Date: 6th July, 2011

The Manager Listing
National Stock Exchange of India Limited,
Exchange Plaza, Bandra kurla Complex,
Bandra (East), Mumbai-400051

Subject: Proceedings of Annual General Meeting.

Dear Sir,

Please find enclosed herewith the proceedings of 50th Annual General Meeting of the Company held on 1st July, 2011 at Hotel Yash Inn, P-11, 5- Star, M.I.D.C., Ranjangaon, 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

Encl.: A/a

WHIRLPOOL OF INDIA LIMITED

'WHIRLPOOL HOUSE' PLOT NO. 40, SECTOR-44, GURGAON-122002 (HARYANA), INDIA TEL. : (91)-124-4591300 FAX : (91)-124-4591301
REGD. OFF. : PLOT NO. A-4 MIDC, RANJANGAON, TAL. SHIRUR, DIST. PUNE-419 204 TEL. : (91) 2138-660100 FAX : (91) 2138-232376

PROCEEDINGS OF THE 50th ANNUAL GENERAL MEETING OF SHAREHOLDERS OF WHIRLPOOL OF INDIA LTD. HELD AT YASH INN, P-11, 5-STAR - M.I.D.C, RANGANGAON, PUNE - AHMEDNAGAR EXPRESS HIGHWAY, TAL SHIRUR, DIST. PUNE-419204 ON FRIDAY THE 1st JULY, 2011 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	Chief Financial Officer
Mr. Ravi Sabharwal	Company Secretary
Mr. Vishal Sharma	Representative 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 2010-11, 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.

The representative of M/s S.R.Batliboi & Co., Statutory Auditors, read the Auditors' Report of the Company.

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

Item 1:

To receive, consider and adopt the Balance – sheet as at 31st March, 2011 the Profit & Loss Account 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, 2011, the Profit & Loss Account 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."

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 2:

Reappointment of Mr. Sanjiv Verma as Director:

"RESOLVED THAT Mr. Sanjiv Verma, a director, who retires by rotation and, being eligible, be and is hereby reappointed as 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. Simon James Scarff as Director:

"RESOLVED THAT Mr. Simon James Scarff, a director, who retires by rotation and, being eligible, be and is hereby reappointed as director of the company."

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

Item 4:

Reappointment of Auditors:

"RESOLVED THAT M/s S.R. Batliboi & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this meeting until the conclusion of next Annual General Meeting on a remuneration to be fixed by the Board of Directors, in addition to the reimbursement of all out of pocket expenses in connection with the audit of the Accounts of the Company for the financial year ending 31st March, 2012."

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

Item No.5:

Declaration of Dividend on Preference shares

RESOLVED THAT an interim dividend @ Rs.1 per share declared and paid for financial year ended March 31, 2011 on redemption of 9,84,92,500 10% Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each which was paid to shareholders on pro rata basis along with the redemption amount aggregating to Rs.457.43 be and is hereby confirmed as final dividend for the year on 9,84,92,500 10% Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each of the company.

RESOLVED FURTHER THAT dividend @Rs.1 Per Share per year be and is hereby declared for financial year ended March 31, 2011 on 5,38,50,000 10% Redeemable Non-Convertible Cumulative Preference Shares of Rs.10 each of the company aggregating to Rs.538.50 Lacs.

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.

There was question – answer session at the end and the Chairman & Managing Director, Chief Financial Officer and Company Secretary replied to the queries raised by the shareholders.

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

COMPANY SECRETARY

For Whirlpool of India Ltd.

Ravi Sabharwal
Company Secretary