Whirlpool®

WHIRLPOOL OF INDIA LIMITED
(CIN No. : L29291PN1960PLC020063)

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.india.whirlpool.in, E-mail : info@whirlpool.in

21st July , 2026

The Manager **Listing Department** **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street, Mumbai, Maharashtra - 400001 **Scrip Code: 500238**	The Manager **Listing Department** **National Stock Exchange of India Limited** Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051 **Symbol: WHIRLPOOL**

Dear Sir/Ma'am,

<u>Subject: Notice of Postal Ballot of Whirlpool of India Limited</u>

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 16th July, 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 the following matters by way of remote electronic voting only ('e-voting'):-

1. To approve the Whirlpool of India Employees Stock Option Plan 2026 through trust route
2. To approve grant of employee stock options to the eligible employees of the subsidiary(ies) of the Company under the Whirlpool of India Employees Stock Option Plan 2026
3. To approve the Whirlpool of India ESOP Trust for acquisition of equity shares of the Company through secondary markets
4. To approve granting of money by the Company to the Employees Welfare Trust of Whirlpool of India ("ESOP Trust")
5. Appointment of Mr. Aditya Jain (DIN: 09752995) as Director of the Company
6. Appointment of Mr. Aditya Jain (DIN: 09752995) as Executive 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, 17th July, 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, 23rd July, 2026 at 09:00 AM (IST)** and ends on **Friday, 21st August, 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 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

Digitally signed by Sweta Srivastava
Date: 2026.07.21 20:07:20 +05'30'

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
Tel No.: 02138-660100, **Fax No.:** 02138-232376
Email: 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	VOTING ENDS ON
Thursday, 23rd July, 2026 at 09:00 AM (IST)	Friday, 21st August, 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 8th April 2020, 17/2020 dated 13th April 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated 22nd 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 3rd 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 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 of directors 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 05:00 PM (IST) on Friday, 21st August, 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, website of National Stock Exchange of India ('NSE') and BSE Limited ('BSE') and NSDL.

The proposed resolutions, 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, 21st August, 2026.

SPECIAL BUSINESS

1. **To approve the Whirlpool of India Employees Stock Option Plan 2026 through trust route**

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

   "**RESOLVED THAT** pursuant to (a) applicable provisions, if any, of the Companies Act, 2013, read with relevant rules thereunder ("**Act**"), (b) applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended) read with all the circulars and notifications issued thereunder ("**SEBI SBEB Regulations**"), (c) the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), (d) the Foreign Exchange Management Act, 1999 read with the relevant rules and regulations framed thereunder (as amended), (e) other applicable rules, regulations, circulars and guidelines issued by any applicable authority(ies), including any statutory modifications or re-enactments thereof for the time being in force, (f) the memorandum and articles of association of the Company, and (g) subject to such approvals, permissions and sanctions as may be required by the relevant regulatory authority(ies) (collectively, "**Applicable Laws**"), the approval of the members of the Company be and is hereby accorded to: (i) the introduction and adoption of the Whirlpool of India Employees Stock Option Plan 2026 ("**ESOP 2026**"), the salient features of which are set out in the explanatory statement annexed to this notice; (ii) administration and implementation of the ESOP 2026 through an irrevocable trust i.e., the Employees Welfare Trust of Whirlpool of India ("**ESOP Trust**") to be set up by the Company; and, (iii) the grant of up to 25,00,000 (twenty five lakh) Options, representing 2% (two percent) of the paid-up share capital of the Company as on 31st March 2025, by the Board or nomination and remuneration committee of the Company ("**NRC**") to such employees of the Company and its subsidiary company(ies) as may be determined by the Board/NRC in accordance with the ESOP 2026 ("**Eligible Employees**"), in one or more tranches and on such terms and conditions as the Board/NRC may determine in accordance with the ESOP 2026 and Applicable Laws, with each Option entitling the Eligible Employee, upon exercise thereof, to receive 1 (one) equity share of the Company of face value of INR 10/- (Indian Rupees Ten only) ("**Share**"), to be sourced by way of secondary acquisition by the ESOP Trust.

   RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, stock splits, consolidations, etc., the maximum number of equity shares available for being granted under ESOP 2026 and/or the exercise price shall be suitably adjusted, as may be required, in compliance with the provisions of the applicable laws.

