



WHIRLPOOL OF INDIA LIMITED  
(CIN NO. : L29191PN1960PLC020063)

CORPORATE OFFICE : PLOT NO. 40, SECTOR 44, GURUGRAM (GURGAON) - 122 002 (HARYANA), INDIA. TEL: (91) 124-4591300, FAX: (91) 124-4591301.  
REGD. OFF: PLOT NO. A-4 MIDC, RANJANGAON, TAL. SHIRUR, DIST. PUNE 412 220. TEL: (91) 2138-660100, FAX: (91) 2138-232376.  
Website : www.whirlpoolindia.com, E-mail : info\_india@whirlpool.com

**Date: 23rd August, 2020**

<b>The Manager</b> <b>Listing Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai, Maharashtra - 400001  <b>Scrip Code: 500238</b>	<b>The Manager</b> <b>Listing Department</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051  <b>Symbol: WHIRLPOOL</b>
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**Subject: Voting Result & Scrutinizer Report for the 59<sup>th</sup> Annual General meeting**

The 59<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on Friday, 21<sup>st</sup> August, 2020 at 11 A.M. through Video Conference to transact the business as per the Notice dated June 18, 2020. The mode of voting was by way of e-voting (including remote e-voting and e-voting during the AGM).

In this regard please find enclosed here with:

- a) Voting results of the e-voting pursuant to regulation 44 of the SEBI (LODR) Regulations, 2015.
- b) Scrutinizer's Report dated 21<sup>st</sup> August, 2020 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 .

Request you to kindly take the same on record.

Thanking you

Yours faithfully

**For Whirlpool of India Limited**

**Roopali Singh**  
**Sr. Director - Legal & Company Secretary**

**Plot No. 40, Sector 44,**  
**Gurugram, Haryana - 122002**

**Voting Results of AGM**

<b>Details of e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolutions:</b>	
<b>Date of the AGM</b>	<b>8/21/2020</b>
<b>Total number of shareholders on record date</b>	<b>68,639</b>
<b>No. of shareholders present in the meeting:</b>	
	0
Promoters and Promoters Group	0
Public	0
<b>No. of shareholders attended the meeting through Video Conferencing:</b>	
<b>Promoter and Promoter Group</b>	1
<b>No. of Shareholders attended the meeting through Video Conferencing Public</b>	101

**1. Ordinary Resolution:** To receive, consider and adopt Audited Financial Statements (including audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2020 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.

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*10	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	95,153,872	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95,153,872</b>	<b>95,153,872</b>	<b>100.0000</b>	<b>95,153,872</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	18,727,335	13,878,610	74.1088	13,878,510	100	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13,878,610</b>	<b>74.1088</b>	<b>13,878,510</b>	<b>100</b>	<b>99.9993</b>	<b>0.0007</b>
Public-Non Institutions	E-voting	12,990,623	10,808	0.0832	10,783	25	99.7687	0.2313
	Poll		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>10,808</b>	<b>0.0832</b>	<b>10,783</b>	<b>25</b>	<b>99.7687</b>	<b>0.2313</b>
<b>Total</b>		<b>126,871,830</b>	<b>109,043,290</b>	<b>85.9476</b>	<b>109,043,165</b>	<b>125</b>	<b>99.9999</b>	<b>0.0001</b>

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*10	(7)=(5)/(2)*100
	E-voting		95,153,872	100.0000	95,153,872	0	100.0000	0.0000

**2. Ordinary Resolution:** To declare Final Dividend for the Financial Year ended on 31st March, 2020.



<b>4. Ordinary Resolution: Remuneration of Cost Auditors.</b>								
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*10	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	95,153,872	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95,153,872</b>	<b>95,153,872</b>	<b>100.0000</b>	<b>95,153,872</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	18,727,335	13,884,480	74.1402	13,884,480	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13884480</b>	<b>74.1402</b>	<b>13,884,480</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public-Non Institutions	E-voting	12,990,623	10,808	0.0832	10,619	189	98.2513	1.7487
	Poll		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>10,808</b>	<b>0.0832</b>	<b>10,619</b>	<b>189</b>	<b>98.2513</b>	<b>1.7487</b>
<b>Total</b>		<b>126,871,830</b>	<b>109,049,160</b>	<b>85.9522</b>	<b>109,048,971</b>	<b>189</b>	<b>99.9998</b>	<b>0.00017</b>

