

Whirlpool of India Limited

CIN- L29191PN1960PLC020063

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

www.whirlpoolindia.com

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

Email: investor_contact@whirlpool.com

NOTICE

Notice is hereby given that the Fifty Eight Annual General Meeting of the Members of Whirlpool of India Limited will be held on Tuesday, 13th August, 2019 at 11:00 A.M. at the Registered Office of the Company at Plot No. A-4, MIDC, Ranjangaon, Taluka- Shirur, Pune - 412220 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Financial Statements (including Consolidated Financial Statements) of the Company for the financial year ended March 31, 2019 and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To declare Final Dividend for the Financial Year ended on 31st March, 2019.
3. To re-appoint Mr. Arvind Uppal (DIN: 00104992) as Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**4. Ratification of remuneration of Cost Auditors**

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

“RESOLVED THAT pursuant to provisions of section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of M/s R. J. Goel & Co., Cost Accountants (Firm Registration No. 000026) as the Cost Auditors by the Board of Directors of the Company to conduct the audit of the cost records as maintained by the Company for its manufacturing units located at Faridabad, Pune and Puducherry for the Financial Year ending on 31st March, 2020 at a remuneration of Rs.4 Lacs plus service tax as applicable be and is hereby ratified.”

5. Re-appointment of Ms. Sonu Bhasin (holding DIN 02872234 as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 (the Act), The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (SEBI Listing Regulations), the consent of the Members of the Company be and is hereby accorded to the re-appointment of Ms. Sonu Halan Bhasin (holding DIN 02872234) as an Independent Director of the Company for a period of five years with effect from 01st April, 2019, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines, who has given her consent for the re-appointment and has submitted a declaration that she meets the criteria for independence under Section 149 of the Act and the SEBI Listing Regulations and is eligible for re-appointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and by the Board of Directors.”

6. Appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as a Director and as an Independent 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 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Rahul Bhatnagar (DIN: 07268064), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19th June, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, but who being eligible for appointment has given notice of candidature

under Section 160(1) of the Act proposing his candidature for the office of Director and has submitted a declaration to that effect that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 19th June, 2019 upto 18th June, 2024.”

7. Appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as a Director and as an Independent 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 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Pradeep Jyoti Banerjee (DIN: 02985965), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 19th June, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) and the Articles of Association of the Company, but who being eligible for appointment has given notice of candidature under Section 160(1) of the Act proposing his candidature for the office of Director and has submitted a declaration to that effect that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing from 19th June, 2019 upto 18th June, 2024.”

8. Revision in remuneration of Mr. Anil Berera (DIN 00306485) as Executive Director of the Company.

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 Section 196, 197 and 203 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Company be and is hereby accorded to the payment of the revised remuneration to Mr. Anil Berera (DIN 00306485), Executive Director of the Company w.e.f. from a 01st September, 2018 and that the remuneration be revised w.e.f 01st March, 2019 for a period of three years on terms and conditions set out in the explanatory statement annexed to the notice.

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

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

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

**Place: Gurugram
Date: 19th June, 2019**

**Roopali Singh
Company Secretary**

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. Register of Members and Share Transfer Books will remain closed from 07th August, 2019 to 13th August, 2019 (both day inclusive) for the purpose of AGM and to determine entitlement of dividend on equity shares. The dividend will be paid to those shareholders, whose name appears on the 'Register of Members' of the Company as at the end of business hours on 06th August, 2019. The dividend, as recommended by the Board of Directors and if declared at the Annual General Meeting, will be paid within the specified time limit.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY/ PROXIES MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE COMMENCEMENT OF THE MEETING.**
4. Proxies submitted on behalf of the companies, societies etc., Must be supported by an appropriate resolution/authority, as may be applicable.
5. Members are requested to note that pursuant to provisions of section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights.
6. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, a route map showing directions to reach the venue of the AGM and attendance slip along with proxy form is annexed to this Notice.
7. Members holding shares in electronics form should get their email id's updated with their respective Depository Participants so that they can get the copies of correspondence etc. sent by the Company via email.
8. As per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company shall use any of the electronic mode of payment facility approved by the Reserve Bank of India for the payment of dividend. Members holding shares in demat mode are requested to submit their Bank details viz. Bank Account Number, Name of the Bank, Branch details, MICR Code, IFS Code to the Depository Participants with whom they are maintaining their demat account and Members holding shares in physical mode are requested to submit the said bank details to the Company's Registrar & Transfer Agents.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Electronic copy of the Annual Report & the Notice of the 58th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report & the Notice of the 58th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
11. Members may also note that the Notice of the 58th Annual General Meeting and the Annual Report will also be available on the Company's website www.whirlpoolindia.com the physical copies of the aforesaid documents will also be available at the Company's Registered Office as well as Corporate Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investor_contact@whirlpool.com.
12. Shareholders are requested to address all correspondence relating to their shareholding to the Company's Registrars and Share Transfer Agents, Link Intime India Pvt. Ltd. at the following address:-
Link Intime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058, Phone: +91 11 4141 0592, 93, 94, Email : delhi@linkintime.co.in
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189, Register

