

## NOTICE OF THE ANNUAL GENERAL MEETING

### Whirlpool of India Limited

CIN- L29191PN1960PLC020063

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

www.whirlpoolindia.com

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

Email: investor\_contact@whirlpool.com

**Dear Members,**

### **Invitation to attend the 61st Annual General Meeting on Friday, 15<sup>th</sup> July, 2022 at 11:00 A.M. (IST)**

Members are invited to attend the Sixty First Annual General Meeting of the Company to be held on Friday, 15<sup>th</sup> July, 2022 at 11:00 AM (IST) through Video Conferencing/Other Audio Video Means (VC/OAVM). The notice convening the Annual General Meeting (AGM) is attached herewith. In order to enable ease of participation of the Members, the key details and timelines with respect to AGM are provided below for your reference:

S. No.	Particulars	Details
1.	Link for live webcast of the AGM	Investor section on www.whirlpoolindia.com
2.	Link for remote e-voting	Members may refer to the instructions provided under "Procedure for E-Voting" section in the subsequent pages of the Notice
3.	Helpline number for VC participation	1800 1020 990 and 1800 22 44 30
4.	Cut-off date for e-voting	08 <sup>th</sup> July, 2022
5.	Time period for remote e-voting	Starts from 09:00 AM on 12 <sup>th</sup> July, 2022 and ends at 05:00 PM on 14 <sup>th</sup> July, 2022
6.	Book Closure dates	Thursday, 30 <sup>th</sup> June, 2022 to Wednesday, 06 <sup>th</sup> July, 2022 (both days inclusive)
7.	Link for members to temporarily update email address	<a href="https://web.linkintime.co.in/EmailReg/Email_Register.html">https://web.linkintime.co.in/EmailReg/Email_Register.html</a>
8.	Last date for submission of TDS exemption documents	29 <sup>th</sup> June, 2022
9.	Link for submission of TDS exemption documents	<a href="https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html">https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html</a>
10.	Last date for publishing results of the e-voting	Monday, 18 <sup>th</sup> July, 2022
11.	Registrar and Share Transfer Agent contact details	Link Intime India Private Limited, Noble Heights, 1 <sup>st</sup> Floor, Plot NH 2,C-1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Tel. No. 91-11-41410- 592, 593, 594 Email: delhi@linkintime.co.in

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Notice is hereby given that the Sixty First Annual General Meeting (AGM) of the Members of Whirlpool of India Limited will be held on Friday, 15<sup>th</sup> July, 2022 at 11:00 A.M. (IST) through Video Conference/Other Audio Video Means (VC/OAVM) to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune, Maharashtra-412220:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - (a) The standalone audited financial statements of the Company for the financial year ended March 31, 2022 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 Statutory Auditors thereon.
  - (b) The consolidated financial statements for the financial year ended March 31, 2022.
2. To declare a final dividend of INR 5 per equity share for the Financial Year ended on March 31, 2022.
3. To appoint a Director in place of Mr. Vishal Bhola (DIN: 08668079), who retires by rotation and being eligible, seeks re-appointment.
4. To appoint M/s S.R. Batliboi & Co. LLP Chartered Accountants, statutory auditors of the Company for the period of 5 years.

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

**"RESOLVED THAT** pursuant to provision of section 139 and 142 and other applicable provisions of the Companies Act, 2013 ("Act"), if any, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) be and is hereby appointed as statutory auditors of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of sixty sixth Annual General Meeting to be held in 2027 at a remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditor from time to time."

### SPECIAL BUSINESS:

#### 5. 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, the remuneration payable to M/s R. J. Goel & Co., Cost Accountants (Firm Registration No. 000026), appointed by the Board of Directors as the Cost Auditors of the Company to conduct the audit of the cost records as maintained by the Company for its manufacturing units for the Financial Year ending on 31st March, 2023, amounting to INR 4 Lacs exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved."

#### 6. Re-appointment of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 08060227) as Executive Director of the Company for a period from 2<sup>nd</sup> February, 2023 till 31<sup>st</sup> August, 2024

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

**"RESOLVED THAT** pursuant to the provisions of sections 152, 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 ("Act"), if any, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the

Company, on the recommendation of Nomination and Remuneration Committee and subject to other necessary approvals, if any, the members of the Company hereby accords its approval to the re-appointment of Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 08060227), as the Executive Director of the Company for a period from 2nd February, 2023 till 31st August, 2024, on the remuneration, terms and conditions as recommended by the Board and as set out in the explanatory statement annexed to the Notice (including the remuneration to be paid in the event of loss or inadequacy of profits during the tenure of his appointment), and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director.

**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: 08060227), 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 in 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."

