



WHIRLPOOL OF INDIA LIMITED

Regd. Office: A-4, MIDC, RANJANGAON, TALUKA-SHIRUR, DIST. PUNE, MAHARASHTRA- 412220.

Postal Ballot Notice pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011

Dear Member(s),

NOTICE is hereby given that pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company is seeking the consent of its members to pass the proposed resolution(s), with or without modifications, as set out below by means of Postal Ballot/e-voting.

The resolution(s) and explanatory statement containing all material facts are being sent herewith along with the postal ballot form ("**Form**") along with a self-addressed, postage pre-paid envelope for your consideration and voting.

Members are requested to read the instructions carefully before filling the Form and return the Form (no other copy or photocopy of the said Form will be accepted) duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer by no later than the close of working hours at 18 hrs. on 19th March, 2014. Forms received after this date will be strictly treated as if the reply from the concerned member has not been received.

The postage will be borne and paid by the Company. It is, however, clarified that members desiring to exercise their vote from outside of India will have to arrange for postage from the country where the ballot papers are dispatched to the Scrutinizer.

The Company is pleased to offer e-voting facility as an alternative way to record votes to its individual members. The procedure for availing the e-voting facility is described as a separate section on the instruction page of the form.

The Board of Directors of the Company ("**Board**") has appointed Mr. Sanjay Grover, a practicing company secretary as scrutinizer ("**Scrutinizer**") who will be responsible for the fair and transparent conduct of the vote through postal ballot.

The Scrutinizer will submit his report to the Company after completion of the scrutiny of the Postal Ballot Forms and after verifying the voting as per data received from the e-voting portal. The result of the Postal Ballot shall be announced at 3.30 PM at the registered office of the Company situated at **A-4, MIDC, Ranjangaon, Taluka-Shirur, Dist. Pune, Maharashtra** on 24th March, 2014 by the Chairman or in his absence by any other person authorized by the Chairman. The result of the postal ballot will immediately be intimated to the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the result of the postal ballot shall also be posted on the company's website (www.whirlpoolindia.com).

The following special businesses are proposed to be passed by Postal ballot/e-voting:

1. **Alteration in Memorandum of Association of the Company**

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 16, 17, 192A and other applicable provisions, if any, of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, including any statutory modification or re-enactment thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline, the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with Stock Exchange(s) and subject to the approval of the Registrar of Companies – Pune (the "ROC") and other regulatory authorities, as may be applicable, the existing Clause (III) (a) of the Memorandum of Association of the Company be and is hereby altered and shall be read as under:

Clause (III) (a) "To carry on the business of manufacturers, designers, importers, suppliers, repairers, assemblers, traders, marketers, agents for, dealers in and hirers and renters of all kind of Refrigerators and compressors, refrigeration and cold storage equipment and machinery of all kinds, all kind of freezers and beverage coolers, washing machines, air conditioners, microwave ovens, water purifiers and filters, water heaters, room heaters, lighting devices, cloth dryers, dish washers, kitchen built in appliances, cooking ranges, and all kind of electrical and

electronic appliances, other kitchen appliances, kitchenware, and their components, parts, accessories thereof for such appliances including all kind of detergents, cleansing agents, cutlery and the like.”

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board and/or committee thereof be and is hereby authorized to take all such steps and actions or to make amendments in any other document(s) wherever necessary and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members as the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board and/or committee thereof be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s)/Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

2. Alteration in Articles of Association of the Company

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 31 and other applicable provisions, if any, of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, including any statutory modification or re-enactment thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline, the provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into by the Company with Stock Exchange(s) and subject to the approval of the Registrar of Companies – Pune (the “ROC”) and other regulatory authorities, as may be applicable, the existing Article 130 of the Articles of Association of the Company be and is hereby altered and shall be read as under:

Article 130: “Subject to Article 122, the Directors may elect a Chairman of their meeting and of the Company and may determine the period for which he/ she is to hold office, or if at any meeting the Chairman is not present at the time appointed for holding the same, the directors present shall choose someone among them to be the Chairman of such meeting. The Directors may appoint the Managing Director or Chief Executive Officer as the Chairman of the Board of Directors and the Company and may determine the period for which he/ she is to hold such office.”

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members as the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.”

BY ORDER OF THE BOARD
For **WHIRLPOOL OF INDIA LIMITED**

Sd/-
(Ravi Sabharwal)
Company Secretary

DATE : 4th February, 2014
PLACE : Gurgaon

NOTES:

1. An Explanatory Statement pursuant to the Section 102 (1) of the Companies Act, 2013 read with Section 192A of the Companies Act, 1956 in respect of proposed special business(es) along with the Postal Ballot form setting out material facts are appended herein below.
2. Only a member who is entitled to vote is entitled to exercise his/her vote through postal ballot. The Notice is being sent to all the Members whose name appears in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 7th February,

2014 and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.

