

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Whirlpool of India Limited

CIN- L29191PN1960PLC020063

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

www.whirlpoolindia.com

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Email: investor_contact@whirlpool.com

VOTING STARTS ON	VOTING ENDS ON
17 th May, 2023	15 th June, 2023

Dear member(s),

NOTICE is hereby given pursuant to provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), General Circular no.s 14/2020, 17/2020, 20/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 3/2022 and 11/2022 dated 08th April, 2020, 13th April, 2020, 05th May, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 08th December, 2021, 05th May, 2022 and 28th December, 2022 respectively issued by the Ministry of Corporate Affairs ('MCA Circulars'), SEBI Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated 5th January, 2023 (the 'SEBI Circular') and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business as set out hereunder by passing Ordinary Resolution, by way of postal ballot / electronic voting.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, Whirlpool of India Limited ('Company') is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice. The Company has engaged the services of Link Intime India Private Limited, Registrar and Share Transfer Agent ('RTA') for facilitating e-voting. The members are requested to cast the vote electronically on the Resolutions through the remote e-voting system. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

The Board has appointed M/s. Akash Gupta and Associates, Company Secretaries, as the scrutinizer ('Scrutinizer') for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on 15th June, 2023. The e-voting facility will be disabled by RTA immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by the Board, and the result of the voting by Postal Ballot will be announced within 2 working days from the conclusion of the e-voting. The results shall be declared and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website at www.whirlpoolindia.com.

The last date of e-voting, i.e. 15th June, 2023, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS

1. Appointment of Mr. Narasimhan Eswar as Director

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, 160, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Regulation 17 and/or other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Article of Articles of Association of the Company, Mr. Narasimhan Eswar (DIN:08065594), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4th April, 2023 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as Director, liable to retire by rotation.

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

2. Appointment of Mr. Narasimhan Eswar as Managing Director

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 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 ('Act') and pursuant to applicable Article of Articles of Association of the Company and subject to approval by any other statutory authority, as required, consent of the Company be and is hereby accorded for the appointment of Mr. Narasimhan Eswar (DIN:08065594) as the Managing Director of the Company, to hold office for a period of five years commencing from 04th April, 2023 on remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors and as set out in the explanatory statement annexed to the Notice.

RESOLVED FURTHER THAT Mr. Narasimhan Eswar's office is subject to retire by rotation and that he shall offer himself to retire by rotation during the term of his office.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter or vary the benefits and remuneration of Mr. Narasimhan Eswar, Managing 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 Act.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorised 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
For Whirlpool of India Limited**

**Place: Gurugram
Date : 05th May, 2023**

**Roopali Singh
Company Secretary**

NOTES:

1. The relevant Statement pursuant to the provisions of Section 102 of the Act read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2, in respect of Director(s) seeking appointment is provided as annexure to the Notice. Requisite declarations have been received from the Director(s) for seeking approval for the appointment.
2. The Company is sending this Notice to those Members, whose names are appearing in the Register of Members/ List of Beneficial Owners as received from the Depositories/RTA as on 12th May, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, 12th May, 2023. A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed Resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot Forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the e-voting system.
3. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., 15th June, 2023. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they were passed at a General Meeting of the Members.
4. Link Intime India Private Limited ('RTA') will be providing the facility for voting through remote e-voting. The instructions for participation by Members are given in the subsequent paragraphs.
5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to investor_contact@whirlpool.com or delhi@linkintime.co.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available at <https://linkintime.co.in> or contact Mr. Rajeev Ranjan at: - Tel: 022 – 4918 6000.
7. Further, the Members may please note that SEBI vide its Circular dated 03rd November, 2021 introduced common and simplified norms with effect from 01st January, 2022 for processing investor's service requests by RTAs and norms for furnishing PAN, complete address, email address, mobile number, specimen signature, bank details and Nomination ('KYC details'). This has been further updated vide SEBI Circular dated 16th March, 2023 ('SOP Circular'). Accordingly, RTA shall 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 30th September, 2023, after which such folios will be frozen where KYC details are not updated.** Pursuant to Circular No.7 of 2022 (Notification F.No.370142/14/2022-TPL) dated 30th March, 2022 issued by Central Board of Direct Taxes (CBDT) and Press Release dated 28th March, 2023, the taxpayers are required to link PAN with Aadhaar by 30th June, 2023. Therefore members are requested to link their PAN with Aadhaar by this date. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents for KYC details and their KYC status being updated with Company/RTA. If the securities continue to remain frozen as on 31st December, 2025, the RTA /Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

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 or can be downloaded from the website of RTA. Members can also write from their registered email address to RTA at

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delhi@linkintime.co.in for obtaining necessary forms or for seeking any clarification. It may be noted that any service request can be processed only when the KYC details are complete in the folio.

