



WHIRLPOOL OF INDIA LIMITED  
(CIN No. : L29191PN1960PLC020063)

CORPORATE OFFICE : PLOT NO. 40, SECTOR-44, GURUGRAM (GURGAON) - 122002 (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

**28<sup>th</sup> December, 2023**

<p>The Manager <b>Listing Department</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai, Maharashtra - 400001</p> <p><b>Scrip Code: 500238</b></p>	<p>The Manager <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</p> <p><b>Symbol: WHIRLPOOL</b></p>
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Dear Sir/Ma'am,

**Subject: Notice of Postal Ballot of Whirlpool of India Limited**

Pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, please find enclosed herewith the Postal Ballot Notice ('Notice') of Whirlpool of India Limited ('Company') dated 13<sup>th</sup> December, 2023 along with the Statement pursuant to applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company for following matters by way of remote electronic voting only ('e-voting'):-

1. Re-appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as an Independent Director of the Company.
2. Re-appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an Independent Director of the Company.
3. Appointment of Ms. Harita Gupta (DIN: 01719806) as an Independent Director of the Company.

In accordance with circulars issued by the Ministry of Corporate Affairs, from time to time, the Notice is being sent only in electronic form to Members whose email addresses are registered with the Company's Registrar and Share Transfer Agent/Depository Participants and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Tuesday, 26<sup>th</sup> December, 2023 ('cut off date')**. 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 Company has also made arrangements for those Members who have not yet registered their email address to get the same registered by following the procedure prescribed in the Notice. The Company has engaged the services of Link Intime India Private Limited (LIPL) to provide remote e-voting facility to its Members. The remote e-voting period will commence from **Friday 29<sup>th</sup> December, 2023 from 9.00 a.m. (IST)** and ends on **Saturday, 27<sup>th</sup> January, 2024 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by LIPL thereafter. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are detailed in the Notice.

This Postal Ballot Notice will also be available on the Company's website at [www.whirlpool.com](http://www.whirlpool.com) and on the website of LIPL at <https://instavote.linkintime.co.in>.

The above is for your information and records

Thanking you

Yours faithfully

**For Whirlpool of India Limited**

**Roopali Singh**  
**VP - Legal & Company Secretary**

**Plot No. 40, Sector 44,**  
**Gurugram, Haryana - 122002**  
**Encl: as above**

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## 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**  
**Tel No:- 02138-660100, Fax no: 02138-232376**  
**Email: investor\_contact@whirlpool.com**

VOTING STARTS ON	VOTING ENDS ON
29 <sup>th</sup> December, 2023	27 <sup>th</sup> January, 2024

**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, 11/2022 and 09/2023 dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 05<sup>th</sup> May, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, 08<sup>th</sup> December, 2021, 05<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 respectively issued by the Ministry of Corporate Affairs ('MCA Circulars'), SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 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 Special Resolutions, as applicable, 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 only through electronic means 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, Practicing 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 27<sup>th</sup> January, 2024. 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/ Company Secretary of the Company or any other person authorized by the Chairman, 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](http://www.whirlpoolindia.com).

The last date of e-voting, i.e., 27<sup>th</sup> January, 2024, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

**SPECIAL BUSINESS**

**1. Re-appointment of Mr. Rahul Bhatnagar (DIN: 07268064) as an 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, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Rahul Bhatnagar (DIN: 07268064), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a second term from 19<sup>th</sup> June, 2024 to 29<sup>th</sup> February, 2028.”

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company.”

**2. Re-appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965) as an 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, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for re-appointment of Mr. Pradeep Jyoti Banerjee (DIN: 02985965), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for re-appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as an Independent Director, not liable to retire by rotation, to hold office for a second term from 19<sup>th</sup> June, 2024 to 30<sup>th</sup> September, 2028.”

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company.”

**3. Appointment of Ms. Harita Gupta (DIN: 01719806) as an 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, 150 and 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and Regulation 17 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Ms. Harita Gupta, (DIN: 01719806), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years i.e., from 01<sup>st</sup> February, 2024 to 31<sup>st</sup> January, 2029."

**"RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company, be and are hereby severally authorized to do all such acts and deeds as may be necessary, expedient or desirable, in order to give effect to this resolution or otherwise as considered by the Board to be in the best interest of the Company."