#### 7. **Payment of commission to Non-Executive Directors**

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 197 and any other applicable provisions of the Companies Act, 2013 (Act) (including any statutory modification(s) or reenactment thereof for the time being in force), consent of the Company be and is hereby accorded to the payment of commission to the Non-Executive Directors of the Company (i.e., Directors other than the Managing Director and/or Whole Time Directors and includes Independent Directors) to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) per annum or such other percentage as may be specified by the Act from time to time in this regard, of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Act.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to the fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution"

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

**Roopali Singh  
Company Secretary**

**Place: Gurugram  
Date : May 25, 2022**

#### **NOTES:**

##### **GENERAL INSTRUCTIONS FOR PARTICIPATION AT 61<sup>ST</sup> AGM AND E-VOTING:**

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") issued General Circular no.s 14/2020, 17/2020 and 20/2020 dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 05<sup>th</sup> May, 2020 respectively and General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and General Circular No. 2/2022 dated 05<sup>th</sup> May, 2022 (collectively referred to as "MCA Circulars"), allowed companies whose AGMs are due in the year 2022, to conduct their AGMs through VC/OAVM without physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 61<sup>st</sup> AGM of the Company is being held through VC/OAVM. The deemed venue for the 61<sup>st</sup> AGM shall be the Registered Office of the Company.

## Whirlpool of India Limited

2. The Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the AGM is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director(s) seeking appointment/re-appointment at the AGM is provided as annexure to the Notice. Requisite declarations have been received from the Director(s) for seeking appointment/re-appointment.
3. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by Members under section 105 of the Act will not be available for the 61<sup>st</sup> AGM and hence Proxy form, attendance slip and route map are not annexed to this Notice. However, in pursuance of section 112 and section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting, for participation in the 61<sup>st</sup> AGM through VC/OAVM and e-voting during the 61<sup>st</sup> AGM.
4. National Securities Depositories Limited ("NSDL") will be providing the facility for voting through remote e-voting, for participation in the 61<sup>st</sup> AGM through VC/OAVM and e-voting during the 61<sup>st</sup> AGM. The instructions for participation by Members are given in the subsequent paragraphs. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
5. The Members can join the AGM through VC/OAVM 15 minutes before the scheduled time of the commencement of AGM by following the procedure mentioned in the subsequent paragraphs of this Notice. The Company is also providing live webcast of proceedings of the AGM pursuant to Regulation 44(6) of Listing Regulations, which can be viewed at the website of the Company at [www.whirlpoolindia.com](http://www.whirlpoolindia.com) under Investor section. Members may note that the VC/OAVM, provided by NSDL, allows participation of at least 1000 members on a first-come-first-serve basis as per the MCA Circulars.
6. Institutional/corporate shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board or governing body Resolution/ Authorisation etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend the AGM through VC/OAVM and to vote through remote e-voting/during the AGM on its behalf. The said resolution/authorisation shall be sent to the Company at [investor\\_contact@whirlpool.com](mailto:investor_contact@whirlpool.com) and to the Scrutinizer by e-mail at [scrutinizer.whirlpool@adlakha.net](mailto:scrutinizer.whirlpool@adlakha.net) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) through their registered email address or can also be uploaded by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-voting" tab after they login.
7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send an email to Ms. Sarita Mote, Assistant Manager-NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
9. Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing demat account number/folio number, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN), AADHAR (self attested scanned copy of Aadhar Card). Individual shareholders holding shares in demat form may refer to the instructions given in this Notice below.
10. **As per Regulation 39 and 40 of the Listing Regulations, as amended, Members are informed that the Company can effect issuance of duplicate share certificate; renewal/exchange, endorsement, sub-division/split, consolidation of shares; transfer and transposition, as applicable, in dematerialised form only with effect from 25<sup>th</sup> January, 2022.** Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4.
11. Further, the Members may please note that SEBI vide its Circular dated 3<sup>rd</sup> November, 2021, read with clarification dated 14<sup>th</sup> December, 2021 ("SOP Circular") introduced common and simplified norms for processing investor's services requests by RTAs and norms for furnishing PAN, complete address, email address, mobile number, specimen signature, bank details and Nomination ("KYC details"). Accordingly, with effect from 01<sup>st</sup> January, 2022, the Registrar and Transfer Agent (RTA) can not process any service requests or complaints received from the holders/claimants, till their KYC details are updated. **The KYC details should be updated by 31<sup>st</sup> March, 2023, after which RTA shall be constrained to freeze such folios where KYC details are not updated.** In line with this SOP Circular, the Company also gave notice in Newspaper and also sent individual letters to all the Members holding shares in physical form for furnishing the aforesaid details. The said communication is also

available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to update their KYC details via Form ISR-1, Form ISR-2 and Form ISR-3, as applicable, and update nomination via Form SH-13 or make changes in their nomination details via Form SH-14 and Form ISR-3. In case of dematerialised shares, the Members can file their nomination with the respective Depository Participants (DPs).