ELECTRONIC DISPATCH OF NOTICE AND PROCESS FOR REGISTRATION OF EMAIL ADDRESS FOR OBTAINING COPY OF NOTICE OF POSTAL BALLOT:

8. Pursuant to MCA Circulars and SEBI Circular No. SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated 5th January, 2023, the Notice is being sent through electronic mode only to members whose email-addresses are registered with the Company/RTA or Depository Participants.
9. Members may also note that the Notice will also be available on Company's website at www.whirlpoolindia.com, website of the Stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
10. Members can also temporarily update their email address and other details through the given link at https://linkintime.co.in/EmailReg/Email_Register.html.
11. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in dematerialised form, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at delhi@linkintime.co.in or shikha.karakoti@linkintime.co.in. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, either by email to delhi@linkintime.co.in or by post to Link Intime India Private Limited, Noble Heights, 1st Floor, Plot NH 2, C-1 Block LSC, Near Savitri Market Janakpuri, New Delhi - 110058	
	For availing investor services to register PAN, e-mail address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	For updation of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	For Declaration to opt out (i.e. no nomination)	Form ISR-3
	For cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee Form (SH-13)	Form SH-14
	For requesting issue of Duplicate Certificate and other service requests for shares etc., held in physical form	Form ISR-4
	For transmission of shares by nominee or legal heir	Form ISR-5
	The forms for updating the above details are also available at https://corporate.whirlpoolindia.com/investor-services/	
Demat	Please contact your Depository Participant and register your email address and bank account details in your demat account as per the process advised by your Depository Participant.	

E-voting:

(a) In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the Resolutions as set out in this Notice.

(b) The e-voting period commences from 17th May, 2023 (9.00 A.M. IST) and ends on 15th June, 2023 (5.00 P.M. IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by RTA upon expiry of the aforesaid period. Once the vote on the Resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

(c) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. 12th May, 2023 (including those Members who may not have received this Notice due to non-registration of their email address with RTA or the Depository Participants, as aforesaid) can cast their votes electronically, in respect of the Resolutions as set out in this Notice through the e-voting.

PROCEDURE FOR REMOTE E-VOTING FOR SHAREHOLDERS:

As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:**1. Individual shareholders holding securities in demat mode with NSDL**

- Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the 'Beneficial Owner' icon under 'Login' which is available under 'IDeAS' 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 'Access to e-Voting' under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to 'InstaVote' website for casting your vote during the remote e-Voting period.
- If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select 'Register Online for IDeAS Portal' or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 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. 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 e-Voting service provider name i.e. LINKINTIME and you will be redirected to 'InstaVote' website for casting your vote during the remote e-Voting period.

2. Individual shareholders holding securities in demat mode with CDSL

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.
2. Click on '**Sign Up**' under '**SHAREHOLDER**' tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

Shareholders holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

Shareholders holding shares in **demat form, shall provide 'D' above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click 'confirm' (Your password is now generated).

3. Click on 'Login' under '**SHARE HOLDER**' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to send a copy of Board Resolution/Authority Letter/Power of Attorney etc. to the Scrutinizer by e-mail to akashguptacs86@gmail.com and upload a scanned certified true copy of the Board Resolution/Authority letter/Power of Attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Helpdesk for Individual shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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 NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both, then the shareholder can use the 'Forgot Password' option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on 'SUBMIT'.

In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address. The shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular 'Event'.

12. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in dematerialised 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

- a. The Company has appointed M/s. Akash Gupta and Associates, Company Secretaries who in the opinion of the Company is a duly qualified firm, as a Scrutinizer who will conduct the electronic voting process in a fair and transparent manner. The Scrutinizer shall within two working days from the conclusion of remote e-voting, submit a consolidated scrutinizer's report of the votes cast in favour or against, if any, to the Chairman or any other person authorized by the board, who shall countersign the same and shall declare the result of the voting forthwith.
- b. The results of the Postal Ballot along with the Scrutinizer's Report will be uploaded on the website of the Stock Exchanges where the shares of the Company are listed i.e. NSE and BSE and shall also be placed on the Company's website www.whirlpoolindia.com.

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 ('SEBI Listing Regulation') sets out all the material facts relating to the business proposed to be transacted under Resolution Nos. 1 & 2 of the accompanying Notice dated 5th May, 2023.

Resolutions No. 1 & 2

Mr. Narasimhan Eswar (DIN: 08065594) has been appointed as an Additional Director of the Company with effect from 04th April, 2023 pursuant to the provisions of the Articles of Association of the company read with Section 161(1) of the Companies Act, 2013. A notice under Section 160(1) of the Act has been received signifying intention to propose Mr. Narasimhan Eswar as a candidate for the office of Director of the Company. Subject to the approval of the shareholders, the Board also approved the appointment of Mr. Narasimhan Eswar as Managing Director of the Company for a period of five years with effect from 04th April, 2023 on the recommendation of the Nomination and Remuneration Committee.