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

**Sd/-  
Roopali Singh  
Company Secretary**

**Place: Gurugram  
Date : 13<sup>th</sup> December, 2023**

**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/re-appointment is provided as annexure to the Notice. Requisite consents and declarations have been received from the Director(s) for seeking approval for their appointment/re-appointment.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ('Depositories') /Link Intime India Private Limited, the Company's RTA as on 26<sup>th</sup> December, 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., **Tuesday, 26<sup>th</sup> December, 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 Resolutions 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 only take place 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., 27<sup>th</sup> January, 2024. 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.

## Whirlpool of India Limited

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. Alternatively, Members may also send their requests to [investor\\_contact@whirlpool.com](mailto:investor_contact@whirlpool.com) or [delhi@linkintime.co.in](mailto: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) for Members and e-voting user manual for Members available at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact at: - Tel: 022 – 4918 6000.
7. Members should also consider converting their holdings to dematerialised form, if their shares are in physical form. The relevant forms are available on the website of the Company at [www.whirlpoolindia.com](http://www.whirlpoolindia.com) or can be downloaded from the website of RTA at [www.linkintime.co.in](http://www.linkintime.co.in). Members can also write from their registered e-mail address to RTA at [delhi@linkintime.co.in](mailto: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 E-MAIL ADDRESS FOR OBTAINING COPY OF NOTICE OF POSTAL BALLOT:**

8. Pursuant to MCA Circulars and SEBI Circular, the Notice is being sent only through electronic mode only to Members whose e-mail addresses are registered with the Company/RTA or Depository Participants.
9. Members may also note that the Notice will also be available on the Company's website at [www.whirlpoolindia.com](http://www.whirlpoolindia.com), website of the Stock exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
10. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participant and Members holding shares in physical mode are requested to update their e-mail addresses and complete their KYC by writing to the Company's RTA at [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or [shikha.karakoti@linkintime.co.in](mailto:shikha.karakoti@linkintime.co.in).

### **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 29<sup>th</sup> December, 2023 (9:00 A.M. IST) and ends on 27<sup>th</sup> January, 2024 (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 Resolutions 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., 26<sup>th</sup> December, 2023 (including those Members who may not receive this Notice due to non-registration of their e-mail 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 only through the e-voting.
- (d) Pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July, 2023, e-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/ DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process.
- (e) Shareholders are advised to update their mobile number and e-mail ID with their Depository Participants in order to access e-voting facility.



## **PROCEDURE FOR REMOTE E-VOTING FOR SHAREHOLDERS:**

As per the SEBI circular dated December 9, 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:**

### **I. Individual Shareholders holding securities in demat mode with NSDL**

1. 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.
2. 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>
3. 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.

### **II. Individual Shareholders holding securities in demat mode with CDSL**

1. 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](http://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 e-Voting period. 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](http://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](http://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.

### **III. 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 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 **‘SHARE HOLDER’** 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 **NSDL 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 the **‘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 Link Intime at <https://instavote.linkintime.co.in> and register themselves as **‘Custodian / Mutual Fund / Corporate Body’**. They are also required to send a copy of the board resolution /authority letter/power of attorney etc. to the Scrutinizer by e-mail to [akashguptacs86@gmail.com](mailto: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](mailto: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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode who has forgotten the password:**

If an Individual Shareholders 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 Shareholders is having valid e-mail address, Password will be sent to his / her registered e-mail address. Shareholders 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 who 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 abovementioned depositories/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 time till they have voted on the resolution(s) for a particular “Event”.

**GENERAL INFORMATION**

1. The Company has appointed M/s. Akash Gupta and Associates, Practicing Company Secretaries who in the opinion of the Company is a duly qualified firm as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner. The Scrutiniser shall within two working days from the conclusion of e-voting, submit a consolidated Scrutinizer’s report of the votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and shall declare the result of the voting forthwith.
2. The results declared along with the Scrutinizer’s report shall be uploaded on the website of the Stock Exchanges where the shares of the Company are listed i.e., NSE and BSE and shall also be placed on the Company’s website i.e., [www.whirlpoolindia.com](http://www.whirlpoolindia.com).

