



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

24<sup>th</sup> February , 2026

<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 6<sup>th</sup> February, 2026 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 matter by way of remote electronic voting only ('e-voting'):-

1. Re-designation of Mr. Anil Berera (DIN: 00306485) as a Non-Executive 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 **Friday, 20<sup>th</sup> February, 2026 ('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 National Securities Depositories Limited ('NSDL') to provide remote e-voting facility to its Members. The remote e-voting period will commence from **Thursday, 26<sup>th</sup> February, 2026 at 09:00 AM (IST)** and ends on **Friday, 27<sup>th</sup> March, 2026 at 05:00 PM (IST)**. The

e-voting module shall be disabled by NSDL 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.india.whirlpool.in](http://www.india.whirlpool.in) and the website of Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited and on the website of NSDL.

The above is for your information and records

Thanking you

Yours faithfully

**For Whirlpool of India Limited**

**Sweta Srivastava**  
**Company Secretary & Compliance Officer**

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

Encl: as above

**Whirlpool of India Limited****CIN: L29191PN1960PLC020063****Regd. Office:** A-4, MIDC, Ranjangaon, Taluka- Shirur, Dist: Pune - 412220**Website:** [www.india.whirlpool.in](http://www.india.whirlpool.in)**Tel No.:** 02138-660100, **Fax No.:** 02138-232376**Email:** [investor\\_contact@whirlpool.in](mailto:investor_contact@whirlpool.in)**NOTICE OF POSTAL BALLOT****[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]****VOTING STARTS ON**Thursday, 26<sup>th</sup> February, 2026 at 09:00 AM (IST)**VOTING ENDS ON**Friday, 27<sup>th</sup> March, 2026 at 05:00 PM (IST)**Dear Member(s),**

Notice is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Act and the Rules (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time) read with the General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22<sup>nd</sup> September 2025 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "the MCA Circulars"), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2"), Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October 2024 issued by Securities and Exchange Board of India ("SEBI Circular") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), read with all other applicable provisions under the said Regulations and the Circulars, Notifications and Rules issued thereunder by SEBI (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), to transact the special business as set out in below resolution proposed to be passed by the members of Whirlpool of India Limited ("the Company") by passing Special Resolution, as applicable, by means of Postal Ballot through remote E-voting process.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement

pertaining to the said Resolution 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 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 Company is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ MUFG Intime India Private Limited (*formerly known as 'Link Intime India Private Limited'*) i.e. 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 National Securities Depositories Limited ('NSDL') for facilitating e-voting. The Members are requested to cast the vote only through electronic means on the Resolution 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 & 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 PM (IST) on Friday, 27<sup>th</sup> March, 2026. The e-voting facility will be disabled by NSDL

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 along with the Scrutiniser's Report, shall also be placed on the website of the Company at [www.india.whirlpool.in](http://www.india.whirlpool.in), website of National Stock Exchange of India ('NSE') and BSE Limited ('BSE') and NSDL.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Friday, 27<sup>th</sup> March, 2026.

### SPECIAL BUSINESS

**1. Re-designation of Mr. Anil Berera (DIN: 00306485) as a Non-Executive 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 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 on the recommendation of the Nomination and Remuneration Committee and on the approval of the Board of Directors of the Company, Mr. Anil Berera (DIN: 00306485), who has submitted a declaration that he meets the criteria of independence under the Act and the Listing Regulations, be and is hereby re-designated as an Independent Director of the Company for a term commencing from 01<sup>st</sup> March, 2026 to 30<sup>th</sup> November, 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**