3. The date of dispatch of notice will be announced through advertisement in newspapers.
4. Shareholders desiring to exercise vote through physical mode are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self addressed business reply envelope to the Scrutinizer.
5. The Company is pleased to offer e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The members may opt for e-voting facility for giving their assent/dissent to the proposed resolution(s). Please note that any Postal Ballot Form received after the close of working Hours i.e. 18 hrs. on 19th March, 2014 will be treated as not having been received. The e-voting facility shall be disabled by NSDL accordingly.
6. The date of Declaration of Result of the Postal Ballot shall be deemed to be the date of the General Meeting and the date of passing of the proposed resolution(s).
7. The shareholders are requested to exercise their voting rights by using the attached postal ballot Form only. No other form or photocopy of the form is permitted.
8. The Company is desirous to send various documents in electronic form to the email addresses provided by the members and made available by the depositories. To support the 'Green Initiative' in the Corporate Governance taken by the Ministry of Corporate Affairs, to contribute towards green environment and to receive all documents, notices, including Annual Reports and other communications of the Company, investors should register their e-mail addresses with the Registrar and Share Transfer Agent of the Company, if shares are held in physical mode or with their Depository Participant(s) (DP), if the holding is in electronic mode.

EXPLANATORY STATEMENT TO THE PROPOSED RESOLUTIONS ACCOMPANYING THE NOTICE DATED 4th FEBRUARY, 2014 PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH SECTION 192(A) OF THE COMPANIES ACT, 1956:

Item no. 1:

The current object clause of the Memorandum of Association was adopted by the company at the time of incorporation of the Company in 1960 and covers the current activities. It is proposed to widen the range to have a more exhaustive clause in alignment with the current and future activities of the company.

It is proposed to amend Clause (III) (a) of Memorandum of Association.

The provisions of the Companies Act, 1956 require the Company to seek the approval of members for the alteration of object clause of the Memorandum of Association by way of Special Resolution.

Further, the Company being listed with the Stock Exchanges, in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, resolutions given in item no. 1 can be passed by the members through the process of Postal Ballot.

In view of above, the Board of Directors recommends the passing of the resolution as set out at item no.1 of the accompanying notice as special resolution as per the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force).

Memorandum and Articles of Association of the Company will be available for inspection by the members at the Registered Office of the Company between 11 hrs. to 15 hrs. on all working days from the date hereof up to the date of meeting.

None of the Directors/Key Managerial Personnel and their relatives are in any way concerned or interested in the above referred resolution except as holders of shares in general.

Item no. 2:

The Companies Act, 2013 enacted and notified in August 2013 have provisions under section 203 of the Companies Act, 2013, that an individual shall not be appointed or reappointed as chairperson of the company, in pursuance of the articles of the company, as well as the managing director or chief executive officer of the company at the same time unless the articles of the company provide otherwise.

The current Articles of Association of the company does not have express provisions authorizing the Board of Directors to

appoint Managing Director or Chief Executive Officer of the company as the Chairperson of the company at its discretion.

For efficient conduct of the affairs of the company and the Board, it has been the general practice to appoint the Managing Director as the Chairperson of the Company also. At present, your Managing Director also happens to be the Chairperson of the Company.

To give such powers to the Board of Directors to appoint the Managing Director and/ or the Chief Executive Officer as the Chairperson of the company and to align with the new Companies Act, 2013, it is proposed to amend Clause 130 of the Articles of Association.

Further, the Company being listed with the Stock Exchange(s), in terms of the provisions of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, resolution given in item no. 2 can be passed by the members through the process of Postal Ballot.

In view of above, the Board of Directors recommends the passing of the resolution set out at item no. 2 of the accompanying notice as special resolution through the process of postal ballot as per the provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force).

Memorandum and Articles of Association of the Company will be available for inspection by the members at the Registered Office of the Company between 11 hrs. to 15 hrs. on all working days from the date hereof up to the date of meeting.

None of the Directors/Key Managerial Personnel and their relatives are in any way concerned or interested in the above referred resolution except Mr. Arvind Uppal who is currently the Chairman and Managing Director of the Company.

BY ORDER OF THE BOARD
For **WHIRLPOOL OF INDIA LIMITED**

Sd/-
(Ravi Sabharwal)
Company Secretary

DATE : 4th February, 2014
PLACE : Gurgaon