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

**Item No.s 1 & 2**

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years.

Further, pursuant to the retirement policy of the Company, an Independent Director cannot be appointed beyond the age of 70 years. As per Schedule IV of the Act read with Regulation 19 and Schedule II of the Listing Regulations, such re-appointment of an Independent Director shall be on the basis of report of performance evaluation.

The Members are informed that at the 58<sup>th</sup> Annual General Meeting of the Company held on 13<sup>th</sup> August, 2019, the Members had approved the appointment of Mr. Rahul Bhatnagar (DIN: 07268064) and Mr. Pradeep Jyoti Banerjee (DIN: 02985965), as Independent Directors of the Company for a period of first term of five years till 18<sup>th</sup> June, 2024.

The Board of Directors have at their meeting held on 13<sup>th</sup> December, 2013 proposed re-appointment of Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee as Independent Directors of the Company for the second term. While considering the proposal for re-appointment of Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee as Independent Directors of the Company, the Nomination and Remuneration Committee ('NRC') of the Company deliberated on the contributions made by them during their tenure and took note of the positive outcome of their performance evaluation. The NRC evaluated the re-appointment on the basis of the time commitment, independence and unbiased view of the directors, relationship with fellow Board Members and took note of their contribution made during discussions which in turn enhanced the value of such discussions.

Based on the above evaluation and the retirement policy of the Company, the NRC recommended to the Board the re-appointment of Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee as Independent Directors of the Company for a second consecutive term as mentioned below. The Board approved the said re-appointment proposal subject to shareholders approval:

<b>Name of Independent Director</b>	<b>Term for re-appointment</b>
Mr. Rahul Bhatnagar	From 19 <sup>th</sup> June, 2024 to 29 <sup>th</sup> February, 2028
Mr. Pradeep Jyoti Banerjee	From 19 <sup>th</sup> June, 2024 to 30 <sup>th</sup> September, 2028

Mr. Bhatnagar and Mr. Banerjee are eligible to be re-appointed as Independent Directors for a second term. The Company has received a notice under Section 160 of the Act for Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee signifying their candidature as Independent Directors of the Company. The Company has also received a declaration of independence from both the Directors. In terms of Regulation 25(8) of the Listing Regulations, they have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties as an Independent Director without any external influence. Further, they are neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of Director by virtue of any SEBI order or any other such authority and has successfully registered themselves in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee fulfills the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and are thereby eligible for re-appointment as Independent Directors.

Brief profile of Mr. Rahul Bhatnagar and Mr. Pradeep Jyoti Banerjee is mentioned in Annexure to this Notice.

The Board recommends the Resolution at Item No.s 1 & 2 of the accompanying Notice for approval by the Members of the Company by way of Special Resolutions.

None of the Directors or Key Managerial Personnel of the Company and their relatives other than the concerned Independent Directors are in any way deemed to be concerned or interested, financially or otherwise, in the Resolutions as set out in Item No.s 1 & 2 of the Notice.

### Item No. 3

The Nomination and Remuneration Committee ('NRC') of the Company recommends the appointments on Board as part of succession planning for the Board of Directors. The NRC on the basis of the attributes as per the Nomination and Remuneration Policy of the Company and with the assistance of an external agency reviewed the profiles of suitable prospective candidates. After thorough evaluation and discussions, NRC concluded on the selected candidate. Basis the requirements of the roles and responsibilities for the Independent Director, NRC selected the profile of Ms. Harita Gupta (DIN: 01719806) to be most appropriate and suitable to be inducted as Independent Director of the Company.

Based on the recommendations of NRC and subject to approval of the Members, the Board in accordance with the provisions of Section 149 read with Schedule IV of the Act and Regulation 16, 17 of Listing Regulations appointed Ms. Harita Gupta (DIN: 01719806), as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years commencing from 01<sup>st</sup> February, 2024 to 31<sup>st</sup> January, 2029 (both days inclusive).