Place: Gurugram  
Date : 6<sup>th</sup> February, 2026

**Sweta Srivastava**  
Company Secretary

### NOTES:

1. The explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act and Rule 22 of the Rules, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
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) and MUFG Intime India Private Limited, the Company's RTA as on Friday, 20<sup>th</sup> February, 2026 ('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. Friday, 20<sup>th</sup> February, 2026. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. In compliance with Regulation 44 of the 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 Resolution 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 Resolution, 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> March, 2026. 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. NSDL will be providing the facility for voting through remote e-voting. The instructions for participation by Members are given in the subsequent paragraphs.
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. Alternately, Members may also send their requests to [investor\\_contact@whirlpool.in](mailto:investor_contact@whirlpool.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 the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022-4886 7000 or send an email to Ms. Pallavi Mhatre, AVP-NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).
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.india.whirlpool.in](http://www.india.whirlpool.in) or can be downloaded from the website of RTA. Members can also write from their registered email address to RTA at [Investor.helpdesk@in.mpms.mufg.com](mailto:Investor.helpdesk@in.mpms.mufg.com) 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 EMAIL 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 email addresses are registered with the Company/RTA or Depository Participants (DPs).
9. Members may note that the Notice will also be available on the Company's website at [www.india.whirlpool.in](http://www.india.whirlpool.in), website of the Stock Exchanges i.e. BSE and NSE 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 email. Members holding shares in dematerialised form, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant and Members holding shares in physical mode are requested to update their email addresses and complete their KYC by writing to the Company's RTA at [Investor.helpdesk@in.mpms.mufg.com](mailto:Investor.helpdesk@in.mpms.mufg.com) or [shikha.karakoti@in.mpms.mufg.com](mailto:shikha.karakoti@in.mpms.mufg.com).
11. It is clarified that if a Member fails to provide or update the relevant email address to the Company/RTA or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via email.
12. The Company has appointed M/s. Akash Gupta & Associates, Practicing Company Secretaries as a Scrutinizer to scrutinize the electronic voting process in a fair and transparent manner. The results of the e-voting shall be declared to the Stock Exchanges within the timeframe prescribed under the Act and Listing Regulations. The results along with the Scrutiniser's Report, shall also be placed on the website of the Company at [www.india.whirlpool.in](http://www.india.whirlpool.in), website of NSE and BSE and NSDL.

**E-VOTING:**

- (a) In compliance with Regulation 44 of the 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 Resolution as set out in this Notice.
- (b) The e-voting period commences from 26<sup>th</sup> February, 2026 (09:00 AM IST) and ends on 27<sup>th</sup> March, 2026 (05:00 PM IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the

Resolution 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. 20<sup>th</sup> February, 2026 (including those Members who may not receive this Notice due to non-registration of their email address with RTA or the Depository Participants, as aforesaid) can cast their votes electronically, in respect of the Resolution 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/ Depository Participants 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 email ID with their Depository Participants in order to access e-voting facilities.

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

How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

##### **Step 1: Access to NSDL e-Voting system**

- A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Existing <b>IDeAS</b> users can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li data-bbox="504 240 1500 362">3. If you are not registered for IDeAS e-Services, the option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="504 362 1500 756">4. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 the NSDL Depository site wherein you can see the e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="504 756 1500 876">5. Shareholders/Members can also download the NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

NSDL Mobile App is available on

 App Store
  Google Play



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. 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 e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote 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, 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 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, users will be able to see the e-Voting option where the evoting is in progress and also be able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
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. Upon logging in, you will be able to see the e-Voting option. 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 company name or e-Voting Service Provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode 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.com">evoting@nsdl.com</a> or call at 022 - 4886 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. 1800-21-09911

B) Login method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

*How to Log-in to NSDL e-Voting website?*

1. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email IDs are not registered.
6. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/ Password?"**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  8. Now, you will have to click on "Login" button.
  9. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically on NSDL e-Voting system**
- How to cast your vote electronically on NSDL e-Voting system?*
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
  2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
  3. Now you are ready for e-Voting as the Voting page opens.
  4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
  5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**Process for those Shareholders whose email IDs are not registered with the Depositories for procuring user ID and password and registration of email ids for e-voting for the Resolution set out in this Notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to [investor\\_contact@whirlpool.in](mailto:investor_contact@whirlpool.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to [investor\\_contact@whirlpool.in](mailto:investor_contact@whirlpool.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively Shareholder/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote

through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**GENERAL INFORMATION:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [akashguptacs86@gmail.com](mailto:akashguptacs86@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under the “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.com](mailto:evoting@nsdl.com)

## EXPLANATORY STATEMENT IN RESPECT OF ITEM OF SPECIAL BUSINESS:

The following explanatory statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, sets out the material facts relating to the proposed resolution mentioned in the accompanying Notice dated 6<sup>th</sup> February, 2026.

### **Item No. 1: Re-designation of Mr. Anil Berera as a Non-Executive Independent Director of the Company**

Mr. Anil Berera has been holding office as Non-Executive Non-Independent Director on the Board of the Company since 01<sup>st</sup> January, 2020. Mr. Berera has made immense contribution in advising the Company on internal controls, financial management, regulatory and corporate governance matters impacting the Company. Considering the size, nature and complexity of the industry and operations of the Company and the evolving global and local regulatory landscape particularly in consumer durables businesses, the Nomination and Remuneration Committee (NRC) thought it fit to appoint an experienced director as an Independent Director in the interest of the Company. Accordingly, upon the recommendations of the Nomination and Remuneration Committee and in line with the retirement policy for Directors, the Board of Directors in their meeting held on 06<sup>th</sup> February, 2026 approved the appointment of Mr. Anil Berera (DIN: 00306485) as a Non-Executive Independent Director of the Company for a term commencing from 01<sup>st</sup> March, 2026 to 30<sup>th</sup> November, 2029, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

Mr. Berera meets the criteria of 'Independence' as stipulated under the applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and has provided his consent alongwith a 'Declaration of Independence' per the applicable provisions of the Companies Act, 2013 ("Act") as well as the Listing Regulations.

