PROCEEDINGS OF THE 53RD ANNUAL GENERAL MEETING OF SHAREHOLDERS OF WHIRLPOOL OF INDIA LTD. HELD AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. A-4, MIDC, RANJANGAON, TALUKA - SHIRUR, PUNE - 412220 ON THURSDAY THE 14th AUGUST, 2014 AT 11.00 A.M.

Present on the Dias:

Mr. Arvind Uppal	Chairman & Managing Director
Mr. Anand Bhatia	Independent Director
Mr. Simon J Scarff	Independent Director
Mr. Sanjiv Verma	Independent Director
Ms. Sonu Bhasin	Independent Director
Mr. Anil Berera	Whole time Director
Mr. Vikas Singhal	Whole time Director
Mr. Ravi Sabharwal	Company Secretary
Mr. Raman Sobti	Partner of S. R. Batliboi & Co. LLP, Auditor

The meeting was attended by:

40 Members present in person.
7 Members present through proxy.

The Register of Directors' shareholding 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. He introduced his colleagues on the Dias to the members.

Thereafter Mr. Arvind Uppal read the Chairman's Speech which gave an overview of the fiscal year 2013-14, 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.

Mr. Raman Sobti, partner of M/s S. R. Batliboi & Co. LLP, Statutory Auditors, read the Auditors' Report of the Company.

The Chairman authorized the Company Secretary for further proceedings of AGM and to order Poll.

The Company Secretary on behalf of the Chairman ordered poll on all resolutions as set out in the items 1 to 9 of the Notice of the 53rd Annual General Meeting and 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 for the meeting.

The Resolutions for the ordinary and special business as set out in Item No. 1 to 9 in the Notice of 53rd Annual General Meeting, duly approved by the members with requisite majority, who cast their votes by way of E-voting or Poll as the case may be are recorded hereunder as part of the proceedings of the Annual General Meeting of the Members held on 14th August 2014.

ORDINARY BUSINESS

Item 1:

Ordinary Resolution To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2014 including audited Balance Sheet as at 31st March, 2014 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, 2014, 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. Anil Berera, as Director who retires by rotation.

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

Item 3:

Ordinary Resolution for Appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company for a term of three consecutive years from conclusion of 53rd AGM up to the conclusion of 56th AGM.

"RESOLVED THAT M/s S. R. Batliboi & Co. LLP (Firm registration No. 301003E) Chartered Accountants be and hereby appointed as statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of 56th Annual General Meeting and Board is hereby authorized to fix their remuneration.

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SPECIAL BUSINESS

Item 4:

Ordinary Resolution for Re-appointment of Mr. Anand Narain Bhatia as an Independent Director

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Anand Narain Bhatia (holding DIN 148983), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

Item 5:

Ordinary Resolution for Re-appointment of Mr. Simon J Scarff as an Independent Director

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Simon J Scarff (holding DIN 176450), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

Item 6:

Ordinary Resolution for Re-appointment of Mr. Sanjiv Verma as an Independent Director

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sanjiv Verma (holding DIN 00079498), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019.



Item 7:

Ordinary Resolution for Appointment of Ms. Sonu Bhasin as an Independent Director

"RESOLVED THAT Ms. Sonu Bhasin (holding DIN 02872234), who was appointed as an Additional Director of the Company on 4th February, 2014 and whose term expires under section 161(1) of the Companies Act, 2013 at this Annual General Meeting and in respect of whom the Company has received a notice in writing proposing her candidature for the office of Director, be and is hereby, appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to 31st March, 2019."

Item 8:

Special Resolution for approval of terms of remuneration of Mr. Arvind Uppal.

"RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V thereto, the variation in terms of remuneration of Mr. Arvind Uppal (holding DIN 104992) effective from 1st April, 2014, as set out in the Explanatory Statement to the notice, be and is hereby approved with authority to the Board of Directors to alter, vary, modify, change, substitute, consolidate, delete and/ or revise all or any of the terms and conditions including as to remuneration, designation of the said Director in any manner and from time to time, as the Board may in its absolute discretion decide.

RESOLVED FURTHER that the other terms and conditions of his appointment as approved by shareholders in its meeting held on 14th August 2013 shall remain same."

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. 00026) 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 2014 -15 on a remuneration of Rs. 2.50 Lacs plus service tax as applicable, be and is hereby ratified.



There was question - answer session at the end and the Chairman & Managing Director, Whole time Director & Chief Financial Officer, other directors on dias and Company Secretary replied to the queries raised by the shareholders.

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

Ravi Sabharwal

COMPANY SECRETARY