Members should also consider converting their holdings to dematerialised form, if their shares are in physical form. The relevant forms are available on the website of the Company at [www.whirlpoolindia.com](http://www.whirlpoolindia.com) or can be downloaded from the website of RTA for making service request. Members can also write to RTA at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) for obtaining forms or for seeking any clarification. It may be noted that any service request can be processed only after the folio is KYC compliant.

#### **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF ANNUAL REPORT:**

12. Pursuant to MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, the Notice of the AGM and the Annual Report for the financial year 2021-22 are being sent through electronic mode only to members whose email-addresses are registered with the Company/RTA or DPs.
13. Members may also note that the Notice of AGM and the Annual Report for the financial year 2021-22 will also be available on Company's website at [www.whirlpoolindia.com](http://www.whirlpoolindia.com), website of the Stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. Members who have not updated their email addresses with the Company are requested to update their email addresses in following manner:
  - **Shares held in dematerialised form:** register their email address with their respective DPs.
  - **Shares held in physical form:** Members can register/update their email address by writing to Company's RTA i.e. Link Intime India Private Limited at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or [shikha.karakoti@linkintime.co.in](mailto:shikha.karakoti@linkintime.co.in).

Members can also temporarily update their email address and other details through the given link at [https://linkintime.co.in/EmailReg/Email\\_Register.html](https://linkintime.co.in/EmailReg/Email_Register.html).

Members who have already registered their email address are requested to keep their email address validated/updated at all times for prompt receipt of documents and communications (including Annual Reports, AGM notices) etc from time to time sent electronically by the Company.

#### **PROCEDURE FOR JOINING THE MEETING AND VOTING AT THE MEETING**

15. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the NSDL e-Voting system by following the steps mentioned below. After successful login, you can see the link of "VC/OAVM link" placed under "Join General meeting" menu against the Company name. You are requested to click on "VC/OAVM" link placed under "Join General Meeting" menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of the Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
16. Members are encouraged to join the Meeting through Laptops for better experience.
17. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

#### **PROCEDURE FOR RAISING QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

18. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views/send their queries in advance from their registered email address with respect to the audited financial statements or any other matters to be approved at the 61<sup>st</sup> AGM, mentioning their name, demat account no./folio no. and mobile number at [investor\\_contact@whirlpool.com](mailto:investor_contact@whirlpool.com). Questions/queries received by the Company till 05:00 PM (IST) on Monday 11<sup>th</sup> July, 2022 shall be considered and responded during the AGM.



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19. Members who would like to express their views or ask their questions during the AGM may pre-register themselves as a speaker by sending a request from their registered email address at investor\_contact@whirlpool.com between 09:00 AM (IST) on Friday, 08<sup>th</sup> July, 2022 till 05:00 PM (IST) on Monday, 11<sup>th</sup> July, 2022 alongwith their details (Name, Demat account no./folio no. and mobile number).
20. For the smooth conduct of the AGM, the Company reserves the right to restrict the number of questions and number of speakers as appropriate.
21. Members who need technical assistance before or during the AGM to access and participate in the AGM may contact NSDL on **evoting@nsdl.co.in / 1800 1020 990/1800 224 430 or contact Ms. Sarita Mote , Assistant Manager-NSDL**

### PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

22. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars, the Company is providing remote e-voting to its Members in respect of the business to be transacted at the 61<sup>st</sup> AGM and facility for those members participating in the 61<sup>st</sup> AGM to cast vote through e-voting system during the 61<sup>st</sup> AGM.
23. The remote e-voting period begins on Tuesday 12<sup>th</sup> July, 2022 at 09:00 A.M. (IST) and ends on Thursday 14<sup>th</sup> July, 2022 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) **i.e. 08<sup>th</sup> July, 2022** may cast their vote electronically. A person who is not a Member as on the cut off date should treat this Notice for information purpose only. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. Any person holding shares in physical form and shareholder other than individual shareholders who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in or delhi@linkintime.co.in.
24. The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### Step 1: Access to NSDL e-Voting system:

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode is given below:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " <b>Access to e-Voting</b> " under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL

Type of shareholders	Login Method
	<p>for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to 1. register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile</li> </ol>

Type of shareholders	Login Method
	& Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	Members may contact NSDL helpdesk by sending a request at <b>evoting@nsdl.co.in</b> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Individual Shareholders holding securities in demat mode with <b>CDSL</b>	Members may contact CDSL helpdesk by sending a request at <b>helpdesk.evoting@cslindia.com</b> or contact at <b>022-23058738</b> or <b>022-23058542-43</b>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

#### **How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered with the Company/RTA or DP, please follow steps mentioned in General Instructions.
6. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the AGM. For joining virtual AGM, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.