Based on the skills, competence and expertise of Mr. Berera in understanding of complex business dynamics, financial management, regulatory knowledge, strategic planning and experience in guiding and leading management teams with good corporate governance practices, the Board, on the recommendation of the

Nomination and Remuneration Committee, has determined that the appointment of Mr. Anil Berera as Independent Director would be beneficial to the Company. In the opinion of the Board, Mr. Anil Berera is a person of integrity and commitment and has been a key support for the Company as Non-Executive Director. Further, he fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

The Board considered that the profile of Mr. Anil Berera (DIN: 00306485) is in alignment with the roles and responsibilities identified by NRC and was satisfied on the re-designation of Mr. Anil Berera as Non-Executive Independent Director as it will be most suitable for the Company on the following reasons:

- Mr. Berera's extensive experience in leadership
- His rich experience in regulatory knowledge, financial management and corporate governance
- His knowledge and expertise in understanding complex business dynamics

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director. The Company has also received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Berera shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act. In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act,

appointment of Mr. Anil Berera as an Independent Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Berera as an Independent Director requires approval of members of the Company by passing a special resolution.

A brief profile of Mr. Anil Berera is mentioned as an annexure to this Notice.

The Board recommends the Resolution at Item No. 1 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. 1 of the Notice.

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

Place: Gurugram  
Date: 6<sup>th</sup> February, 2026

**Sweta Srivastava**  
Company Secretary

**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. Anil Berera</b>
DIN	00306485
Date of Birth (Age)	29.12.1959 (66 years)
Nationality	Indian
Date of First Appointment on Board	03.11.2011
Qualification(s)	Mr. Anil Berera is a member of the Institute of Chartered Accountants of India (ICAI) and has a Bachelor's Degree in Commerce from the University of Delhi.
Shareholding in Company	Nil
Brief Profile of the Director(s)	<p>Mr. Anil Berera is a member of the Institute of Chartered Accountants of India (ICAI) and has a Bachelor's Degree in Commerce from the University of Delhi.</p> <p>Mr. Berera is a seasoned finance professional with over 40 years of experience across financial management, internal controls, corporate governance. He has extensive experience in the development and implementation of strategic business plans.</p> <p>Mr. Berera has been associated with several other companies like PriceWaterHouseCoopers, Gillette and Becton Dickinson and is currently the Independent Director of Infifresh Food Limited and Moneyview Limited.</p>
Expertise in specific functional areas	Finance, accounts, treasury, taxation, corporate governance and general management
List of Directorships held in other companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> <li>- Moneyview Limited</li> <li>- Infifresh Foods Limited</li> </ul>
Memberships/Chairmanships of Committees of the Company	Member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Transition and Strategic Overview Committee at Whirlpool of India Limited
Memberships/Chairmanships of Committees of other companies	<p><b>Infifresh Foods Limited</b></p> <ul style="list-style-type: none"> <li>- Chairman of Audit Committee</li> <li>- Member of Nomination and Remuneration Committee</li> <li>- Chairman of Risk Management Committee</li> </ul> <p><b>Moneyview Limited</b></p> <ul style="list-style-type: none"> <li>- Chairman of Audit Committee</li> </ul>
Names of listed entities from which the person has resigned in the past three years	NIL
Terms and Conditions of the appointment	Appointment as a Non-Executive Independent Director for a period commencing from 01st March, 2026 to 30th November, 2029, not liable to retire by rotation.

Details of remuneration sought to be paid	<ul style="list-style-type: none"> <li>- Sitting fees for attending Board and Committee Meetings, if any, where is a member.</li> <li>- Commission, as determined by the Board of Directors.</li> </ul>
Remuneration last drawn, if any	Mr. Berera held the office as Non-Executive Director of the Company and his remuneration drawn for the FY 2024-25 is INR 28.83 Lacs.
Details of Board/Committee Meetings attended by the director(s) during the year	<p><b>Board Meetings</b></p> <ul style="list-style-type: none"> <li>- 9/9 (In the capacity of Non-Executive Director)</li> </ul> <p><b>Nomination and Remuneration Committee</b></p> <ul style="list-style-type: none"> <li>- 6/6</li> </ul> <p><b>Corporate Social Responsibility Committee</b></p> <ul style="list-style-type: none"> <li>- 2/2</li> </ul> <p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>- 7/7</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>- 4/4</li> </ul> <p><b>Transition Committee</b></p> <ul style="list-style-type: none"> <li>- 15/15</li> </ul>
Inter-se relationship between the Board Members	There is no inter-se relationship between the Board members and Mr. Anil Berera.

**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.*