<b>5. Ordinary Resolution: Appointment of Mr. Vishal Bhola as Director</b>								
Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*10	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	95,153,872	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95,153,872</b>	<b>95,153,872</b>	<b>100.0000</b>	<b>95,153,872</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	18,727,335	13,884,480	74.1402	13,727,224	157256	98.8674	1.1326
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13,884,480</b>	<b>74.1402</b>	<b>13,727,224</b>	<b>157256</b>	<b>98.8674</b>	<b>1.1326</b>

Public-Non Institutions	E-voting	12,990,623	10,808	0.0832	10,747	61	0.0827	0.5644
	Poll		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>10,808</b>	<b>0.0832</b>	<b>10,747</b>	<b>61</b>	<b>0.0827</b>	<b>0.5644</b>
<b>Total</b>		<b>126,871,830</b>	<b>109,049,160</b>	<b>85.9522</b>	<b>108,891,843</b>	<b>157,317</b>	<b>99.8557</b>	<b>0.1443</b>

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**6. Special Resolution: Appointment of Mr. Vishal Bhola as Managing Director**

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*10	(7)=(5)/(2)*100
Promoters and Promoter Group	E-voting	95,153,872	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95,153,872</b>	<b>95,153,872</b>	<b>100.0000</b>	<b>95,153,872</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	18,727,335	13,884,480	74.1402	13,769,196	115284	99.1697	0.8303
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13,884,480</b>	<b>74.1402</b>	<b>13769196</b>	<b>115284</b>	<b>99.1697</b>	<b>0.8303</b>
Public-Non Institutions	E-voting	12,990,623	10,808	0.0832	10,738	70	99.3523	0.6477
	Poll		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>10,808</b>	<b>0.0832</b>	<b>10,738</b>	<b>70</b>	<b>99.3523</b>	<b>0.6477</b>
<b>Total</b>		<b>126,871,830</b>	<b>109,049,160</b>	<b>85.9522</b>	<b>108,933,806</b>	<b>115,354</b>	<b>99.8942</b>	<b>0.1058</b>

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**7. Ordinary Resolution: Re-appointment of Mr. Anil Berera (DIN:00306485) as Executive Director for the period 03rd November, 2019 till 31st Decemeber, 2019**

Whether promoter/ promoter group are intersted in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No of Valid Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*10	(7)=(5)/(2)*100

Promoters and Promoter Group	E-voting	95,153,872	95,153,872	100.0000	95,153,872	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>95,153,872</b>	<b>95,153,872</b>	<b>100.0000</b>	<b>95,153,872</b>	<b>0</b>	<b>100.0000</b>
Public-Institutions	E-voting	18,727,335	13,884,480	74.1402	13,751,845	132635	99.0447	0.9553
	Poll		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>13,884,480</b>	<b>74.1402</b>	<b>13,751,845</b>	<b>132635</b>	<b>99.0447</b>	<b>0.9553</b>
Public-Non Institutions	E-voting	12,990,623	10,808	0.0832	10,457	351	96.7524	3.2476
	Poll		-	0.0000	-	0	0.0000	0.0000
	<b>Total</b>		<b>10,808</b>	<b>0.0832</b>	<b>10,457</b>	<b>351</b>	<b>96.7524</b>	<b>3.2476</b>
<b>Total</b>		<b>126,871,830</b>	<b>109,049,160</b>	<b>85.9522</b>	<b>108,916,174</b>	<b>132,986</b>	<b>99.8780</b>	<b>0.1220</b>

**Consolidated Scrutinizer's Report**  
**[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the**  
**Companies (Management and Administration) Rules, 2014 as amended]**

To,

The Chairman of Fifty Ninth (59<sup>th</sup>) Annual General Meeting of the Equity Shareholders of Whirlpool of India Limited held on Friday, the 21<sup>st</sup> day of August, 2020 at 11.00 A.M. IST through Two way Video Conferencing (VC) or Other Audio Visual Means (OAVM), which concluded at 12:40 P.M.