## Whirlpool of India Limited

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

- (a) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company or RTA at investor\_contact@whirlpool.com or delhi@linkintime.co.in respectively.
- (b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company or RTA at investor\_contact@whirlpool.com or delhi@linkintime.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.
- (c) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **GENERAL INFORMATION**

25. The Company has appointed Mr. Rajiv Adlakha, Partner- M/s. Adlakha & Adlakha Associates, or in his absence any partner of M/s. Adlakha & Adlakha Associates, 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 Scrutiniser shall within two working days from the conclusion of AGM, submit 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.
26. The results declared along with the Scrutinizer's Report shall be uploaded on the website of the Stock Exchanges where the shares of the Company are listed i.e. NSE and BSE, NDSL and shall also be placed on the Company's website [www.whirlpoolindia.com](http://www.whirlpoolindia.com).

### **PROCEDURE FOR INSPECTION OF DOCUMENTS**

27. All the documents referred to in the accompanying notice and explanatory statement shall be available for inspection through electronic mode basis the request being sent on investor\_contact@whirlpool.com.
28. During the AGM the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, Register of Contracts or Arrangements in which Directors are interested under Section 189, and any other documents, as required, to be made available for inspection, will be available, upon login at NSDL e-voting platform at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

## PROCEDURE FOR UPDATION OF BANK DETAILS FOR DIRECT RECEIPT OF DIVIDEND IN THE BANK ACCOUNT

29. Members who have not updated their bank account details for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to follow the below procedure for updation of mandate for receipt of dividend directly in their bank account:

- **Shares held in physical form:** Members are requested to send a hard copy of the following details/documents to the Company's RTA at:

Link Intime India Private Limited,  
Noble Heights, 1<sup>st</sup> Floor, Plot NH 2,  
C-1 Block LSC, Near Savitri Market, Janakpuri  
New Delhi - 110058  
Tel. No. 91-11-41410- 592, 593, 594,  
Email: delhi@linkintime.co.in

The documents to be sent should include the following:

- A. A signed request letter/Form ISR-1 by the first holder, mentioning the name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
    - i) Name of Bank, Bank Branch and Bank Account Type;
    - ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions; and
    - iii) 11-digit IFSC Code; and
    - iv) 9 digit MICR Code
  - B. Original cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
  - C. Self-attested copy of the PAN Card; and
  - D. Self-attested copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member as registered with the Company.
- **Shares held in dematerialised form:** Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in dematerialised form.

30. Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/Banker's cheque/demand draft to such Members, as soon as possible.

## INFORMATION RELATED TO DIVIDEND

- 31. Members whose name appears in the Register of Members/List of Beneficial owners as on 29<sup>th</sup> June, 2022 i.e. date prior to commencement of Book Closure, will be paid the final dividend for the Financial Year ended March 31, 2022, if approved at the AGM.
- 32. The Register of Members and Share Transfer Books will remain closed from 30<sup>th</sup> June, 2022 to 06<sup>th</sup> July, 2022 **(both days inclusive)** ("Book Closure") for the purpose of AGM and to determine entitlement of dividend on equity shares for the financial year 2021-22. The dividend will be paid to those members, whose name appears in the 'Register of Members' of the Company as at the end of business hours on Wednesday, 29<sup>th</sup> June, 2022 after giving effect to valid transmission or transposition requests lodged with the Company. The dividend, as recommended by the Board of Directors and if declared at the AGM, will be paid after deduction of tax, if applicable, within the statutory timelines.

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33. Members may note that the Income Tax Act, 1961 ("IT Act") as amended by the Finance Act, 2020 mandates that the dividend paid or distributed by the Company after 01<sup>st</sup> April, 2020 shall be taxable in the hands of the Members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend at rates prescribed in the IT Act. Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their DPs or in case shares are held in physical mode, with the Company by sending the documents through email by 29<sup>th</sup> June, 2022 to our RTA at delhi@linkintime.co.in or shikha.karakoti@linkintime.co.in. The documents can also be uploaded on the link <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.
34. Members may further note that the SEBI vide its circular dated 20<sup>th</sup> April, 2018 has mandated registration of Permanent Account Number (PAN) and bank account details for all security holders. Therefore, Members holding shares in physical form are therefore requested to submit their PAN and bank account details to RTA/ Company (as per procedure detailed above). Members holding shares in demat form are requested to submit the documents with their respective DPs (as per procedure detailed above).
35. MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). As per these Rules, dividends which are not encashed / claimed by the member for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer the shares of members whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the members to encash / claim their respective dividend during the prescribed period. The Company has uploaded the details of the unclaimed dividends on the website of the Company [www.whirlpoolindia.com](http://www.whirlpoolindia.com), under 'Investor Section'.

**For details, members may refer to the "Communication to Shareholders on TDS on Dividend Distribution" appended to this Notice.**

## **EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS:**

**The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (“Act”) and Regulation 36 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, sets out all the material facts relating to the business proposed to be transacted under Resolution Nos. 4 to 7 of the accompanying Notice dated 25<sup>th</sup> May, 2022.**

### **Resolution No. 4**

In accordance with Section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. MSKA & Associates (Firm Registration Number: 105047W), Chartered Accountants (“MSKA”), Statutory Auditors of the Company shall retire at the conclusion of the 61<sup>st</sup> AGM of the Company.

