at the AGM the ballot box was opened and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the members who participated in poll at the AGM.
7. Thereafter, the votes cast through remote e-voting were unblocked, after completion of poll at the AGM, in the presence of two witnesses, Ms. Anita Rawat R/o H. No. 6, Street No. 3, Surya Vihar, Part-II, Sehatpur, Faridabad, Haryana-121013 and Ms. Geetu Hasija R/o Flat No. 96, Nilgiri Apartments, Alaknanda, New Delhi – 110019 who were not in the



employment of the company. They have signed below confirming their presence at the time of unblocking of e-votes:



Anita Rawat



Geetu Hasija

8. The details of the members who participated in e-voting were also entered in a register.
  9. The consolidated summary of results of remote e-voting and poll at the AGM are as under:
- a. **Resolution No. 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, 2017.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,143	11,13,12,728	11,13,15,871	99.9999
Dissent	0	104	104	0.0001
Total	3,143	11,13,12,832	11,13,15,975	100.0000

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



- b. **Resolution No. 2:-** Declaration of final dividend for the financial year ended March 31, 2017.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,143	11,34,39,163	11,34,42,306	99.9999
Dissent	0	105	105	0.0001
Total	3,143	11,34,39,268	11,34,42,411	100.0000

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

- c. **Resolution No. 3:-** Re-appoint Mr. Anil Berera (DIN: 00306485) as Director, who retires by rotation and being eligible, offers himself for reappointment.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,143	10,50,30,188	10,50,33,331	92.6823
Dissent	0	82,92,899	82,92,899	7.3177
Total	3,143	11,33,23,087	11,33,26,230	100.0000

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





- d. **Resolution No. 4:-** Appointment of M/s MSKA & Associates (Firm Registration Number: 105047W), Chartered Accountants, as Auditors from the conclusion of 56<sup>th</sup> AGM until the conclusion of the 61<sup>st</sup> AGM.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,143	11,34,39,164	11,34,42,307	99.9999
Dissent	0	104	104	0.0001
Total	3,143	11,34,39,268	11,34,42,411	100.0000

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

- e. **Resolution No.5:-** Ratification of remuneration of M/s R.J. Goel & Co., Cost accountants (Firm Registration No. 000026) as Cost auditors for FY 2017-18.

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-votes	Total	
Assent	3,143	11,34,39,135	11,34,42,278	99.9999
Dissent	0	133	133	0.0001
Total	3,143	11,34,39,268	11,34,42,411	100.0000



SANJAY GROVER & ASSOCIATES

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

10. The registers, ballot papers and all other related documents 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 these documents to the company.

Thanking you,

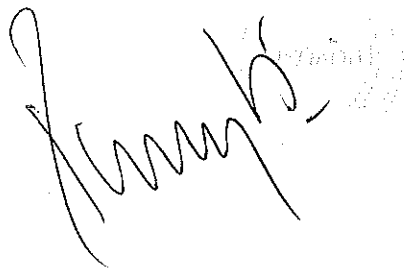
For SANJAY GROVER & ASSOCIATES  
COMPANY SECRETARIES



Neeraj Arora  
Scrutinizer  
CP No.: 16186



September 18, 2017  
Pune



Annexure - A

Details of poll at AGM & remote e-voting for Resolution No.- 1 are as under :

**A1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	23	3,143	31,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	23	3,143	31,430
d) Votes with assent for the Resolution	23	3,143	31,430
e) Votes with dissent for the Resolution	0	0	0

**A2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	153	11,13,12,832	1,11,31,28,320
(b) Votes with Assent	149	11,13,12,728	1,11,31,27,280
(c) Votes with dissent	4	104	1,040

Details of Poll at AGM & remote e-voting for Resolution No.- 2 are as under :

**B1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	23	3,143	31,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	23	3,143	31,430
d) Votes with assent for the Resolution	23	3,143	31,430
e) Votes with Dissent for the Resolution	0	0	0

**B2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	164	11,34,39,268	1,13,43,92,680
(b) Votes with Assent	159	11,34,39,163	1,13,43,91,630
(c) Votes with dissent	5	105	1,050



Details of Poll at AGM & remote e-voting for Resolution No.- 3 are as under :

**C1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	23	3,143	31,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	23	3,143	31,430
d) Votes with assent for the Resolution	23	3,143	31,430
e) Votes with dissent for the Resolution	0	0	0

**C2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	163	11,33,23,087	1,13,32,30,870
(b) Votes with Assent	92	10,50,30,188	1,05,03,01,880
(c) Votes with dissent	71	82,92,899	8,29,28,990

Details of Poll at AGM & remote e-voting for Resolution No.- 4 are as under :

**D1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	23	3,143	31,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	23	3,143	31,430
d) Votes with assent for the Resolution	23	3,143	31,430
e) Votes with dissent for the Resolution	0	0	0

**D2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	164	11,34,39,268	1,13,43,92,680
(b) Votes with Assent	160	11,34,39,164	1,13,43,91,640
(c) Votes with dissent	4	104	1,040



Details of Poll at AGM & remote e-voting for Resolution No.- 5 are as under :

**E1. VOTING THROUGH POLL:**

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
a) Total votes received	23	3,143	31,430
b) Less: Invalid Votes	0	0	0
c) Net Valid votes cast	23	3,143	31,430
d) Votes with assent for the Resolution	23	3,143	31,430
e) Votes with dissent for the Resolution	0	0	0

**E2. VOTING THROUGH REMOTE E-VOTING:**

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares
			(In Rs.)
(a) Net Valid Votes	164	11,34,39,268	1,13,43,92,680
(b) Votes with Assent	158	11,34,39,135	1,13,43,91,350
(c) Votes with dissent	6	133	1,330

