21st September, 2015

The Manager - Listing,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalai Street, Mumbai – 400001

The Manager Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra kurla Complex,
Bandra (East), Mumbai-400051

Dear Sirs,

Sub: Proceedings of the 54th Annual General meeting

Pursuant to clause 31 of the listing agreement, please find enclosed herewith proceedings of the 54th Annual General Meeting of the Company held on Tuesday, **1st September, 2015** at 11 A.M. at the registered office of the Company at Plot No. A-4, MIDC, Taluka - Shirur, Ranjangaon, Pune-412220

Request you to kindly take the same on record.

Thanking you,

For Whirlpool of India Limited

Ravi Sabharwal
Company Secretary

PROCEDDINGS OF THE 54TH ANNUAL GENERAL MEETING OF SHAREHOLDERS OF WHIRLPOOL OF INDIA LTD. HELD ON TUESDAY THE 1ST SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. A-4, MIDC, RANJANGAON, TALUKA - SHIRUR, PUNE - 412220 COMMENCED AT 11:00 A.M. AND CONCLUDED AT 12:45 P.M.

Present on the Dias:

Mr. Arvind Uppal	Chairman & Executive Director
Mr. Sunil A Dsouza	Managing Director
Mr. Anil Berera	Executive Director (Finance) CFO
Mr. Vikas Singhal	Whole time Director
Mr. Anand Bhatia	Independent Director
Mr. Sanjiv Verma	Independent Director
Mr. Simon J Scarff	Independent Director
Ms. Sonu Bhasin	Independent Director
Mr. Ravi Sabharwal	Company Secretary
Mr. Amit Chugh	Representative from M/s S.R.Batliboi & Co.LLP, Auditor

Mr. N C Khanna, Secretarial Auditor and Mr. Sanjay Grover, Scrutinizer for Poll and E-voting were also present at the AGM.

The meeting was attended by:

48 Members present in person including representatives.
1 Members present through proxy.

Statutory register viz: Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or arrangements in which directors and KMP are interested was made available at the meeting for inspection by members.

Mr. Arvind Uppal took the chair and after confirming the quorum being present, commenced the proceedings by extending a hearty welcome to all the members and proxy holders. He introduced directors present at the dias, including Mr. Sunil A Dsouza newly appointed Managing Director of the company, the Chairman of Audit, Nomination & remuneration and Stake holder relationship committee of the Board, the statutory auditors, the secretarial auditor and the Scrutinizer for Poll and E-voting.

Thereafter Mr. Arvind Uppal read the Chairman's Speech which gave an overview of the fiscal year 2014-15, economic environment and company's performance.

With the permission of the members the Notice of the meeting and the Directors' Report were taken as read.

Chairman requested statutory auditors, M/s S. R. Batliboi & Co. LLP, to read their unqualified Auditors' Report, however members present proposed that the same be taken as read and then with the permission of the shareholder the same was taken as read.

The Chairman briefed about the resolutions proposed and authorized the Company Secretary for further proceedings of AGM and to order Poll after Question and Answer session and opened the meeting to shareholders for their queries.

Chairman then replied to queries of the shareholder related to company's performance, home appliance industry at large and the expected performance of the company. Mr. Sunil A Dsouza also replied to few queries of the shareholders.

Thereafter the Company Secretary informed the shareholders that that the notice of the Annual General Meeting together with the annual report was mailed/ dispatched to the shareholders which included 9 agenda items and in compliance with Companies Act, 2013 read with relevant rules, the company had provided e-voting facility through CDSL which remained open for 3 days commencing at 9:00 A.M. on 29th August till 5:00 P.M on 31st August.

He then requested the shareholders, who had not opted for E-voting to cast their vote on each of the agenda items in the Polling papers handed over to them at the time of marking attendance and that the result of the e-voting and poll will be declared immediately upon receipt of the consolidated Scrutinizer report and will be available at the company's website www.whirlpoolindia.com, notice board of registered office and corporate office and also at the website of CDSL and the stock exchanges and ordered for poll on all resolutions as set out in the items 1 to 9 of the Notice of the 54th Annual General Meeting.

Shareholders casted their vote through poll in presence of Mr. Sanjay Grover, Practicing Company Secretary, Scrutinizer for e-voting and poll at the AGM.

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Chairman thanked the shareholders present in the meeting for sparing their valuable time and keeping confidence in the management of the company and also replied to few queries of the shareholder.

There being no other business the meeting ended with a vote of thanks to the Chair.

