



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> October, 2025

<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 16<sup>th</sup> October, 2025 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. Alteration of the Articles of Association 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, 24<sup>th</sup> October, 2025 ('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, 30<sup>th</sup> October, 2025 at 09:00 A.M. (IST)** and ends on **Friday, 28<sup>th</sup> November, 2025 at 05:00 P.M. (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.whirlpool.com](http://www.whirlpool.com) and the website of Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited and on the website of National Securities Depositories Limited ('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.whirlpoolindia.com](http://www.whirlpoolindia.com)

**Tel No.:** 02138-660100, **Fax No.:** 02138-232376

**Email:** [investor\\_contact@whirlpool.com](mailto:investor_contact@whirlpool.com)

### **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, 30<sup>th</sup> October, 2025 at 09:00 A.M. (IST)

#### VOTING ENDS ON

Friday, 28<sup>th</sup> November, 2025 at 05:00 P.M. (IST)

#### **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 ('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, 09/2023, 09/2024 and 03/2025 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, 25<sup>th</sup> September, 2023, 19<sup>th</sup> September, 2024 and 22<sup>nd</sup> September, 2025 respectively issued by the Ministry of Corporate Affairs ('MCA Circulars'), Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs, as amended from time to time, and other applicable provisions, if any for the time being in force, the resolution set out below are 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 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 Friday, 28<sup>th</sup> November, 2025. 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 <https://corporate.whirlpoolindia.com/investor-services/www.whirlpoolindia.com>, website of NSE and 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, 28<sup>th</sup> November, 2025.

## SPECIAL BUSINESS

### 1. **Alteration of the Articles of Association of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolutions as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules framed thereunder (the **"Act"**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), as amended from time to time, and any other applicable provisions of the Act or the SEBI Listing Regulations for the time being in force (including any statutory modification(s), notifications, circulars issued thereunder or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such permissions, consents and approvals as may be required from concerned statutory authorities, the approval of the Members of the Company be and is hereby accorded to amend the Articles of Association of the Company by way of deleting Article 4, Article 4A, and Article 108A of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (which expression shall also include a duly authorized committee constituted by the Board thereof) and/or any other key managerial personnel of the Company be and are hereby, jointly and severally, authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary,

desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing, without being required to seek any fresh approval of the Members, and to settle all questions, difficulties or doubts that may arise in this regard, to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board of Directors of the Company shall be final and conclusive."

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

Place: Gurugram

Date : 16<sup>th</sup> October, 2025

**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 Resolutions 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 India Private Limited, the Company's RTA as on Friday, 24<sup>th</sup> October, 2025 ('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, 24<sup>th</sup> October, 2025. 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 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., 28<sup>th</sup> November, 2025. 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. National Securities Depositories Limited ('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.com](mailto:investor_contact@whirlpool.com) 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, Senior Manager-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.whirlpoolindia.com](http://www.whirlpoolindia.com) 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.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 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 e-mail 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 e-mail.
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.whirlpoolindia.com](http://www.whirlpoolindia.com), 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 Resolutions as set out in this Notice.
- (b) The e-voting period commences from 30<sup>th</sup> October, 2025 (9.00 A.M. IST) and ends on 28<sup>th</sup> November, 2025 (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 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. 24<sup>th</sup> October, 2025 (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 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 DPs in order to access e-voting facility.

**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 09<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.	1. 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 NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> <li>2. Existing IDeAS user 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 “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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 hold 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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 company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>

Type of shareholders	Login Method
	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, 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.
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 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 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 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 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 e mail ids for e-voting for the resolutions 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), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor\\_contact@whirlpool.com](mailto:investor_contact@whirlpool.com).

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), AADHAR (self attested scanned copy of Aadhar Card) to [investor\\_contact@whirlpool.com](mailto:investor_contact@whirlpool.com). 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 09<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 "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 resolutions mentioned in the accompanying Notice dated 16<sup>th</sup> October, 2025.

#### **Item No. 1: Alteration of the Articles of Association of the Company**

The members of Whirlpool of India Limited (“Company”) are hereby informed that Whirlpool Corporation (“WHR”), presently indirectly holds, through its wholly owned subsidiary, Whirlpool Mauritius Limited (“Promoter”), 64,704,633 (six crore forty-seven lakh four thousand six hundred and thirty-three) equity shares

of the Company, having a face value of 10 (Rupees Ten) each, representing approximately 51% (fifty one percent) of the total equity share capital of the Company.

Members may note that the Board of Directors of the Company (“the **Board**”), at its meeting held on 16<sup>th</sup> October, 2025, based on the recommendations of the transition committee and the audit committee of the Company, approved the execution of, and the Company executed, *inter alia*, a Brand Licence Agreement with Whirlpool Properties Inc., and a Technology Licence Agreement with WHR. These agreements will govern the licensing arrangements between the Company and WHR/Whirlpool Properties Inc., on a going forward basis and will ensure business continuity of the Company, facilitate a seamless transition in light of the anticipated change in shareholding, and support the Company’s sustained growth and innovation, along with continued strategic and operational support from WHR and its group companies. The necessary disclosure in this regard was also made to the Stock Exchanges on 16<sup>th</sup> October, 2025 and the same can accessed at <https://corporate.whirlpoolindia.com/investors/>.

