Whirlpool®
HOME APPLIANCES

August 08, 2012

The Manager Listing
National Exchange Stock Ltd.
Exchange Plaza, Bandra Kurla
Bandra (East) Mumbai-400051

Subject: Proceedings of Annual General Meeting.

Dear Sir,

Please find enclosed herewith the proceedings of Fifty First Annual General Meeting of the Company held on August 06, 2012 at Plot No. A-4, M.I.D.C., Ranjangaon, Taluka –Shirur, Pune.

Hope you will find the above in order. You are kindly requested to acknowledge the same.

Thanking you.
Yours truly,
For Whirlpool of India Ltd.

Ravi Sabharwal
(Company Secretary)

PROCEEDINGS OF THE 51st 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 MONDAY THE 6TH AUGUST, 2012 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
Mr. Anil Berera	Whole time Director
Mr. Vikas Singhal	Whole time Director
Mr. Ravi Sabharwal	Company Secretary
Mr. Tridibes Basu	Partner of S. R. Batliboi & Co., Auditor

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 2011-12, 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. Tridibes Basu, partner of M/s S.R.Batliboi & Co., Statutory Auditors, read the Auditors' Report of the Company.

It was proposed to have the question – answer session before taking up the agenda items which was accepted by the Chairman of the meeting. The Chairman & Managing Director, other directors on Dias and Company Secretary replied to the queries raised by the shareholders.

Thereafter following resolutions were taken up for consideration of members and duly passed:

Item 1:

To receive, consider and adopt the Balance – sheet as at 31st March, 2012 the statement of Profit & 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, 2012, 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."

For Whirlpool of India Ltd.

Ravi Sabharwal
Company Secretary

On being put to vote by show of hands it was passed as an Ordinary Resolution.

Item 2:

Reappointment of Mr. Anand Bhatia as Director:

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

On being put to vote by show of hands it was passed as an Ordinary Resolution.

Item 3:

Reappointment of Mr. Arvind Uppal as Director:

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

On being put to vote by show of hands it was passed as an Ordinary Resolution.

Item 4:

Declaration of Dividend on Preference shares

RESOLVED THAT an interim dividend @ Rs.1 per share declared by the Board of Directors of the Company on 9th May 2011 on redemption of 5,38,50,000 10% Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each which was paid to shareholders on pro rata basis aggregating to Rs.141.63 Lacs along with the redemption amount till the date of redemption be and is hereby confirmed as final dividend for the year ended on 31st March 2012 on 5,38,50,000 10% Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each of the company.

On being put to vote by show of hands it was passed as an Ordinary Resolution.

Item 5:

Reappointment of Auditors:

RESOLVED THAT the retiring Auditors M/s. S. R. Batliboi & Co., Chartered Accountants, (Firm Registration No. 301003E) be and are hereby re-appointed as Auditors of this company for the financial year 2012-13 to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the company.

On being put to vote by show of hands it was passed as an Ordinary Resolution.

For Whirlpool of India Ltd.

Ravi Sabharwal
Company Secretary

Item 6:

Appointment of Mr. Anil Berera as Director

RESOLVED THAT Mr. Anil Berera, who was appointed as an Additional Director of the Company on 3rd November 2011 and whose term expires under section 260 of the Companies Act, 1956 at this Annual General Meeting and in respect of whom, Company has received notice from a member under section 257 of the said Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation.

On being put to vote by show of hands it was passed as an Ordinary Resolution.

Item 7:

Appointment of Mr. Anil Berera as Whole time director

RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its approval and consent to the appointment of Mr. Anil Berera as the Whole Time Director of the Company for a period of three years with effect from 3rd November 2011 upon the terms and conditions as set out in the Explanatory Statement to the notice, is hereby specifically sanctioned 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 appointment in any manner and from time to time, as the Board may in its absolute discretion decide.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolutions.

On being put to vote by show of hands it was passed as Special Resolution.

Item 8:

Appointment of Mr. Vikas Singhal as Director

RESOLVED THAT Mr. Vikas Singhal, who was appointed as an Additional Director of the Company on 8th May 2012 and whose term expires under section 260 of the Companies Act, 1956 at this Annual General Meeting and in respect of whom, Company has received notice from a member under section 257 of the said Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company subject to retirement by rotation.

On being put to vote by show of hands it was passed as an Ordinary Resolution.

For Whirlpool of India Ltd.

Ravi Sabharwal
Company Secretary

Item 9:

Appointment of Mr. Vikas Singhal as Whole Time Director

RESOLVED THAT pursuant to the provisions of section 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, the Company hereby accords its approval and consent to the appointment of Mr. Vikas Singhal as the Whole Time Director of the Company for a period of three years with effect from 8th May 2012 upon the terms and conditions as set out in the Explanatory Statement to the notice, is hereby specifically sanctioned 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 appointment in any manner and from time to time, as the Board may in its absolute discretion decide.

RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolutions.

On being put to vote by show of hands it was passed as Special Resolution.

Few questions of shareholders were again replied at the end by the Chairman & Managing Director, other directors on Dias and Company Secretary.

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

COMPANY SECRETARY

For Whirlpool of India Ltd.

Ravi Sabharwal
Company Secretary