

Whirlpool of India Limited

CIN- L29191PN1960PLC020063

Regd. Office- A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune-412220

www.whirlpoolindia.com

Tel No:- 02138-660100, Fax no: 02138-232376

Email: investor_contact@whirlpool.com

NOTICE

Notice is hereby given that the Fifty Seventh Annual General Meeting of the members of Whirlpool of India Limited will be held on Monday, 17th September, 2018 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, 2018 including audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare final dividend for the financial year ended 31st March, 2018.
3. To re-appoint Mr. Sunil Alaric D'Souza (DIN: 07194259) as Director, who retires by rotation and being eligible, offers himself for reappointment.
4. To appointment Statutory Auditors of the Company and fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the resolution passed by the members at the 56th Annual General Meeting held on 18th September, 2017 the Company hereby ratifies the appointment of MSKA & Associates (Firm Registration Number: 105047W), Chartered Accountants, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of 61st Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors for the period commencing from the financial year ending 31st March, 2019 to the financial year ending 31st March, 2022.”

SPECIAL BUSINESS:**5. Ratification of remuneration of Cost Auditors**

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

“RESOLVED THAT pursuant to provisions of section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s R. J. Goel & Co., Cost accountants (Firm Registration No. 000026) appointed as cost auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for its manufacturing units located at Faridabad, Ranjangaon and Puducherry for the financial year ending 31st March, 2019 be paid a remuneration of INR3.75 Lacs plus applicable taxes.”

6. Remuneration payable to Mr. Arvind Uppal (DIN: 00104992) as Non-Executive Chairman of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 197 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) approval of the Members of the Company be and is hereby accorded for payment of remuneration of INR 36,00,000 per annum by way of a monthly payment to Mr. Arvind Uppal (DIN: 00104992) as the Non-Executive Chairman of the Company, along-with other benefits as detailed in the explanatory statement annexed herewith to which Mr. Uppal would be entitled to as Non-Executive Chairman of the Company for the period of 12 month from 1st January, 2018 to 31st December, 2018 provided that the remuneration so paid to Mr. Uppal and/or remuneration, if any, paid to other Non- Executive Directors of the Company, taken together shall not exceed the limits prescribed under the Companies Act, 2013 (“Act”) and the Rules framed there under.

RESOLVED FURTHER THAT the Board of Directors of the Company on recommendation of Nomination and Remuneration Committee of the Company be and are hereby authorised to decide the manner of payment of remuneration and other benefits within the overall limits as mentioned above and to do all such acts, deeds, matters and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

7. Appointment of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227) as Director

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

“**RESOLVED THAT** Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 2nd February, 2018, in terms of Section 161(1) of the Companies Act, 2013 and whose term of office expires at the 57th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and the period of his office shall be liable to determination by retirement of directors by rotation.”

8. Appointment of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227) as Executive Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the Company hereby accords its approval to the appointment of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227), as the Executive Director, designated as “ Vice President- Manufacturing” for a period of five years w.e.f. 2nd February, 2018, on the remuneration, terms and conditions as recommended by the Board and as set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER that the Board of Directors be and are hereby authorized to alter or vary the remuneration of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227), Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the explanatory statement to this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

9. Revision of remuneration payable to Mr. Anil Berera (DIN: 00306485), Executive Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Company be and is hereby accorded to the payment of the revised remuneration to Mr. Anil Berera (DIN 00306485), Executive Director of the Company for a period of three years on terms and conditions set out in the explanatory statement annexed to the notice w.e.f. 1st April, 2018.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the remuneration of Mr. Anil Berera, Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the explanatory statement to this resolution and the Companies Act, 2013.

RESOLVED FURTHER that any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

By Order of the Board

Place: Gurugram
Date: 8th May 2018

Roopali Singh
Company Secretary

IMPORTANT NOTES:

1. 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.
2. Register of Members and Share Transfer Books will remain closed from 10th September, 2018 to 17th September, 2018 (both days inclusive) for the purpose of AGM and to determine entitlement of dividend on equity shares. The dividend will be paid to those shareholders, whose name appears on the 'Register of Members' of the Company as at the end of business hours on 8th September, 2018. The dividend, as recommended by the Board of Directors and if declared at the Annual General Meeting, will be paid within the specified time limit.
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 AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY/ PROXIES MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**
4. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as may be applicable.
5. Members are requested to note that pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the Company carrying voting rights.
6. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, a route map showing directions to reach the venue of the AGM and attendance slip along with proxy form is annexed to this Notice.
7. Members holding shares in electronics form should get their email id updated with their respective Depository Participants so that they can get the copies of correspondence etc. sent by the Company via email.
8. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI Listing Regulations], the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agents.
9. 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.
10. Electronic copy of the Annual Report & the Notice of the 57th Annual General Meeting (AGM) 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 id are registered with the Company/Depository Participants(s) 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 & the Notice of the 57th 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 57th Annual General Meeting and the Annual Report will also be available on the Company's website www.whirlpoolindia.com the physical copies of the aforesaid documents will also be available at the Company's Registered Office as well as Corporate 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. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189, Register of Member and any other documents as required to be made available, will be made available for inspection by Members of the Company at the venue of the meeting.

