Whirlpool®

12-10-2016

The Manager Listing BSE Limited Phiroz Jeejeebhoy Towers Dalal Street, Mumbai - 400 001	The Manager Listing National Stock Exchange of India Limited, Exchange Plaza, Bandra kurla Complex, Bandra (East), Mumbai-400051

Dear Sirs,

Subject: Proceedings of the Annual General Meeting & Compliances for the quarter ended on 30th September, 2016

We are pleased to enclose proceedings of the 55th Annual General Meeting and compliances for the quarter ended on **30th September 2016** and request you to take the same on record.

a) Proceedings of the 55th Annual General Meeting held on 13th September, 2016.
b) Compliance Certificate pursuant to regulation 7(3) of SEBI (LODR) Regulations 2015.
c) Statement of Investor Complaint pursuant to regulation 13 (3) of SEBI (LODR) Regulations 2015.
d) Certificate from practicing Company Secretary pursuant to regulation 40(9) of SEBI (LODR) Regulations 2015.
e) Certificate on reconciliation of Share Capital Audit of Practicing Company Secretary pursuant to Circular No.D & CC/FITTC/CIR-16/2002 dated Dec. 31, 2002 issued by SEBI and amended from time to time followed by the relevant circular to the company by the stock exchanges.

Trust, this would meet with your requirements.

Yours faithfully

For Whirlpool of India Ltd.

WHIRLPOOL OF INDIA LTD. GURGAON

Vinay Kumar
Director- Legal & Secretarial

PROCEEDINGS OF THE 55TH ANNUAL GENERAL MEETING OF MEMBERS OF WHIRLPOOL OF INDIA LTD. HELD ON TUESDAY THE 13TH SEPTEMBER, 2016 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 12:40 P.M.

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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	Executive Director
Mr. Anand Bhatia	Independent Director (Also as a Chairman of the Audit, Nomination & Remuneration and Stakeholder's Relationship Committee of the Company)
Mr. Sanjiv Verma	Independent Director
Mr. Simon J Scarff	Independent Director
Ms. Sonu Bhasin	Independent Director
Mr. Vishal Sharma	Partner, M/s S.R.Batliboi & Co.LLP, Statutory Auditors of the Company

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

The meeting was attended by:

50 (Fifty) Members present in person including representatives representing 9,51,69,096 (Nine Crore Fifty One Lac Sixty Nine Thousand Ninety Six) equity shares and 3 (Three) Members present through proxy representing 3,31,048 (Three Lac Thirty One Thousand Forty Eight) equity shares.

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, Notice of the 55th Annual General Meeting, Annual Report for the Financial Year 2015-16, Auditor's Report and the Secretarial Audit Report along with the other documents as mentioned in the AGM Notice were made available at the meeting for inspection by members.

Mr. Anil Berera, Executive Director & CFO welcomed the members to the 55th Annual General Meeting and informed that the requisite quorum was present and invited Mr. Arvind Uppal, Chairman of the Company to address the members of the Company.

WHIRLPOOL OF INDIA LTD. GURGAON

Mr. Arvind Uppal took the chair and welcomed the members and proxy holders to the 55th Annual General Meeting. He introduced directors present at the dais, the statutory auditors, the secretarial auditor and the Scrutinizer for Poll and E-voting. The requisite quorum being present, he called the meeting to order and commenced the proceedings.

With the permission of the members the Notice of the meeting and the Directors' Report along with all annexures thereto were taken as read.

Thereafter Mr. Arvind Uppal read the Chairman's Speech which gave an overview of the fiscal year 2015-16, Economic environment, opportunities & outlook, Company's performance & Key highlights, Reward & recognitions, Future plans. The Chairman acknowledged and thanked all stakeholders, Customers, Suppliers, Investors, Community Members, Banks & Financial Institutions, Central & State Government and Employees for their continued support. The chairman's speech was circulated among the members in advance and was available at the meeting.

Thereafter Chairman requested Mr. Anil Berera to proceed with the Agenda Items and to order Poll.

Mr. Anil Berera requested Mr. Vishal Sharma, Partner, M/s S. R. Batliboi & Co. LLP, to read the Auditors' Report, however, members present proposed that since the Auditor's Report does not contain any qualifications or adverse remarks the same be taken as read and then with the permission of the shareholder the same was taken as read. He also informed that the Secretarial Audit report for the Financial Year 2015-16 does not contain any qualifications or adverse remarks.

Mr. Anil Berera briefed about the resolutions proposed and informed that:

(i) All the executive directors and the managing director are deemed interested in the resolution no. 5 to 8 relating to remuneration of the directors.

(ii) the notice of the Annual General Meeting together with the annual report was mailed/ dispatched to the shareholders.

(iii) 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 10th September, 2016 till 5:00 P.M on 12th September 2016.

(iv) 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 where the Securities of the Company are listed and

ordered for poll on all resolutions as set out in the items 1 to 8 of the Notice of the 55th Annual General Meeting.

He then requested the shareholders, who had not opted for E-voting to cast their vote on each of the agenda items using Polling papers handed over to them at the time of marking attendance and are available at the polling counter.

Shareholders casted their vote through poll in presence of Mr. Sanjay Grover, Practicing Company Secretary, Scrutinizer for e-voting and poll at the AGM. Scrutinizer after completion of the poll got the E-voting results un-blocked.