The current articles of association of the Company (“**AoA**”) contain certain provisions that are linked to WHR holding at least 51% (fifty one percent) shareholding in the Company, including *inter-alia*: (i) the right of the Company to use the tradename “Whirlpool,”; and (ii) licensing arrangements relating to sharing of technical intellectual property. The AoA also include provisions concerning the appointment of nominee directors in connection with borrowings availed by the Company from ICICI Bank, which have now become redundant as the said borrowings have been repaid.

In view of the above background, it is proposed to amend Articles 4, 4A and 108A of the AoA by way of deleting the said Articles in their entirety, as detailed below:

Article	Existing Article	Proposed Article
4.	The Company shall enter into a Financial and Technical Collaboration Agreement and a Technology Assistance Agreement with Whirlpool and such Agreements shall remain in force so long as Whirlpool holds atleast 51 per cent of the total equity shares of the Company.	Omitted.
4A.	(1) The Company acknowledges the exclusive ownership, right, title and interest of Whirlpool in the trade name and that the Company is using the trade name “Whirlpool” in its company name only with the express written permission of Whirlpool on the condition that the said permission may be withdrawn by Whirlpool at any time upon the happening of any of the following events:	Omitted.

Article	Existing Article	Proposed Article
	<p>(i) The share ownership of Whirlpool, together with its subsidiaries or affiliated companies, is reduced to less than fifty-one per cent (51%) of the total issued equity share capital of the Company for any reason whatsoever voluntarily or otherwise; or</p> <p>(ii) An order is made for winding up of the Company; or</p> <p>(iii) A receiver is appointed for the whole or any significant part of the assets or undertaking of the Company; or</p> <p>(iv) The Company, its capital or assets or any part of either of them or its management is taken over by any government or financial institution.</p> <p>(2) The Company shall forthwith, on receipt of notice in writing by Whirlpool, take steps to delete the trade name "Whirlpool" from its name and promptly obtain the necessary approvals for change of name. The Company shall not thereafter use the name "Whirlpool" or any name which is similar in appearance or sound to "Whirlpool" or any abbreviation thereof.</p> <p>(3) The Members of the Company hereby consent to the change of name of the Company as provided in this Article and undertake to exercise their voting rights for passing such resolutions as may be required for changing the name of the Company.</p>	
108A.	<p>Notwithstanding anything to the contained in these Articles, so long as any moneys remain owing by the Company to the Industrial Credit and Investment Corporation of India Limited (ICICI) hereinafter referred to as "Corporation" out of any loans granted by it to the Company, the Corporation shall have a right to appoint from time to time, any person as Director (non-wholetime, which Director is hereinafter referred to as "Nominee Director") on the Board of the Company and to remove from such office any person so appointed and to appoint any other person in his place.</p> <p>The Board of Directors of the Company shall have no power to remove from office such Nominee Director. At the option of the Corporation such Nominee Director shall not be required to hold any share qualification in the Company Also at the option of the Corporation such Nominee Director shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.</p> <p>The Nominee Director so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation, and the Nominee Director so appointed in exercise of the said power shall Ipso facto vacate such office immediately the moneys owing by the Company to the Corporation are paid off.</p> <p>The Nominee Director appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and Meetings of Committees of which the Nominee Director is member as also the minutes of such meetings. The Corporation shall also be entitled to receive all such notices and minutes.</p>	Omitted.

Article	Existing Article	Proposed Article
	<p>The Company shall pay to the Nominee Director sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, moneys or remuneration in any form is payable to the Nominee Director, the same shall accrue to the Corporation and shall accordingly be paid by the Company directly to the Corporation. Any Expenses that may be incurred by the Corporation or such Nominee Director in connection with his appointment shall also be paid or reimbursed by the Company to the Corporation, or as the case may be, to such Nominee Director.</p> <p>Provided that if any such Nominee Director is an Officer of the Corporation, the sitting fees, in relation to such Nominee Director shall also accrue to the Corporation and the same shall accordingly be paid by the Company directly to the Corporation.</p> <p>Provided also that in case the Company is not regular or there is default in the payment of instalment or interest, the Corporation shall have the right to appoint whole time Director (hereinafter referred to as Nominee Director) and in the event of the Nominee Director being appointed as whole time Director such Nominee Director shall exercise such powers and duties as may be approved by the Corporation and have such rights as are usually exercised or available to a wholetime Director, in the Management of the affairs of the Company such Nominee Director shall be entitled to receive such remuneration, fees, commission and moneys as may be approved by the Corporation.</p>	

In terms of the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the rules made thereunder, alteration of the AoA requires approval of Members by way of a special resolution.

The AoA reflecting the proposed amendment are being uploaded on the Company’s website at <https://corporate.whirlpoolindia.com/investors> for perusal by the Members.

The Board approved the amendments to the AoA the board meeting held on 16<sup>th</sup> October, 2025, and recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution except to the extent of their respective shareholding in the Company and for holding the office of Director & Key Managerial Personnel respectively therein.

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

Place: Gurugram  
Date : 16<sup>th</sup> October, 2025

**Sweta Srivastava**  
Company Secretary