of Member and any other documents as required to be made available, will be made available for inspection by Members of the Company at the venue of the meeting.

14. The Ministry of Corporate Affairs 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. As per these Rules, dividends which are not encashed / claimed by the shareholder 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 shareholders 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 shareholders to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 17th September, 2018 (date of last AGM) are available on the website of the Company <https://www.whirlpoolindia.com/discover-whirlpool-investors-lpand> on Ministry of Corporate Affairs' website.

15. Voting through electronic means:

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

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

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

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

The cut-off date i.e. date not earlier than seven days before the date of general meeting for determining the eligibility to vote by electronic means or in the general meeting shall be 06th August, 2019

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

The remote e-voting period begins at 09:00 A.M. on 10th August, 2019 and will end at 05:00 P.M. on 12th August, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06th August, 2019 may cast their vote electronically. The e-voting module shall be disabled by Linkintime for voting thereafter.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

A. Log-in to e-Voting website of Link Intime India Private Limited (LIPL)

1. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.
5. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.
- On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’. You may also choose the option ‘Abstain’ and the shares held will not be counted under ‘Favour/Against’.

- If you wish to view the entire Resolution details, click on the ‘View Resolutions’ File Link.

4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
6. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

C. General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.

They are also required to 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.

2. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
3. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting, please click on <https://instavote.linkintime.co.in>, under Feedback section or you may refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

- D. In the event, the draft resolution is assented to by the requisite majority of Members by means of electronic voting, the date of declaration of result shall be deemed to be the date of passing of the said resolution at the Annual General Meeting.
- E. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.whirlpoolindia.com and on the website of Linkintime immediately after the result declared by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges i.e. National Stock Exchange of India Limited (NSE) and BSE Limited.

EXPLANATORY STATEMENT IN RESPECT OF ITEMS OF SPECIAL BUSINESS:

The following Explanatory Statement, as required under Section 102 of the Companies Act, 2013 (Act), sets out all the material facts relating to the business proposed to be transacted under Item Nos. 4 to 8 of the accompanying Notice dated 19th June, 2019.

Item No. 4

Board of Directors of the company, on the recommendation of Audit committee, at its meeting held on 24th May, 2019 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, Pune and Puducherry, for the financial year ending 31st March, 2020 on a remuneration of Rs.4 Lac excluding applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending 31st March, 2020.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, whether financial or otherwise, in the resolution set out at Item No. 4. The Board recommends this resolution for the approval of shareholders as ordinary resolution.

Item No. 5

As per the provisions of Sections 149, 152 & Schedule IV of the Companies Act, 2013 read with the relevant Rules thereunder as amended, the Company had appointed Ms. Sonu Halan Bhasin as Independent Directors as per the requirements of the Companies Act, 2013 at the Annual General Meeting held on 14th August, 2014 for a term of five consecutive years from 01st April, 2014 to 31st March, 2019.

Accordingly, pursuant to the provisions of Section 149 of the Companies Act, 2013 (“Act”) and rules made thereunder the first term of the above Independent Directors of the Company concluded on 31st March, 2019.