14. Voting through electronic means:

A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting through electronic means to its members. Members of the Company can transact all the items of the businesses with the facility of voting through electronic means as contained in the notice of the meeting through e-Voting Services provided by Central Depository (Services) India Limited (CDSL).

The facility for voting, either through electronic voting system or ballot or polling paper shall be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed Mr. Sanjay Grover of M/s. Sanjay Grover & Associate or in his absence any partner of M/s. Sanjay Grover & Associate, a Practicing Company Secretary firm, who in the opinion of the Company is a duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and shall declare the result of the voting forthwith.

The cut-off date i.e. date not earlier than seven days before the date of general meeting for determining the eligibility to vote by electronic means or in the general meeting shall be 10th September, 2018

A member whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e voting as well as voting in the general meeting and a person who is not a Member as on the cut-off date should treat this Notice for information purposes only Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins at 09:00 A.M. on 14th September, 2018 and will end at 05:00 P.M. on 16th September, 2018. 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 10th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is printed on Covering Letter in the PAN field sent along with the Annual Report. |
| Dividend Bank Details or Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company 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. 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the WHIRLPOOL OF INDIA LIMITED on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2017-18, the Notice of the 57th AGM of the Company along with Attendance Slip and Proxy Form are being sent to all the Members whose email addresses are registered/ available with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 10th September, 2018 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 10th September, 2018 may follow the same instruction as mentioned above for remote e-voting.

- (xxii) Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- (xxiii) Members are requested to immediately notify any change in their address either to the Company or its Registrar & Share Transfer Agents. In case the shares are held in dematerialised form, this information should be sent by the Members to their respective depository participants. Members are requested to quote their folio numbers / DP-ID and Client-ID numbers in their correspondence with the Company.
- (xxiv) In case of change in residential status of Non-Resident Indian Shareholders, the same should be immediately informed to the Registrar & Share Transfer Agents of the Company along with particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank.
- (xxv) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (xxvi) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxvii) 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.
- B. In the event, the draft resolution is assented to by the requisite majority of Members by means of electronic voting, the date of declaration of result shall be deemed to be the date of passing of the said resolution at the Annual General Meeting.
- C. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 10th September, 2018. Members are requested to notify the change in the address, if any, in case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent.
- D. 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 immediately after the result declared by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited.
15. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, following information is being furnished about the aforesaid directors proposed to be re-appointed/ appointed:

Item no. 3 - Appointment of Mr. Sunil Alaric D’Souza as Director

In terms of Section 152 of the Companies Act, 2013, Mr. Sunil Alaric D’Souza (DIN: 07194259), shall retire by rotation at the 57th Annual General Meeting and being eligible, offers himself for re-appointment. He was appointed as Managing Director of the Company for a period of five years w.e.f. 22nd June, 2015 by the shareholders at the Annual General Meeting held on 1st September, 2015. He is on the Board of the Company since 22nd June, 2015.

Mr. Dsouza, aged about 51 years (Date of Birth 31.12.1967), is a B.E Electronics and Communication from Pondicherry Engineering College and an MBA from Indian Institute of Management, Kolkata.

He has over 28 years of experience working in various leadership positions. He had joined Whirlpool from PepsiCo. Inc. where his last assignment was in Malaysia as General Manager for the VIMAPS Region – Vietnam, Cambodia, Myanmar, Laos, Malaysia, Singapore, Indonesia, Brunei, Mongolia and Pacific Islands. In his 15 years stint with PepsiCo, Sunil has held various senior management positions in Malaysia, Philippines and Vietnam. Prior to PepsiCo Sunil was with Coca Cola.

Sunil has rich and diverse experience in General Management, Strategy, Sales, Marketing and Innovation in consumer driven industries with Indian, international and multicultural experience.

Under his leadership, the Company has registered commendable growth on year on year basis and is poised for bright future.

He does not hold directorship in any other Indian Company. He does not hold any shares in the Company and is not related to any director of the Company. He attended all four board meeting during financial year 2017-18.

Except Mr. Sunil D'Souza, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 3.