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the proposal for the appointment of M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005), Chartered Accountants (“M/s. SRBC”), as the Statutory Auditors of the Company for a period of five consecutive years from the conclusion of 61<sup>st</sup> AGM till the conclusion of the 66<sup>th</sup> AGM to be held in 2027. The proposed remuneration for the statutory audit for the financial year 2022-23 shall be upto INR 50 lacs, excluding applicable taxes and out of pocket expenses incurred in connection with the audit. The remuneration of the Statutory auditors shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

S.R. Batliboi & Co. LLP (FRN: 301003E/E300005), (“the Audit Firm”) was established in the year 1949. It has Head Office in Kolkata and has 13 branch offices in various cities in India. The Audit Firm is part of S.R. Batliboi & Associates network of audit firms and is registered as such with the Institute of Chartered Accountants of India (ICAI). All the network firms including the Audit Firm are engaged primarily in providing audit and assurance services and tax services to its clients.

While considering the candidature of M/s. SRBC, the Audit Committee considered various parameters like audit experience in the home appliance industry, capability to serve a diverse and complex business landscape as that of the Company, market standing of the firm, clients, team expertise, technical knowledge & skills, geographical presence, audit team, audit quality reports, etc., and found SRBC to be well suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

Pursuant to Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. SRBC and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. SRBC, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Besides the statutory audit, M/s. SRBC shall continue to provide other services as may be approved by the Board of Directors of the Company for which the fee for the financial year 2022-23 is expected to be similar to previous year (upto INR 1.15 crores). The Board of Directors and the Audit Committee shall review and approve the services and the fee from time to time.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Resolution No. 4 of the Notice. The Board recommends the resolution set out at Resolution No. 4 of the Notice for approval of the members.

### **Resolution No. 5**

The Board of Directors of the company, on the recommendation of Audit Committee, at its meeting held on 25<sup>th</sup> May, 2022 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 31<sup>st</sup> March, 2023 on a remuneration of INR 4 Lacs exclusive of applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit.

In terms of the provisions of section 148(3) of the Companies Act, 2013 read with Rules 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be approved by the members of the Company. Accordingly, consent of the members is sought for the remuneration payable to the Cost Auditors.



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None of the Directors/Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Resolution No. 5 of the Notice. The Board recommends the resolution set out at Resolution no. 5 of the Notice for approval of members.

### Resolution No. 6

The Company appointed Mr. Arumalla Hari Bhavanarayana Reddy (DIN: 08060227) as Executive Director with effect from 02nd February, 2018 for a period of 5 years and hence his term will expire on 01st February, 2023.

The Board on the recommendation of the Nomination & Remuneration Committee at its meeting held on 25th May, 2022 approved the re-appointment of Mr. Arumalla Hari Bhavanarayana Reddy as the Executive Director, designated as VP-Manufacturing of the Company with effect from 02nd February, 2023 till 31st August, 2024, subject to the approval of the members. Pursuant to the retirement policy of the Company, Mr. Reddy will retire from the Company on the close of business hours on 31st August, 2024.

Mr. Reddy does not hold any other directorship and holds one share in the Company. He holds a B.Tech Degree in Mechanical Engineering from Nagarjuna University, AP and Post Graduation in Tool, Die and Mould Design from CITD, Hyderabad. He joined the Company in 1990 and was appointed on Board on 2nd February, 2018. He has a rich experience of more than 30 years in the home appliance industry and has served in various roles in the Company including Tool Design, Process Engineering, Project Management, Product Development, Innovation and Plant Operations.

Considering the rich and diverse experience of Mr. Reddy, the Nomination & Remuneration Committee along with the Board recommends his re-appointment as Executive Director on below set out terms.

Tenure: 02nd February, 2023 to 31st August, 2024

Remuneration: The re-appointment is being proposed on the below terms and conditions:

#### • Salary

Particulars	Amount (in INR)
Basic Salary	40,29,864
Special Allowances*	54,33,132
Total Salary	94,62,996

*\*Actual value is contingent on changes in other perquisites*

#### - 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.
- Leave Travel Facility as per company policy.
- 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.

#### - Retiral Benefits:

- Contribution to Provident fund to the extent that this is 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

#### - Other terms

Mr. Arumalla Hari Bhavanarayana Reddy shall have such powers, duties and responsibilities as may be entrusted to him under applicable policies and as may be determined by the Board of Directors of the company from time to time.

Mr. Arumalla Hari Bhavanarayana 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 Executive Director unless such disclosure is in the interest of the company.

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.

The Board of Directors are authorised to revise the remuneration every year subject to a maximum increase of 25% of last drawn total remuneration.