The Board of Directors of the Company at its meeting held on 04th February, 2019, based on the recommendation of the Nomination and Remuneration Committee and the performance evaluation, subject to the approval of the Members through special resolution, re-appointed Ms. Sonu Halan Bhasin as Additional Director (Non-Executive) and also Independent Director, not being liable to retire by rotation, for a second consecutive term of five years commencing from 01st April, 2019 to 31st March, 2024,

As per Section 161(1) of the Act, Ms. Sonu Halan Bhasin an Additional Director, holds office upto the ensuing Annual General Meeting of the Company and is eligible to be re-appointed as a Director of the Company.

Ms. Sonu Halan Bhasin is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. The Company has also received a written declaration from Ms. Sonu Halan Bhasin as Independent Directors stating that she meet the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board, Ms. Sonu Bhasin fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management and her re-appointment would be in the interest of the Company. A copy of the draft letter for re-appointment of the Independent Director setting out the terms and conditions of her re-appointment is available on the Company's website at www.whirlpoolindia.com and for inspection by the Members at the Registered Office of the Company during the office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

Brief profile of Ms. Sonu Bhasin is mentioned under "Profile of Directors" forming part of this Notice.

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations, the appointment of Ms. Sonu Bhasin as Independent Director for second term is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company by way of Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in anyway deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item Nos. 5 of the Notice.

Item No. 6&7

On the recommendation of the Nomination and Remuneration Committee and subject to approval of the shareholders, the Board of Directors at its meeting held on 19th June, 2019, appointed Mr. Rahul Bhatnagar (DIN: 07268064) and Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an Additional Directors of the Company with effect from 19th June, 2019 as per Section 161(1) of the Companies Act, 2013 and as per Articles of Association of the Company and as an Independent Non-Executive Director of the Company under Section 149 of the Companies Act, 2013 for a term of five consecutive years to hold office from 19th June, 2019 till 18th June, 2024.

Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee have confirmed that they are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as a Director of the Company. The Company has also received a written declaration from them stating that they meet the criteria of independence as provided under Section 149(6) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations.

The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee signifying their candidature as an Independent Director of the Company. The Nomination and Remuneration Committee and also the Board of Directors have recommended their appointment. In the opinion of the Board, the persons proposed to be appointed fulfil the conditions specified in the Act and in the SEBI Listing Regulations and are independent of the Management.

During their tenure of appointment, they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

A copy of the draft letter of appointment of Independent Directors setting out the terms and conditions of appointment is available for inspection by the Members at the Registered Office of the Company during office hours on all working days other than on Saturdays and Sundays till the date of the Annual General Meeting.

The Board considers that the diverse and rich experience of the proposed appointee would help the Company to achieve its objective of maximizing stakeholder worth and would be of immense benefit to the Company. Accordingly, the Board recommends the resolutions in relation to appointment of Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee as an Independent Director of the Company.

The brief profile of Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee is mentioned under “Profile of Directors” forming part of this Notice.

The Board recommends the Resolutions as set out in Item Nos. 6 and 7 of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the persons proposed to be appointed are in anyway deemed to be concerned or interested financially or otherwise in the Resolutions as set out in Item Nos. 6 and 7 of the Notice.

Item No. 8

The Board of Directors at its meeting held on 02nd November, 2018 after considering the recommended of Nomination and Remuneration Committee and the enhanced role of Mr. Anil Berera, subject to approval of the members, approved revision in remuneration and other terms of Mr. Anil Berera effective from 01st September, 2018.

The Board on the recommendation of the Nomination and Remuneration Committee, based on the performance appraisal approved the annual appraisal of Mr. Anil Brera as per Nomination & Remuneration Policy of the Company effective from 01st March, 2019.