   RESOLVED FURTHER THAT the trustees of the ESOP Trust shall ensure compliance of provisions of the SEBI SBEB Regulations, the Act, and all other Applicable Laws at all times in connection with acquisition, holding and dealing in the equity shares of the Company including but not limited to maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

   RESOLVED FURTHER THAT the Company and the ESOP Trust shall be in compliance with all accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the ESOP 2026.

   RESOLVED FURTHER THAT the Board or the NRC (as may be applicable) be and is hereby authorised to implement the ESOP 2026 and to, inter alia:

   1. bring into effect the ESOP 2026 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend,

suspend or terminate the ESOP 2026 subject to compliance with the Applicable Laws and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose;

2. execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOP 2026 and do all other things incidental and ancillary thereof;

3. negotiate, finalize, approve and execute the trust deed for the incorporation of the ESOP Trust and/or any other agreement(s), document(s) or instrument(s) required to be executed in connection with the formation and administration of the ESOP Trust, with such terms and conditions as may be deemed fit and appropriate;

4. delegate to the ESOP Trust, the authority to administer, implement and supervise the operation of ESOP 2026 on such terms and conditions as it may specify;

5. determine the detailed terms and conditions of the grant, issue, re-issue, cancellation and withdrawal of stock options from time to time, including the vesting period, exercise period, and other criteria;

6. make any modifications to the ESOP 2026 from time to time, provided that such modifications are not prejudicial to the interests of the option holders;

7. interpret and construe the provisions of the ESOP 2026 and to settle any questions, difficulties or doubts that may arise in this regard and to do all such things as may be necessary for its effective administration, without requiring to secure any further consent or approval of the members of the Company;

8. identify and approve the appointment of the trustees of the ESOP Trust in accordance with the Applicable Laws, the said identification and appointment of the trustees; and

9. do all such acts, deeds, and things as are necessary to give effect to the foregoing resolutions, including but not limited to executing all necessary documents, communications, letters of grant, and making all necessary filings with any government or statutory authority, including the Registrar of Companies, to give effect to the above resolutions, from time to time.

RESOLVED FURTHER THAT any of the director or company secretary of the Company, be and are hereby severally authorized to sign a certified true copy of the foregoing resolutions for the purpose of filing with any statutory or regulatory authority as may be required."

2. <u>To approve grant of employee stock options to the eligible employees of the subsidiary(ies) of the Company under the Whirlpool of India Employees Stock Option Plan 2026</u>

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

"**RESOLVED THAT** pursuant to (a) applicable provisions, if any, of the Companies Act, 2013, read with the applicable rules, if any, framed under the Companies Act, 2013, (b) applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended) read with all the circulars and notifications issued thereunder, (c) applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), (d) the Foreign Exchange Management Act, 1999 read with the relevant rules and regulations framed thereunder (as amended), (e) other applicable rules, regulations, circulars and guidelines issued by any applicable authority(ies), including any statutory modifications or re-enactments thereof for the time being in force, (f) the memorandum and articles of association of the Company, and (g) and subject to such approvals, permissions and sanctions as may be required by the relevant regulatory authority(ies) (collectively, "**Applicable Laws**"), the consent of the members of the Company be and is hereby accorded to grant and allot, from time to time, in one or more tranches, employee stock options under the Whirlpool of India Employees Stock Option Plan 2026, constituting up to 2% (two percent) of paid-up capital as on 31st March, 2025 i.e., up to 25,00,000 Options, to the employees of the Company and subsidiary(ies) of the Company, whether working in India or outside India, as per the terms of the Whirlpool of India Employees Stock Option Plan 2026 ("**ESOP 2026**") in accordance with Applicable Laws .

RESOLVED FURTHER THAT any of the directors of the Company or company secretary of the Company be and are hereby severally authorized to do all such acts, deeds, and things as are necessary to give effect to the foregoing resolutions, including but not limited to executing all necessary documents, communications, letters of grant, and making all necessary filings with any government or statutory authority, including the Registrar of Companies, to give effect to the above resolutions, from time to time.

RESOLVED FURTHER THAT any of the directors or company secretary of the Company, be and are hereby severally authorized to sign a certified true copy of the foregoing resolutions for the purpose of filing with any statutory or regulatory authority as may be required."