Mr. Arumalla Haribhavanaryana Reddy is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given his consent for the said re-appointment. The terms as set out in the Resolution and explanatory statement may be treated as an abstract of the terms of appointment pursuant to Section 196 of the Act.

The Company has received notice under Section 160 of the Act signifying his candidature as an Executive Director of the Company. A brief profile of Mr. Reddy is attached as Annexure-A to this notice.

None of the Directors/Key Managerial Personnel and their relatives, except Mr. Arumalla Hari Bhavanaryana Reddy are concerned or interested, financially or otherwise, in the resolution set out at Resolution No. 6 of the Notice. The Board recommends the resolution set out at Resolution no. 6 of the Notice for approval of members.

#### **Resolution No. 7**

The Non-Executive Directors of the Company (including independent directors) bring in rich experience and expertise to the Board. The Company receives considerable guidance from them and often draws upon their experience.

With the enhanced role of Non -Executive Directors (including Independent Directors) in the Corporate Governance under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Directors are required to devote greater time commitments, attention and higher level of oversight.

In view of the above, the Board of Directors recommend passing of resolution for the payment of commission to the Non-Executive Directors of the Company (other than the Managing Director and/or Whole-time Directors of the Company and including Independent Director) of the Company not exceeding in aggregate 1.00% of the net profits of the Company to be determined by the Board of Directors for each such Director for each financial year for a period of five years commencing from the financial year ending on March 31, 2023 up to and including financial year ending on March 31, 2027 to be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 and distributed between such Directors in such a manner as the Board of Directors may from time to time determine in terms of Section 197 of the Act, and computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time.

In the event of loss or absence/ inadequacy of profits, the maximum amount of commission payable to the Non-executive Directors shall be calculated in accordance with Schedule V of the Companies Act, 2013.

The said remuneration to Non-Executive Directors shall be in addition to the sitting fee payable to them and out-of-pocket expenses incurred for attending meetings of the Board and Committees thereof. The resolution set out in Item No. 7 of the Notice is accordingly recommended by the Board for your approval.

None of the Directors/Key Managerial Personnel and their relatives, except Non-Executive Directors are concerned or interested, financially or otherwise, in the resolution set out at Resolution No. 7 of the Notice. The Board recommends the resolution set out at Resolution no. 7 of the Notice for approval of members.

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

**Roopali Singh  
Company Secretary**

**Place: Gurugram  
Date : May 25, 2022**

**ANNEXURE-A TO NOTICE****Profile of Mr. Vishal Bhola** (pursuant to Regulation 36 of SEBI Listing Regulations)

<b>Name of the Director</b>	<b>Mr. Vishal Bhola</b>
Director Identification Number	08668079
Date of Birth/Age	04.04.2020
Nationality	Indian
Qualification(s)	Bachelor degree in Engineering (Electronics and Communications) and MBA from IIM Bengaluru
Date of First Appointment on Board	04.04.2020
Shareholding in Whirlpool of India Ltd.	Nil
Brief Profile of the Director(s)	Vishal Bhola has over 20 years of experience in the consumer goods industry. He joins Whirlpool from Unilever, where he held the position of Global Vice President, Water. Vishal has rich and diverse experience in General Management, Strategy, Sales, Marketing and Innovation in consumer driven industries with Indian, international and multicultural experience.
Expertise in specific functional areas	Business Management, Strategy, Sales, Marketing
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Elica PB Whirlpool Kitchen Appliances Private Limited [formerly known as Elica PB India Private Limited] ("Elica India")
Memberships/Chairmanships of Committees of the board	Member of Risk Management Committee at Whirlpool of India Limited Member of Audit Committee, Chairman of CSR Committee and Member of Nomination and Remuneration Committee in Elica India
Details of Board/Committee Meetings attended by the director(s) during the year	Please refer Corporate Governance Report which is Annexure A to Director's Report
Inter-se relationship between the Board members	None

### Profile of Mr. Arumalla Hari Bhavanarayana Reddy

Details of Mr. Arumalla Hari Bhavanarayana Reddy proposed to be re-appointed and as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2.

<b>Name of the Director</b>	<b>Mr. Arumalla Hari Bhavanarayana Reddy</b>
Director Identification Number	08060227
Date of Birth/Age	10.08.1964/57 years
Nationality	Indian
Qualification(s)	He holds a B.Tech Degree in Mechanical Engineering from Nagarjuna University, AP and Post Graduation in Tool, Die and Mould Design from CITD, Hyderabad.
Date of First Appointment on Board	02.02.2018
Shareholding in Whirlpool of India Ltd.	1 share
Brief Profile of the Director(s)	Mr. Reddy holds a B.Tech Degree in Mechanical Engineering from Nagarjuna University, AP and Post Graduation in Tool, Die and Mould Design from CITD, Hyderabad. He joined the Company in 1990 and was appointed on Board on 2nd February, 2018. He has a rich experience of more than 30 years in the home appliance industry and has served in various roles in Whirlpool including Tool Design, Process Engineering, Project Management, Product Development, Innovation and Plant Operations.
Expertise in specific functional areas	Tool Design, Process Engineering, Project Management, Product Development, Innovation and Plant Operations.
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Nil
Memberships/Chairmanships of Committees of the board	<b>Chairperson/Member of Risk Management Committee:</b> Whirlpool of India Limited (Member)
Details of Board/Committee Meetings attended by the director(s) during the year	Please refer Corporate Governance Report which is Annexure A to Director's Report
Inter-se relationship between the Board members	None

#### Notes:

The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.