The revised terms of remuneration effective from 01st September, 2018 and 01st March, 2019 are set out herein

I. Salary

Particulars	Annual Remuneration (w.e.f 01st September, 2018)	Annual Remuneration (w.e.f 01st March, 2019)
Basic Salary	8,833,045	9,579,436
Special Allowances*	7,163,598	7,768,916
Other Allowances (not exceeding)	1,68,00,000	16,800,000
Total Salary	32,796,643	34,148,352

*Actual value is contingent on changes in other perquisites

II. Perquisites:

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

III. Retiral Benefits:

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

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

V. To revise the remuneration every year subject to a maximum increase of 25% of last drawn Total Remuneration.

Mr. Anil Berera (aged 58) is a Bachelor in commerce and Chartered Accountant with over 35 years of rich working experience in finance, accounts, treasury, taxation and general management. He is on the Board of Company since 3rd November, 2011. He has extensive experience in the development and implementation of Strategic Business plans. He

has held several key positions in many organizations including Price Water House Coopers, Gillette and Becton Dickinson. The details of number of Board meeting attended during the year and the Membership/ Chairmanship of Committees of other Boards are given in the Corporate Governance Report.

He does not hold directorship in any other Indian company. He does not hold any shares in the company.

Except Mr. Anil Berera, being the director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.8.

The Board considers that it would be in the interest of the Company to approve the following terms of remuneration of Mr. Anil Berera as Executive Director of the Company.

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

**Place: Gurugram
Date: 19th June, 2019**

**Roopali Singh
Company Secretary**

Profile of Directors

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

Name of the Director	Mr. Arvind Uppal	Ms. Sonu Halan Bhasin
Director Identification Number	00104992	02872234
Date of Birth/Age	19-06-1962 (57)	28-09-1963 (55)
Nationality	Indian	Indian
Qualification	B. Tech. from IIT Delhi and is a Post graduate in Management from the Faculty of Management Studies, Delhi	B. Sc. From St. Stephen's College, Delhi University and an MBA from Faculty of Management Sciences, Delhi University
Date of Appointment on Board	27-01-2005	04-02-2014 for First Term 01-04-2019 for Second Term
Shareholding in Whirlpool of India Ltd.	Nil	Nil
Brief Profile of the Directors	<p>Mr. Arvind Uppal has over 27 years of experience in Business Development, International Marketing and General Management. Prior to joining Whirlpool on 27-01-2005 he was with Nestle, in India and overseas.</p> <p>Under his leadership Whirlpool of India rebounded to be one of the most profitable ones in its segment. Under his tenure as Executive Director he was able to streamline – products, people, perception, and positioning of the Company.</p>	<p>Sonu Bhasin is one of the early and senior women professionals in the industry. In her career of over 30 years she set up and managed large businesses, and diverse teams, across financial and non-financial sectors in India and overseas.</p> <p>Sonu led various businesses in senior leadership positions during her corporate career. She began as a TAS Officer with the Tata Group and spent 13 years with the Group before becoming a Banker. As a Banker, she was a Director at ING Barings, President Axis Bank, Group President Yes Bank before going back to the Tatas as COO Tata Capital Limited.</p> <p>She now focuses on family businesses and is the Founder of FAB – Families And Business. She is a family business historian and is the Editor-in-Chief of Families & Business magazine – India's only stand - alone magazine that addresses the concerns of family businessowners/promoters/entrepreneurs. Her first book The Inheritors – Stories of Entrepreneurship and Success, published by Penguin Random House, is a bestseller in the business books category.</p>
Expertise in specific functional areas	Business Management	Finance, Treasury and Family Business Management
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	Akzo Nobel India Limited (Listed)	Sutlej textiles and industries limited (listed) Berger paints india limited (listed) Max speciality films limited Mahindra First Choice Services Limited Pnb Metlife India Insurance Company Limited
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees across Public companies including Whirlpool of India Limited	<p><u>Chairperson/Member of Audit Committees :</u></p> <p>Whirlpool of India Limited (Member) Akzo Nobel India Limited (Member)</p> <p><u>Chairperson/Member of Stakeholder Relationship Committees:</u></p> <p>Whirlpool of India Limited (Member) Akzo Nobel India Limited (Chairperson)</p>	<p><u>Chairperson/Member of Audit Committees :</u></p> <p>Whirlpool of India Limited (Member) Mahindra First Choice Services Limited (Member) Max Speciality Films Limited (Member)</p> <p><u>Chairperson/Member of Stakeholder Relationship Committees:</u></p> <p>PNB Metlife India Insurance Company Limited (Chairperson)</p>