3. <u>To approve the Whirlpool of India ESOP Trust for acquisition of equity shares of the Company through secondary markets</u>

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

"RESOLVED THAT subject to (a) the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended) read with all the circulars and notifications issued thereunder (**"SEBI SBEB Regulations"**), (b) other applicable rules, regulations, circulars and guidelines issued by any applicable authority(ies), as may be required, including such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by such authorities, the approval of the members of the Company be and is hereby accorded to establish the Employees Welfare Trust of Whirlpool of India to undertake secondary acquisition of the equity shares of the Company from the recognized stock exchange(s) for the purpose of implementing and giving effect to the Whirlpool of India Employees Stock Option Plan 2026, in one or more tranches, subject to a maximum of 25,00,000 shares, in compliance with the maximum limits as may be permitted under the SEBI SBEB Regulations.

RESOLVED FURTHER THAT any of the directors or company secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as are necessary to give effect to the foregoing resolutions, including but not limited to executing all necessary documents, communications, letters of grant, and making all necessary filings with any government or statutory authority, including the Registrar of Companies, to give effect to the above resolutions, from time to time.

RESOLVED FURTHER THAT any of the directors or company secretary of the Company, be and are hereby severally authorized to sign a certified true copy of the foregoing resolutions for the purpose of filing with any statutory or regulatory authority as may be required."

4. <u>To approve granting of money by the Company to the Employees Welfare Trust of Whirlpool of India ("ESOP Trust")</u>

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

"RESOLVED THAT pursuant to (a) provisions of Section 67 and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder, (b) applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, (c) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (d) the Indian Trust Act, 1882 (as amended), (e) other applicable rules, regulations, circulars and guidelines issued by any applicable authority(ies), as may be required, including such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions by such authority(ies), and (f) the memorandum and articles of association of the Company, the approval of the members of the Company be and is hereby accorded for extending a loan in compliance with applicable laws, in one or more tranches, for the purpose of implementation of the Whirlpool of India Employees Stock Option Plan 2026 provided that the aggregate amount of money provided by the Company for such purpose shall not exceed 5% (five per cent) of the aggregate of the paid-up share capital and free reserves of the Company as on 31st March, 2025.

RESOLVED FURTHER THAT any of the director or company secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, and things as are necessary to give effect to the foregoing resolutions, including but not limited to executing all necessary documents, communications, letters of grant, and making all necessary filings with any government or statutory authority, including the Registrar of Companies, to give effect to the above resolutions, from time to time.

RESOLVED FURTHER THAT any of the director or company secretary of the Company, be and are hereby severally authorized to sign a certified true copy of the foregoing resolutions for the purpose of filing with any statutory or regulatory authority as may be required."

5. **Appointment of Mr. Aditya Jain (DIN: 09752995) as Director of the Company**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the articles of association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Aditya Jain (DIN: 09752995), being appointed as an Additional Director of the Company by the Board of Directors with effect from 21st July, 2026 and holds office until the date of next General Meeting or for a period of three months from the date of appointment, which ever is earlier, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the directors or company secretary of the Company be and are hereby severally authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

6. **Appointment of Mr. Aditya Jain (DIN: 09752995) as Executive Director of the Company**

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the articles of association of the Company and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded for appointment of Mr. Aditya Jain (DIN: 09752995) as an Executive Director of the Company (designated as Executive Director & Chief Financial Officer), liable to retire by rotation, to hold office for a period of 5 (five) consecutive years commencing from 21st July, 2026, on the terms and conditions including those relating to remuneration as set out in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT Mr. Aditya Jain's office is subject to retire by rotation and that he shall offer himself to retire by rotation during the term of his office.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter or vary the benefits and remuneration of Mr. Aditya Jain, Executive Director including the monetary value thereof, to the extent recommended by the Nomination and Remuneration Committee from time to time as may be considered appropriate, subject to the overall limits specified under the explanatory statement to this resolution and the Act.

RESOLVED FURTHER THAT any one of the directors or company secretary of the Company be and are hereby severally authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

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

Sweta Srivastava
Company Secretary &
Compliance Officer
Membership No. ACS 27095

Place: Gurugram
Date : 16th July, 2026

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 Intime India Private Limited, the Company's RTA as on Friday, 17th July, 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, 17th July, 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 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. Friday, 21st August, 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 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 or call on toll free no.: 022-4886 7000 or send an email to Ms. Pallavi Mhatre, AVP-NSDL at 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 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 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, website of the Stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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 or 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.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 resolutions as set out in this Notice.