**COMMUNICATION TO SHAREHOLDERS ON TAX DEDUCTED AT SOURCE (TDS) FOR DIVIDEND DISTRIBUTION**

The Members are informed that in accordance with the provisions of the Income Tax Act, 1961 ("IT Act"), as amended from time to time, read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at the applicable rates. However, no TDS shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them for the FY 2021-22 does not exceed INR 5,000/-, subject to availability of a valid PAN.

Members are requested to take note of the below TDS provisions and information/documents required to be submitted by them for claiming TDS exemption.

**PART A: For all members, the below details should be completed and/or updated, as applicable:**

- **If shares are held in demat mode:** in the respective demat accounts maintained with the Depository Participant(s) (DPs)
- **If shares are held in physical mode:** with the Company/RTA

Please note that the details as available on 29<sup>th</sup> June, 2022 in the Register of Members/Register of Beneficial Ownership will be relied upon by the Company, for the purpose of complying with the applicable provisions of IT Act:

- Valid Permanent Account Number (PAN).
- Residential status as per the Act i.e. Resident or Non-Resident for FY 2022-23
- Category of the Member:
  - i. Mutual Fund
  - ii. Insurance Company
  - iii. Alternate Investment Fund (AIF) Category I and II
  - iv. AIF Category III
  - v. Government (Central/State Government)
  - vi. Foreign Portfolio Investor (FPI) /Foreign Institutional Investor (FII): Foreign Company
  - vii. FPI/FII: Others (being Individual, Firm, Trust, AJP, etc.)
  - viii. Individual
  - ix. Hindu Undivided Family (HUF)
  - x. Firm
  - xi. Limited Liability Partnership (LLP)
  - xii. Association of Persons (AOP), Body of individuals (BOI) or Artificial Juridical Person (AJP)
  - xiii. Trust
  - xiv. Domestic company
  - xv. Foreign company.
- Email Address.
- Address.



**PART B: Applicability of TDS rates and documents required for relevant category of members:**

**I. RESIDENT MEMBERS:**

<b>Category of member</b>	<b>TDS rate</b>	<b>Exemption applicability/ Documentation requirement</b>
Any resident member with PAN No.	10%	If PAN is registered with the Company or valid PAN. No deduction of taxes in the following cases - <ol style="list-style-type: none"> <li>1. If dividend income to a resident Individual member during FY 2022-23 does not exceed INR 5,000/- from the Company, subject to availability of a valid PAN;</li> <li>2. If the member is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.</li> <li>3. Any resident member who is not able to produce a valid PAN, applicable TDS shall be deducted.</li> </ol>
Resident individuals submitting Form 15G/ 15H	NIL	Members providing Form 15G (applicable to individuals below 60 years) / Form 15H (applicable to an individual above the age of 60 years) - on fulfilment of prescribed conditions along with self attested copy of PAN card.
Insurance Companies: Public & Other Insurance Companies	NIL	A declaration that it has a full beneficial interest with respect to the shares owned by it along with PAN and a self-attested copy of a valid IRDAI registration certificate also needs to be submitted.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income-tax on its income:	NIL	Self-declaration specifying the specific Central Act under which such corporation is established and that its income is exempt under the provisions of IT Act along with a self-attested copy of the PAN card and registration certificate Mutual Funds
Mutual Funds	NIL	Self-declaration that not covered under Section 10 (23D) of the IT Act along with a self-attested copy of PAN card and copy of SEBI registration certificate
Alternate Investment Fund established or incorporated in India	NIL	Self declaration that its income is exempt under Section 10 (23FBA) of the IT Act and governed by SEBI regulations as Category I or Category II AIF along with a self-attested copy of the PAN card and SEBI registration certificate.
Other resident members without registration of PAN or having Invalid PAN	20%	Update the PAN if not already done with depositaries (in case of shares held in Demat mode) and with the Company's RTA (in case of shares held in physical mode).