The Board considered that the profile of Ms. Harita Gupta is in alignment with the roles and responsibilities identified by NRC and was satisfied that the appointment of Ms. Harita Gupta is most suitable for the Company on the following reasons:

- Ms. Harita's extensive experience in leadership
- Her rich experience across organisations in the different industries and the skills possessed by her
- Her knowledge and expertise in managing complex and global business
- Her experience of being a Board Member of listed companies

The Company has received notice under Section 160(1) of the Act for Ms. Gupta signifying her candidature as an Independent Director of the Company. The Company has also received the necessary consent and declarations from Ms. Gupta including certificate of independence. In terms of Regulation 25(8) of the Listing Regulations, she has also confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director without any external influence. Further, she is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of a Director by virtue of any SEBI order or any other such authority and has successfully registered herself in the Independent Director's data bank maintained by Indian Institute of Corporate Affairs.

Brief profile of Ms. Harita Gupta is mentioned as annexure to this Notice.

The Board recommends the Resolution at Item No. 3 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 Director is in any way deemed to be concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 3 of the Notice.

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

**Sd/-  
Roopali Singh  
Company Secretary**

**Place: Gurugram  
Date: 13<sup>th</sup> December, 2023**

**ANNEXURE TO NOTICE****Profile of proposed appointees**

(pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard-2)

<b>Name of the Director</b>	<b>Mr. Rahul Bhatnagar</b>	<b>Mr. Pradeep Banerjee</b>	<b>Ms. Harita Gupta</b>
DIN	07268064	02985965	01719806
Date of Birth	29.03.1958	19.10.1958	05.06.1962
Nationality	Indian	Indian	Indian
Qualification(s)	Master of Business Administration from The Wharton School, University of Pennsylvania, USA, Member of Institute of Chartered Accountants of India	Bachelor's Degree in Engineering (Chemical) from Institute of Technology, New Delhi	Bachelor of Science, Chemistry from Stella Maris College, Chennai and Master of Science from Indian Institute of Technology, New Delhi
Date of First Appointment on Board	19.06.2019	19.06.2019	NA
Shareholding in Whirlpool of India Ltd.	Nil	Nil	Nil
Brief Profile of the Director(s)	Mr. Bhatnagar has around 45 years of global experience, spread across diverse industries. He has worked with reputed companies like Bharti Enterprises, Pepsico, Nestle, etc. His experience spans across Business Strategy and Execution, Financial Management and Controls, M&A, Taxation, Treasury, Marketing Intelligence and IT. He is currently on the Board of Rossell, Sanofi and TBO.	Mr. Banerjee has a Bachelor's Degree in Engineering (Chemical) from IIT Delhi with almost four decades of experience with Unilever. He has worked in India, London, Nepal, and Singapore, has done Business roles, led manufacturing, procurement, logistics, marketing and R&D functions etc. Prior to his superannuation from Unilever in December, 2019, he was on the Board of Hindustan Unilever for almost a decade as an Executive Director. Currently, he is an Operating Partner in Advent PE, a Senior Advisor with BCG and serves on the Boards of a few listed companies namely Gabriel, Chambal Fertilizers and Chemicals Limited, Jubilant Ingrevia Limited, Atul Limited and unlisted Companies.	Ms. Gupta aged 62 years has experience of around 40 years. She holds a Masters degree in Science from Indian Institute of Technology, New Delhi and has played a key role in managing the expanding the global business and digitisation journey of various companies. She is currently working as Senior Vice President of Sutherland Global Services. She has previously worked for companies like, Microsoft Corporation & NIIT Technologies. She is on the Board of Macrotech Developers Limited and IndiaFirst Life Insurance.
Expertise in specific functional areas	Finance, Taxation & Treasury	Global Procurement and Supply Management.	Leadership, Digitisation, Technology
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> <li>● Rossell India Limited</li> <li>● Sanofi India Limited</li> </ul>	<ul style="list-style-type: none"> <li>● Gabriel India Limited</li> <li>● Chambal Fertilizers &amp; Chemicals Limited</li> <li>● Jubilant Ingrevia Limited</li> </ul>	<ul style="list-style-type: none"> <li>● Macrotech Developers Limited</li> <li>● IndiaFirst Life Insurance Company Limited</li> </ul>