Dear Sir,

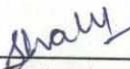
1. I, Rajiv Kumar Adlakha, a Company Secretary in Practice, have been appointed by the Board of Directors of Whirlpool of India Limited ("**Company**") as a scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("**remote e-voting**") remotely before the Annual General Meeting ("**AGM**") and the process of e-voting at the AGM ("**e-voting**") and ascertaining the requisite majority on remote e-voting as well as e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolutions contained in the Notice to the Fifty Ninth (59<sup>th</sup>) AGM of the Company issued in accordance with the relevant Circulars of Hon'ble Ministry of Corporate Affairs ("**MCA**"), and Securities and Exchange Board of India {SEBI} through VC or OAVM of the Members of the Company, held on Friday, the 21<sup>st</sup> day of August, 2020, at 11.00 A.M. IST.
2. The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the MCA Circulars and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 relating to voting through electronic means on the resolutions contained in the Notice of the AGM of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the respective Resolution{s} stated as above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("**CDSL**") the agency authorized under the Rules to provide e-voting facilities, as engaged by the Company.
3. Further to the above, I submit my **consolidated** report on remote e-voting prior to the AGM and e-voting at the AGM as under:-
  - i. The remote e-voting period commenced from Tuesday, the 18<sup>th</sup> August, 2020 (09.00 A.M. IST) and ended on Thursday, the 20<sup>th</sup> August, 2020 (05.00 P.M. IST) via e-voting platform of Central Depositories Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  - ii. At the end of the voting period on 20<sup>th</sup> August, 2020 at 05.00 P.M. IST, the voting platform of CDSL was blocked forthwith.
  - iii. After the conclusion of the AGM of the Company on Friday, the 21<sup>st</sup> day of August, 2020, the votes cast at the AGM through e-voting were first counted and thereafter, the votes cast through remote e-voting were unblocked in the presence of two





witnesses, Ms. Taniya Tauklee and Mrs. Shalu Sharma who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Name: Taniya Tauklee  
Adhaar No. 8977 5721 5678

  
Name: Shalu Sharma  
Adhaar No: 2825 9154 3885

- iv. Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such reports generated, the results of the remote e-voting were scrutinized.
- v. The Members of the Company as on the "cut-off" date for e-voting i.e., 14<sup>th</sup> day of August, 2020 were entitled to vote on the resolutions (Item No. 1 to Item No. 7 as set out in the Notice of the AGM of the Company).
- vi. I as a Scrutinizer have duly compiled the voting results of the remote e-voting carried out prior to the AGM and e-voting carried out at the AGM and hereby submit the Consolidated Scrutinizer's Report on the said voting results, the details of which are as follows:

Item No./ Resolution No. 1:-

Ordinary Resolution for receiving, considering and adopting Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2020 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

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor and Against)
274	109,043,165	99.9999%

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favor and Against)
6	125	0.0001%

iii. Invalid Votes:



Total number of members whose votes were declared invalid	Total number of votes cast by them
4	917,613

**Item No. 2:-**

Ordinary Resolution for declaration of Final Dividend on Equity Shares for the Financial Year ended on 31<sup>st</sup> March, 2020

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
278	109,052,936	99.99998%

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
4	20	0.00002%

iii. **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	917,613

**Item No. 3:-**

Ordinary Resolution for re-appointment of Mr. Anil Berera (DIN: 00306485) as Director, who retires by rotation and being eligible, offers himself for re-appointment

i. Voted **in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
257	108,852,962	99.82008%

ii. Voted **against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
24	196,198	0.17992%



iii. **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10,113

**Item No. 4:-**

Ordinary Resolution for remuneration of Cost Auditors for the Financial Year ending on 31<sup>st</sup> March, 2021

i. **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
275	109,048,971	99.99983%

ii. **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
6	189	0.00017%

iii. **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
4	917,613

**Item No. 5:-**

Ordinary Resolution for appointment of Mr. Vishal Bhola as Director

i. **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
272	108,891,843	99.85574%

ii. **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)



9	157,317	0.14426%
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iii. **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10,113

Item No. 6:-

Special Resolution for appointment of Mr. Vishal Bhola as Managing Director

i. **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
267	108,933,806	99.89422%

ii. **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
14	115,354	0.10578%

iii. **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10,113

Item No. 7:-

Ordinary Resolution for re-appointment of Mr. Anil Berera (DIN: 00306485) as Executive Director for the period from 3<sup>rd</sup> November, 2019 till 31<sup>st</sup> December, 2019

i. **Voted in favour** of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast (Favour and Against)
264	108,916,174	99.87805%

ii. **Voted against** the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast



		(Favour and Against)
17	132,986	0.12195%

iii. **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	10,113

For Adlakha & Adlakha Associates  
Company Secretaries



**(Rajiv Kumar Adlakha)**

Practicing Company Secretary

Membership No: A8388; CP No: 3508 ★

Partner

UDIN : A008388B000604434

Place: Gurugram

Dated: 21.08.2020