**Please note the following:**

- a) Every member whose dividend is above the threshold of Rs.5,000/- has to submit a declaration confirming filing of their ITRs for the last two years along with submission of above mentioned documents for claiming TDS exemption.
- b) Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP Id-Client Id is mandatory. In absence of a valid PAN, the tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.
- c) Members holding shares under multiple accounts under different status/category with single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- d) Members are requested to ensure Aadhar number is linked with PAN, as per the timelines prescribed. In case of failure of linking Aadhar with PAN within the prescribed timelines, PAN shall be considered inoperative / invalid and, in such scenario too, tax shall be deducted at higher rate of 20%.

**II. NON-RESIDENT MEMBERS:**

Category of member	TDS rate	Exemption applicability/ Documentation requirement
Any Non-resident member, Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20%/Tax Treaty rate whichever is lower (increased by surcharge and cess wherever applicable)	<p>Non-resident members may opt for tax rate under the Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for TDS on submission of the following documents to the Company:</p> <ol style="list-style-type: none"> <li>1. Self-attested copy of Tax Residency Certificate (TRC) of FY 2022-23 or calendar year 2022, valid as on the AGM date obtained from the tax authorities of the country of which the member is resident.</li> <li>2. Self-declaration in Form 10F.</li> <li>3. Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit (of FY 2021-22 or calendar year 2021)</li> </ol> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned documents are not provided. Further, please provide a copy of the PAN Card, if registered with the Indian tax authorities.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non-resident member and are in accordance with the provisions of the IT Act.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower/NIL withholding tax certificate obtained from Income Tax authorities.

Category of member	TDS rate	Exemption applicability/ Documentation requirement
Non-resident member who is a tax resident of any country or territory notified as a notified jurisdictional area under Section 94A(1) of The IT Act or whose country of residence is not notified	30% or at the rate specified in the relevant provision of the Income Tax Act, 1961 or at the rates in force, whichever is higher, from the dividend payable to such member in accordance with Section 94A of the Income Tax Act, 1961	

**Please note the following:**

The members holding shares under multiple accounts under different status/category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

**PART C: General information for members:**

1. The members are requested to submit the required documents (duly completed, signed and scanned) at <https://web.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> as per their relevant category at the earliest on or before 29<sup>th</sup> June, 2022. To ensure that TDS determination is done appropriately, members should submit all required documents and declarations, as mentioned above, at the given link only and documents (if any) sent to any other email address will not be considered.
2. Please note that the documents sent by any body corporate (companies/firms/foreign institutional investors etc) should be on their letterhead. Also, the documents submitted should be valid as on the cut off-date.
3. Members may note that in case the tax on the said dividend is deducted at a higher rate in the absence of receipt, or insufficiency of the aforementioned details / documents from you till close of business hours on 29<sup>th</sup> June, 2022, an option will be available to members to file the Income Tax Return (ITR) and claim an appropriate refund, if eligible. Once deducted, no claim shall lie against the Company in relation to TDS.
4. The Company shall be sending the TDS certificate in respect of tax deducted to its members after payment of dividend. Alternatively, the members can also check Form 26AS from their e-filing accounts at <https://incometaxindiaefiling.gov.in>.
5. In the event of any income tax demand (including interest, penalty etc) arising from an misrepresentation, inaccuracy or omission of information provided/to be provided by the member, such member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and cooperation in any appellate proceedings.
6. Members are also informed that the Finance Act, 2021, has inter-alia inserted the provisions of Section 206AB of the IT Act with effect from July 1, 2021. Pursuant to the provisions of Section 206AB of the IT Act, the Company is required to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':
  - i. At twice the rate specified in the relevant provision of the Act; or
  - ii. At twice the rates or rates in force; or
  - iii. At the rate of 5%

The 'specified person' defined in the said section means a person who has:

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- a. **not filed return of income for both of the two assessment years** relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of Section 139 has expired; and
- b. subjected to **tax deduction and collection at source in aggregate amounting to INR 50,000 or more in each of such two immediate previous years.**

However, the non-resident members who do not have the permanent establishment in India are excluded from the scope of a specified person.

Accordingly, for deduction of TDS at the rate of 10%, the members have to ensure that their Income Tax Returns (ITRs) for the last two years have been filed. In this regard, the members are informed that in terms of Circular No. 11 of 2021 issued by Ministry of Finance, a functionality "**Compliance Check for section 206AB and 206CCA**" ("**functionality**") has been introduced for deductors to verify the status of ITRs from PAN of deductee. Therefore, the Company will be verifying the status of ITRs of its members through this functionality and will be deducting TDS accordingly.

7. Application of TDS rate is subject to necessary due diligence and verification by the Company of the member details as available in Register of Members/Register of Beneficial Ownership as on the cut-off date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
8. Please note that the Company in its sole discretion reserves the right to call for any further information and/or to apply domestic law/DTAA for TDS.
9. Any queries in this regard should be addressed to our RTA at their email address: delhi@linkintime.co.in.

**Disclaimer: This communication is not to be treated as advice from the Company or its affiliates or RTA i.e. Link Intime India Private Limited. Members should obtain tax advice related to their tax matters from a tax professional.**