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

Item No. 5

Board of Directors of the Company, on the recommendation of Audit committee, at its meeting held on 8th May, 2018 approved re-appointment of M/s R. J. Goel & Co, Cost Accountants (Firm Registration No. 000026) as Cost Auditor of the Company to audit the cost records maintained by the Company for its manufacturing units located at Faridabad, Ranjangaon and Puducherry, for the financial year ending 31st March, 2019 on a remuneration of INR 3.75 Lacs excluding applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 5. The Board recommends this resolution for the approval of shareholders as ordinary resolution.

ITEM NO. 6

Mr. Arvind Uppal Executive Director & Chairman of the Company has retired from the employment of the Company w.e.f. 31st December, 2017.

Mr. Arvind Uppal had played invincible role in the growth the Company. Going forward also the Company wishes to continue to have his advice and guidance and accordingly requested for his continued support.

Board of Directors of the Company, on recommendation of the Nomination and Remuneration Committee had at its meeting held on 26th October, 2017 approved re-designation of Mr. Arvind Uppal as Chairman - Non-Executive Director w.e.f 1st January, 2018 for a period of one on the following remuneration:

I. Remunerations

- Monthly remuneration as Chairman and Non-Executive Director, of INR 3,00,000/- per month.
- Company maintained Car(s) (with chauffer) and expenses for maintenance of Chairman's office including but not limited to phone expenses, office support etc. for performance of his duties.
- Life and Medical Insurance as per policy of the Company.
- Sitting fees for attending Board and Committee Meetings as approved by the Board for payment to Non-Executive Directors.

II. Where in any financial year the Company has no profit or its profits are inadequate, the remuneration payable shall be in accordance with the provision of section II & III of Part II of schedule V to the Companies Act, 2013, as amended from time to time.

III. The aggregate of the remuneration and benefits, including commission, paid to the Directors of the Company other than the Whole-time Directors in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act'), and computed in the manner referred to in Section 198 of the Act.

Mr. Arvind Uppal (DIN 00104992) aged about 56 years (Date of Birth 19-06-1962) is a B. Tech. from IIT Delhi and is a post graduate in Management from the Faculty of Management Studies, Delhi.

He has over 29 years of experience in Business Development, International Marketing and General Management. Prior to joining Whirlpool on 27-01-2005 he was with Nestle in India and overseas. He is Director in two other Indian Companies, i.e. Tuscan Ventures Private Limited, Akzo Nobel India Limited and is Member of Audit committee, Nomination & Remuneration committee and Chairman & member of Stakeholder Relationship committee of Akzo Nobel India Limited. He does not hold any shares in the company and is not related to any other Director or KMP of the Company. He attended all 4 Board Meeting held during the FY 2017-18.

Section 197(4) of the Companies Act, 2013 (the Act) provides that, the remuneration payable to the Directors of a Company, including any managing or whole-time Director or Manager, shall be determined, in accordance with and subject to the provisions of this section, either by the articles of the Company, or by a resolution or, if the articles so require, by a special resolution, passed by the Company in General Meeting.

Further Regulation 17(6) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that The Board of Directors shall recommend all fees or compensation, if any, paid to non-executive Directors, including independent directors and shall require approval of shareholders in general meeting.

Except Mr. Arvind Uppal 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. The Board recommends this resolution for the approval of shareholders as Special Resolution.

ITEM NOS. 7 & 8

The Board of Directors, on the recommendation of Nomination and Remuneration Committee at their meeting held on 2nd February, 2018, appointed Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227) as an Additional Director of the Company w.e.f. 2nd February, 2018 . Mr. Reddy holds office of Additional Director up to the date of the 57th Annual General Meeting of the Company.

Further, at the same Meeting, the Board of Directors appointed Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227) as an Executive Director of the Company designated as Vice President – Manufacturing of the Company for a term of five years w.e.f. 2nd February, 2018, subject to approval of the Shareholders at the 57th Annual General Meeting.

A notice has been received from a member as per Sec 160 of the Companies Act, 2013 proposing candidature of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227) for the office of Director of the Company.

Mr. A H B Narayana Reddy aged 53 years (Date Of Birth - 10.08.1964) has over 27+ years of rich and diverse experience. He began his career as a graduate Engineer trainee in Whirlpool India. He worked in several capacities in Whirlpool including Tool Design, Process Engineering, Project Management, Product Development, Innovation and Plant Operations.

He holds B.Tech Degree in Mechanical Engineering from Nagarjuna University, AP and Post Graduation in Tool, Die and Mould Design from CITD, Hyderabad.

Mr. A H B Narayana Reddy is not a Director or a Committee Member of any other Company in India. He holds one share in the Company.