		<ul style="list-style-type: none"> <li>● Parksons Packaging Limited</li> <li>● Atul Limited</li> <li>● Biba Fashion Limited</li> <li>● VR Majha Limited</li> <li>● VR Vidarbha Limited</li> </ul>	
Memberships/ Chairmanships of Committees of the Company	<ul style="list-style-type: none"> <li>● Chairman of Audit Committee</li> <li>● Member of Nomination &amp; Remuneration Committee and Corporate Social Responsibility Committee</li> </ul>	<ul style="list-style-type: none"> <li>● Chairman of Nomination &amp; Remuneration Committee</li> <li>● Member of Audit Committee, Stakeholders Relationship Committee</li> </ul>	Appointed as Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee with effect from 01 <sup>st</sup> February, 2024
Memberships/ Chairmanships of Committees of other companies	<p><b>Chairmanship</b> <b><u>Rossell India Limited</u></b></p> <ul style="list-style-type: none"> <li>● Audit Committee</li> </ul> <p><b><u>Sanofi India Limited</u></b></p> <ul style="list-style-type: none"> <li>● Risk Management Committee</li> <li>● Stakeholders Relationship Committee</li> <li>● Corporate Social Responsibility Committee</li> </ul> <p><b>Membership</b> <b><u>Rossell India Limited</u></b></p> <ul style="list-style-type: none"> <li>● Nomination &amp; Remuneration Committee</li> <li>● Corporate Social Responsibility Committee</li> <li>● Risk Management Committee</li> </ul> <p><b><u>Sanofi India Limited</u></b></p> <ul style="list-style-type: none"> <li>● Audit Committee</li> <li>● Nomination &amp; Remuneration Committee</li> </ul>	<p><b>Chairmanship</b> <b><u>Gabriel India Limited</u></b></p> <ul style="list-style-type: none"> <li>● Stakeholders Relationship Committee</li> <li>● Nomination &amp; Remuneration Committee</li> </ul> <p><b><u>Chambal Fertilizers and Chemicals Limited</u></b></p> <ul style="list-style-type: none"> <li>● Audit Committee</li> </ul> <p><b><u>Jubilant Ingrieva Limited</u></b></p> <ul style="list-style-type: none"> <li>● Nomination &amp; Remuneration Committee</li> </ul> <p><b><u>Biba Fashion Limited</u></b></p> <ul style="list-style-type: none"> <li>● Independent Directors Committee</li> </ul> <p><b>Membership</b> <b><u>Chambal Fertilizers and Chemicals Limited</u></b></p> <ul style="list-style-type: none"> <li>● Stakeholders Relationship Committee</li> <li>● Nomination and Remuneration Committee</li> <li>● Risk Management Committee</li> </ul> <p><b><u>Jubilant Ingrieva Limited</u></b></p> <ul style="list-style-type: none"> <li>● Audit Committee</li> <li>● Corporate Social Responsibility Committee</li> <li>● Risk Management Committee</li> </ul> <p><b><u>Biba Fashion Limited</u></b></p> <ul style="list-style-type: none"> <li>● Stakeholders Relationship Committee</li> <li>● Nomination &amp; Remuneration Committee</li> <li>● Corporate Social Responsibility Committee</li> </ul>	<p><b>Chairmanship</b> <b><u>Macrotech Developers Limited</u></b></p> <ul style="list-style-type: none"> <li>● Corporate Social Responsibility Committee</li> </ul> <p><b>Membership</b> <b><u>Macrotech Developers Limited</u></b></p> <ul style="list-style-type: none"> <li>● Nomination &amp; Remuneration Committee</li> </ul> <p><b><u>Indiafirst life Insurance Company</u></b></p> <ul style="list-style-type: none"> <li>● Policy holders protection Committee</li> <li>● Audit Committee</li> <li>● Nomination &amp; Remuneration Committee</li> </ul>

Whirlpool of India Limited

		<b>Parksons Packaging Limited</b> <ul style="list-style-type: none"> <li>● Audit Committee</li> <li>● Nomination &amp; Remuneration Committee</li> <li>● Corporate Social Responsibility Committee</li> </ul>	
Names of listed entities from which the person has resigned in the past three years	Akzo Nobel India Limited	NIL	NIL
Details of Board/ Committee Meetings attended by the director(s) during the year	4 Board Meetings 7 Committee Meetings	4 Board Meetings 8 Committee Meetings	Not Applicable
Inter-se relationship between the Board Members	None	None	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.