Mr. Anil Berera then opened the meeting to shareholders for their queries.

Arvind Uppal, Chairman, Mr. Sunil D'Souza, Managing Director and Mr. Anil Berera, Executive Director (Finance) & CFO then replied to queries of the shareholders.

Chairman thanked the shareholders present in the meeting for sparing their valuable time and keeping confidence in the management of the company.

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

Poll and E-voting Results

Mr. Sanjay Grover, the Scrutinzer conducted the poll and counting of votes in accordance with the requirements of the Companies Act, 2013 and rules made there under. After members and proxies casted the votes on poll the Scrutinizer took custody of the polling boxes.

Company received the consolidated Scrutinizer's report on remote e-voting and poll on 14th September 2016 and the results on the resolutions for the ordinary and special business as set out in Item No. 1 to 8 in the Notice of 55th Annual General Meeting were declared accordingly. Summary of the voting results are recorded herein below:

All the resolutions were 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, 13th September 2016.

Summary of the results of Poll and e-Voting:

S.No	Resolution	Votes cast in Assent & % of votes cast	Votes cast in Dissent & % of votes cast	Invalid votes
	Ordinary Business:			
1	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2016	110,297,479 (99.9999%)	152 (0.0001%)	Nil
2	Re-appointment of Mr. Arvind Uppal, as Director who retires by rotation	109,815,922 (99.2279%)	854,457 (0.7721%)	Nil
3	Ratification of appointment of statutory Auditors	108,978,589 (98.7751%)	1,351,487 (1.2249%)	Nil
	Special Business:			
4	Ratification of remuneration of M/s R. J. Goel & Co., Cost accountants. (Ordinary resolution)	110,670,277 (99.9999%)	102 (0.0001%)	Nil
5	Revision of remuneration payable to Mr. Arvind Uppal, Chairman & Executive Director (Special Resolution)	109,242,227 (99.6957%)	333,414 (0.3043%)	Nil
6	Revision of remuneration payable to Mr. Sunil D'Souza, Managing Director (Special Resolution)	109,242,227 (99.6957%)	333,414 (0.3043%)	Nil
7	Revision of remuneration payable to Mr. Anil Berera, Executive Director & CFO (Special Resolution)	109,242,227 (99.6957%)	333,414 (0.3043%)	Nil
8	Revision of remuneration payable to Mr. Vikas Singhal, Executive Director (Special Resolution)	109,242,227 (99.6957%)	333,414 (0.3043%)	Nil

RESOLUTIONS PASSED:

Ordinary Business:

Item 1:

Ordinary Resolution to receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 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 Financial Statements of the Company for the financial year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 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 be and are received, approved and adopted."

Item 2:

Ordinary Resolution for Re-appointment of Mr. Arvind Uppal (DIN 00104992), as Director who retires by rotation.

"RESOLVED THAT Mr. Arvind Uppal (DIN 00104992), who retires by rotation and, being eligible has offered himself for re-appointment, 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/E300005) Chartered Accountants as Statutory Auditors of the Company from the conclusion of this 55th Annual General Meeting until the conclusion of next Annual General Meeting be and is hereby ratified and that the Board of Directors of the Company be and are 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:

Ordinary Resolution for Ratification of remuneration of Cost Auditors

"**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, M/s R. J. Goel & Co., Cost accountants (Firm Registration No. 000026) appointed as cost auditors by the Board of Directors of the Company to conduct the audit of the cost records maintained by the Company for its manufacturing units located at Faridabad, Ranjangaon and Puducherry for the financial year ending 31st March, 2017 be paid a remuneration of Rs.3.25 Lacs plus service tax as applicable."

Item 5:

Special Resolution for Revision of remuneration payable to Mr. Arvind Uppal as Chairman & Executive Director

"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) and subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the payment of the revised remuneration to Mr. Arvind Uppal (DIN 00104992), Chairman and Executive Director of the Company for a period of three years on terms and conditions set out in the explanatory statement annexed to the notice effective from 1st April 2016.

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 6:

Special Resolution for Revision of remuneration payable to Mr. Sunil Alaric D'Souza as Managing Director

"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) and subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the payment of the revised remuneration to Mr. Sunil Alaric D'Souza (DIN 07194259), Managing Director of the Company for a period of three years on terms and conditions set out in the explanatory statement annexed to the notice effective from 1st April 2016.

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 7:

Special Resolution for Revision of remuneration payable to Mr. Anil Berera, Executive Director & CFO

"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) and subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the payment of the revised remuneration to Mr. Anil Berera (DIN 00306485), Executive Director and Chief Financial Officer (CFO) of the Company for a period of three years on terms and conditions set out in the explanatory statement annexed to the notice effective from 1st April 2016.

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 8:

Special Resolution for Revision of remuneration payable to Mr. Vikas Singhal, Executive Director

"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) and subject to the approval of the Central Government as may be required, approval of the Company be and is hereby accorded to the payment of the revised remuneration to Mr. Vikas Singhal (DIN 02262421), Executive Director of the Company for a period of three years on terms and conditions set out in the explanatory statement annexed to the notice effective from 1st April 2016.

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

For Whirlpool of India Limited

Vinay Kumar
Director – Legal & secretarial

WHIRLPOOL OF INDIA LTD. GURGAON