The Board considers that it would be in the interest of the Company to approve the following terms of appointment and remuneration of Mr. A H B Narayana Reddy as Executive Director of the Company and attended one Board Meeting held on 2nd February, 2018 during the FY 2017-18..

I. Period of Appointment: Five Years w.e.f. 2nd February 2018

II. Salary

| Particulars | Annual Remuneration (Rs.) from 2 nd February, 2018 to 31 st March, 2018 | Annual Remuneration (Rs.) w.e.f 1 st April, 2018 |
|---------------------|---|--|
| Basic Salary | 2,979,600 | 3,173,280 |
| Special Allowances* | 3,857,820 | 4,184,988 |
| Total Salary | 6,837,420 | 7,358,268 |

*Actual value is contingent on changes in other perquisites

III. Perquisites

- Conveyance as per company policy.
- Reimbursement of Medical Expenses as per company policy.
- Life, Accidental and Medical Insurance as per policy of the company.
- Unfurnished accommodation or House Rent Allowance in lieu thereof restricted to as per company policy.
- PMP Bonus as per company policy.
- All other benefits and allowances as per company policy.
- Long Term Incentives including ESOPs from Whirlpool Corporation US (parent company) as per policy.

IV. Retiral Benefits:

- Contribution to Provident fund and Superannuation fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- Gratuity payable at the rate of half a month's salary for each completed year of service.
- Leaves as per Company Policy

V. Where in any financial year the company has no profit or its profits are inadequate, the remuneration payable shall be in accordance with the provision of section II & III of Part II of schedule V to the Companies Act, 2013, as amended from time to time.

VI. Other terms

- Mr. A H B Narayana Reddy shall have such powers, duties and responsibilities as may be entrusted to him under applicable polices and as may be determined by the Board of Directors of the company from time to time.
- Mr. A H B Narayana Reddy shall not at any time either during or after the termination of his employment disclose to any person, whomsoever, any information relating to the company or its customers or any trade secrets of which he may become possessed of while acting as Whole time director unless such disclosure is in the interest of the company.

VII. The Board of Directors are authorized to revise the remuneration every year subject to a maximum increase of 25% of last drawn Total Salary.

Item No. 9

Mr. Anil Berera (DIN 00306485) was re-appointed as Executive Director for a period of for a period of five years w.e.f. 3rd November, 2014 and his term of appointment and remuneration including payment of variable pay was approved by the shareholders in its Annual General Meeting held on 13th September, 2016.

Mr. Anil Berera stepped down as Chief Financial Officer of the Company w.e.f. 11th May, 2018 and the same was approved by the Board of Directors at its meeting held on 8th May, 2018. Board of Directors also approved revision in his remuneration and other terms and conditions as recommended by the Nomination and Remuneration Committee. The revised terms of remuneration are set out herein after w.e.f. 1st April, 2018.

I. Salary

| Particulars | Annual Remuneration (INR) |
|---------------------|----------------------------------|
| Basic Salary | 8,833,045 |
| Special Allowances* | 7,163,598 |
| Total Salary | 15,996,643 |

*Actual value is contingent on changes in other perquisites

II. Perquisites:

- Conveyance as per Company policy
- Reimbursement of Medical Expenses as per Company policy
- Life, Accidental and Medical Insurance as per policy of the Company.
- Unfurnished accommodation or House Rent Allowance in lieu thereof as per Company policy

- PMP Bonus as per Company policy.
- All other benefits and allowances as per Company policy.
- Long Term Incentives including ESOPs from Whirlpool Corporation US (parent Company) as per policy.

III. Retiral Benefits:

- Contribution to Provident fund and Superannuation fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- Gratuity payable at the rate of half a month's salary for each completed year of service.
- Leaves as per Company Policy

IV. Where in any financial year the Company has no profit or its profits are inadequate, the remuneration payable shall be in accordance with the provision of section II & III of Part II of schedule V to the Companies Act, 2013, as amended from time to time.

V. The Board of Director are authorized to revise the remuneration every year subject to a maximum increase of 25% of last drawn Total Salary.

Mr. Anil Berera is a Bachelor in commerce and Chartered Accountant with over 34 years of rich working experience in finance, accounts, treasury, taxation and general management. He has extensive experience in the development and implementation of Strategic Business plans. He has held several key positions in many organizations including Price Water House Coopers, Gillette and Becton Dickinson. He was appointed on the Board of Whirlpool of India Limited on 03rd November, 2011.

He does not hold directorship in any other Indian Company. He does not hold any shares in the Company. He attended all 4 Board Meeting held during the FY 2017-18.

Except Mr. Anil Berera, being the director, 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.9.