Company received the consolidated Scrutinizer report on e-voting and poll on 3rd September 2015. The Resolutions for the ordinary and special business as set out in Item No. 1 to 9 in the Notice of 54th Annual General Meeting, duly passed by the members with requisite majority are recorded hereunder as part of the proceedings of the Annual General Meeting of the Members held on Tuesday, 1st September 2015.

ORDINARY BUSINESS

Item 1:

Ordinary Resolution To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon:

"RESOLVED THAT the audited Balance Sheet as at 31st March, 2015, the statement of Profit & Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon be and the same are received and adopted."

Item 2:

Ordinary Resolution for Re-appointment of Mr. Vikas Singhal, as Director who retires by rotation.

"RESOLVED THAT Mr. Vikas Singhal, a director, who retires by rotation and, being eligible, be and is hereby reappointed as director of the company."

Item 3:

Ordinary Resolution for Ratification of Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company.

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made there under, the appointment of M/s S. R. Batliboi & Co. LLP (Firm registration No. 301003E) Chartered Accountants as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting be and is hereby ratified and that the Board is hereby authorized to fix their remuneration and reimbursement of actual and out of pocket expenses, as may be incurred in the performance of their duties."

SPECIAL BUSINESS:

Item 4:

Special Resolution for Re-appointment of Mr. Arvind Uppal as Chairman & Executive Director

"**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable articles of the Articles of Association of the Company and subject to approval by any other statutory authority, if required, consent of the company be and is hereby accorded to the re-appointment of Mr. Arvind Uppal (DIN 00104992), as Chairman and Executive Director of the Company for a period of five years commencing from 22nd June 2015 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice effective from 1st April 2015.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the remuneration of Mr. Arvind Uppal, Chairman and 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."

Item 5:

Special Resolution for Re-appointment of Mr. Anil Berera as Executive Director & CFO

"**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable Articles of the Articles of Association of the Company and subject to approval by any other statutory authority, if required, consent of the company be and is hereby accorded to the re-appointment of Mr. Anil Berera (DIN 00306485), as Executive Director and Chief Financial Officer (CFO) of the Company for a period of five years commencing from 3rd November, 2014 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as set out in the explanatory statement annexed to the notice effective from 1st April 2015.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the remuneration of Mr. Anil Berera, Executive Director & CFO 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."

Item 6:

Special Resolution for Re-appointment of Mr. Vikas Singhal as Whole Time Director

"**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules

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made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable Articles of the Articles of Association of the Company and subject to approval by any other statutory authority, if required, consent of the company be and is hereby accorded to the re-appointment of Mr. Vikas Singhal (DIN 02262421) as Whole Time Director of the Company for a period of five years commencing from 1st April 2015 on the remuneration, terms and conditions as recommended by the Nomination and Remuneration Committee and as 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. Vikas Singhal, Whole Time 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."

Item 7:

Ordinary Resolution for Appointment of Mr. Sunil A Dsouza as Director

"**RESOLVED** that Mr. Sunil Alaric D'Souza (DIN 07194259) who was appointed an Additional Director of the Company with effect from 22nd June 2015 by the Board of Directors and who holds office up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the Act) but who is eligible for appointment 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 Director, be and is hereby appointed a Director liable to retire by rotation of the Company."

Item 8:

Special Resolution for Appointment of Mr. Sunil A Dsouza as Managing Director

"**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules

made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V to the Companies Act, 2013 and pursuant to applicable Articles of the Articles of Association of the Company and subject to approval by any other statutory authority, if required, consent of the company be and is hereby accorded to the appointment of Mr. Sunil Alaric D'Souza (DIN 07194259) as Managing Director of the Company for a period of five years commencing from 22nd June 2015 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as 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. Sunil Alaric D'Souza, Managing Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the explanatory statement to this resolution and the 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."

Item 9:

Ordinary Resolution for Ratification of remuneration of cost auditor

"RESOLVED that pursuant to section 148, read with 139, 141 and Companies (Cost Accounting Records) Rules, 2013, and subject to such guidelines and approval as may be required from the Central Government, the re-appointment of M/s R. J. Goel & Co., Cost accountants (Firm Registration No. 000026) as Cost auditor to audit the cost records maintained by the Company for its manufacturing units located at Faridabad, Ranjangaon and Puducherry, for the financial year 2015 -16 on a remuneration of Rs.3 Lacs plus service tax as applicable, be and is hereby ratified."

COMPANY SECRETARY

WHIRLPOOL OF INDIA LTD.