Pursuant to Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to ensure that approval of shareholders for appointment of a director on the Board is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Based on the skills, competence and expertise of Mr. Eswar, the NRC has recommended his appointment.

The Company has received the necessary consent and other documents from Mr. Narasimhan Eswar before making his appointment as Director. Further, he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act and has not been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or such other Statutory Authorities. Mr. Eswar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment. The terms of appointment and remuneration payable to Mr. Narasimhan Eswar as Managing Director are as follows:

I. Period of Appointment: Five years w.e.f. 04th April, 2023

II. Total Remuneration

A. Salary

Particulars	Annual Remuneration (Rs.)
Basic Salary	22,509,600
Special Allowances*	14,194,136
Total Salary	36,703,736

** Actual value is contingent on changes in other benefits and perquisites.*

B. Other Benefits

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

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- All other benefits, allowances, compensation and other considerations as per company Policy.
- Long Term Incentives including ESOPs from Whirlpool Corporation US (parent company) as per policy.
- Company provided car & driver.
- Leaves as per Company Policy.

C. 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 as per applicable law.

III. 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 Act, as amended from time to time and the Company may seek approval of Shareholders by way of a Special Resolution.

IV. Other terms

- Mr. Narasimhan Eswar shall have such powers, duties and responsibilities as may be entrusted to him by the Board of Directors, provided for in applicable company policies and as may be determined by the Board of Directors of the company from time to time.
 - Mr. Narasimhan Eswar shall not at any time either during or after the termination of his employment or directorship disclose to any person, whomsoever, any information relating to the company or its customers or any trade secrets or any other confidential information which he may possess by virtue of his holding office unless such disclosure is in the interest of the company.
- V.** The Board of Directors are authorised to revise the Total Remuneration payable to Mr. Eswar in his capacity as Managing Director every year subject to a maximum increase of 25% of last drawn Total Remuneration.

The details of Mr. Narasimhan Eswar as required under Regulation 36 of the SEBI Listing Regulations and SS-2, are stated in 'Annexure-A' to the Explanatory Statement. In compliance with the provisions of Section 196, 197, 203 and other applicable provisions of the Act read with Schedule V to the Act as amended, the Board of Directors recommends the Resolutions stated in the Item nos. 1 and 2 for the approval of the Members of the Company each by way of Ordinary Resolution.

Save and except Mr. Narasimhan Eswar and his relatives, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolutions. This Statement may be regarded as disclosures under Regulation 36 of the SEBI Listing Regulations and SS-2. The Board recommends the resolution set out at Resolution no. 1 & 2 of the Notice for approval of members.

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

**Place: Gurugram
Date: 05th May, 2023**

**Roopali Singh
Company Secretary**

ANNEXURE-A TO NOTICE

Profile of Mr. Narasimhan Eswar (pursuant to Regulation 36 of SEBI Listing Regulations)

Name of the Director	Mr. Narasimhan Eswar
Director Identification Number	08065594
Date of Birth/Age	17.08.1969
Nationality	Indian
Qualification(s)	Bachelor in Engineering (Mechanical) from Indian Institute of Technology (BHU), Varanasi and postgraduate in management from the Indian Institute of Management, Ahmedabad
Date of First Appointment on Board	04.04.2023
Shareholding in Whirlpool of India Ltd.	Nil
Brief Profile of the Director(s)	Appended below
Expertise in specific functional areas	Business Management, Strategy, Sales and Marketing
List of Directorships held in other companies	Elica PB Whirlpool Kitchen Appliances Private Limited ("Elica India") Global Appliances Limited, Bangladesh
Memberships of Committees of the Company	Member of Risk Management Committee and Executive Committee
Memberships/Chairmanships of Committees of other companies	Member of Audit Committee, Chairman of CSR Committee and Member of Nomination and Remuneration Committee in Elica India
Names of listed entities from which the person has resigned in the past three years	None
Details of Board/Committee Meetings attended by the director(s) during the year	Not applicable
Inter-se relationship between the Board members	None

Notes:

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

Brief Profile of Mr. Narasimhan Eswar

Mr. Narasimhan Eswar joined Whirlpool on 01st March, 2023 and has assumed his responsibilities as Managing Director with effect from 04th April, 2023. Mr. Eswar holds a bachelor's degree in Mechanical engineering from Indian Institute of Technology (BHU), Varanasi and a postgraduate degree in management from the Indian Institute of Management, Ahmedabad. Mr. Eswar started his career with Procter and Gamble and was part of the core marketing team at Procter and Gamble. Thereafter, he was associated with Reckitt for around 15 years attaining leadership roles in the areas of marketing, innovation, management across India, South Africa, Switzerland, UK, Spain, Hong Kong and Thailand.

His ability to integrate the strength of traditional markets with digital technologies and future-fit business models, positions him suitable to take the Company into its next growth phase. His diverse experience in brands, products and geographies brings with him specialised knowledge and practical experience in turning around the business trajectory.