The Board considers that it would be in the interest of the Company to approve the following terms of remuneration of Mr. Anil Berera as Executive Director of the Company w.e.f. 11th May, 2018.

**By Order of the Board
For Whirlpool of India Limited**

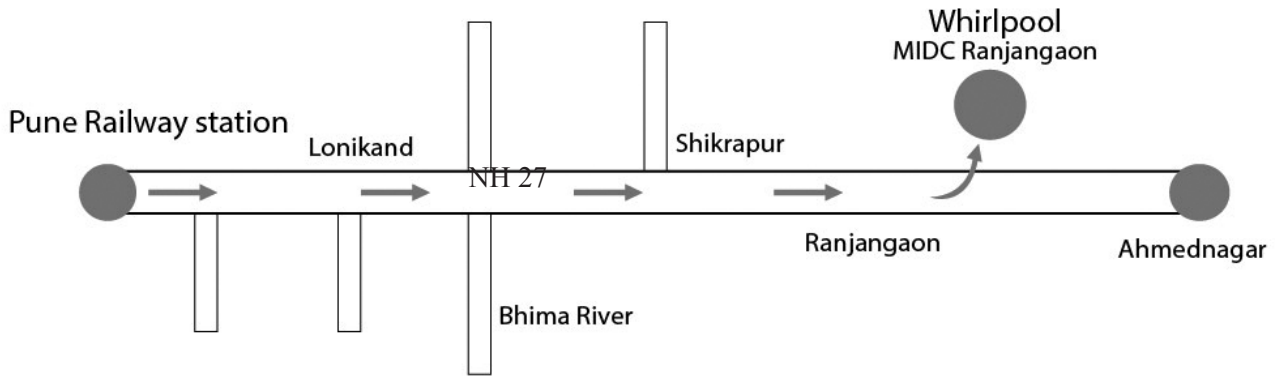
**Place: Gurugram
Date: 8th May,2018**

**Roopali Singh
Company Secretary**

Route map of the 57th AGM venue is as follows:

Directions:

Shareholders can reach at the venue via Pune - Ahemdagar - Shirdi Highway. It's about 55 Kms from Pune Railway Station and near to Ranjangaon Police Station.



Pune Railway station to Whirlpool - MIDC Ranjangaon
55.3Km



ATTENDANCE SLIP
WHIRLPOOL OF INDIA LIMITED
CIN: L29191PN1960PLC020063

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

Tel No.: 02138-660100, Fax No.: 02138-232376

Email : Investor_contact@whirlpool.com | www.whirlpoolindia.com

57th Annual General Meeting – Monday, 17th September, 2018

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

| | | | | | | | | | | | | | | | | | | |
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Number of shares held

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

I hereby record my presence at the 57th Annual General Meeting of the Company, to be held on Monday, 17th September, 2018, 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. Members are requested to bring their copies of the Annual Report to the AGM.



PROXY FORM
(Form no. MGT-11)

[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.: 02138-660100, Fax No.: 02138-232376

Email: investor_contact@whirlpool.com | www.whirlpoolindia.com

57th Annual General Meeting – Monday, 17th September, 2018

| | |
|-------------------------------|--|
| Name of the member(s) | |
| Registered address | |
| Email Id: | |
| 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;

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 57th Annual General Meeting of the Company, to be held on Monday, 17th September, 2018, 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, 2018. | | |
| 2 | Declaration of final dividend for the financial year ended March 31, 2018. | | |
| 3 | Re-appointment of Mr. Sunil Alaric D'Souza, as Director who retires by rotation. | | |
| 4 | Ratification & appointment of M/s MSKA & Associates (Firm Registration Number: 105047W), Chartered Accountants, as Auditors from the conclusion of 57 th AGM until the conclusion of the 61 st AGM. | | |
| Special Business(es) | | | |
| 5 | Ratification of remuneration of M/s R. J. Goel & Co., Cost accountants (Firm Registration No. 000026) as Cost auditors for FY 2018-19 (Ordinary Resolution) | | |
| 6 | Remuneration payable to Mr. Arvind Uppal (DIN: 00104992) as Non-Executive Chairman of the Company (Special Resolution) | | |
| 7 | Appointment of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227) as Director (Ordinary Resolution) | | |
| 8 | Appointment of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 0008060227) as Executive Director (Special Resolution) | | |
| 9 | Revision of remuneration payable to Mr. Anil Berera (DIN: 00306483), Executive Director (Special Resolution) | | |

Signed this day of 2018.

Signature of the member Signature of the proxy holder(s) stamp

Affix
Revenue
Stamp

Notes:

- 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.
- 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.