(b) The e-voting period commences from Thursday, 23rd July, 2026 and ends on Friday, 21st August, 2026. 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. Friday, 17th July, 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 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 11th 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 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 9th 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 https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 the e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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. 3. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. 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. 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 the e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download the NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
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 and click on login icon & New System Myeasi Tab and then user 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 evoting is in progress as per the information provided by the company. On clicking the evoting 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 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website 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 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com 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:

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 user 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.
   b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 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.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), AADHAR (self attested scanned copy of Aadhar Card) to 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 for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 09, 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 with a copy marked to 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 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 or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at 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 16th July, 2026.

Item No. 1,2 and 3

The board of directors of Whirlpool of India Limited ("Company") ("Board") is of the view that equity-based compensation schemes are an effective means to reward, retain, and motivate talent within the organization. The context of rewarding talent is for delivering long term sustainable performance and creation of shareholder value by incentivizing employees based on performance of the Company. Such schemes not only incentivize employees by aligning their interests with those of the Company and its shareholders but also foster a culture of ownership and accountability. Equity-based compensation schemes encourage employees to contribute meaningfully to the long-term growth and success of the Company, thereby creating sustained value for all stakeholders. Previously, some employees of the Company were issued stock units as per the employee stock option plan of Whirlpool Corporation as part of their compensation. However, post cessation of the Company being a subsidiary of Whirlpool Corporation, these employees are not eligible to receive options from Whirlpool Corporation. As the Company is entering into its next phase of business growth, it is imperative to incentivize those employees through Whirlpool of India Limited's employee stock option plan. In this regard, the Board believes that the interest of the employees and shareholders should be inseparable and therefore, the Whirlpool of India Employees Stock Option Plan 2026 (**"ESOP 2026"**) should be based on the performance of the Company. The proposed employee stock option plan is intended to support these strategic objectives which will be anchored on the following principles:

(a) The employee stock options is based on the Company's performance;

(b) The framework of the employee stock option plan ensures long-term performance and creation of shareholder value; and

(c) The employee stock option plan should be structured to remain competitive in attracting and retaining key talent in order to achieve the strategic objectives of the Company.

In light of the aforesaid, the Board has thought it expedient to implement an employee stock option plan under which shares not exceeding 2% (two percent) of the paid up capital of the Company as on 31st March, 2025 i.e. 25,00,000 (twenty five lakh) options ("**Options**") will be granted to the eligible employees, as determined by the nomination and remuneration committee ("**NRC**") in accordance with the terms of the ESOP 2026, with each Option being exercisable into not more than 1 (one) equity share of face value of INR 10/- (Indian Rupees Ten only) ("**Shares**"). The ESOP 2026 shall be implemented through the Employees Welfare Trust of Whirlpool of India ("**ESOP Trust**") which will acquire the Shares of the Company from secondary market and subsequently transfer them to the eligible employees, upon exercise of the Options. The ESOP 2026 will not only enable the Company to reward eligible employees but, by its very design, will also generate value for shareholders. Furthermore, the implementation of the ESOP 2026 through secondary acquisition by the ESOP Trust acts as a safeguard for all the existing shareholders as there will be no equity dilution.

Since the ESOP 2026 involves secondary acquisition, as per Regulation 3 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), it is mandatory for the Company to implement the ESOP 2026 through a trust. Accordingly, the NRC and the Board has, in their meeting held on 23rd March 2026 approved the ESOP 2026 and the trust deed for setting up of an irrevocable trust namely Employees Welfare Trust of Whirlpool of India by the Company, subject to shareholders approval. Further, the ESOP 2026 shall be administered through the ESOP Trust and supervised by the Board or NRC (as may be applicable). The secondary acquisition shall be well within the ceiling prescribed under the SEBI SBEB Regulations i.e., the total number of Shares held by the ESOP Trust shall at no point exceed 2% (two percent) of the paid up equity capital of the Company as on 31st March, 2025 i.e. 25,00,000 Shares.

In terms of Regulation 6 of the SBEB Regulations, the salient features of the ESOP 2026 are given as under:

1. **Brief description of the scheme:**

   (a) The ESOP 2026 constitutes a single consolidated employee options plan and does not form part of a series of schemes. The reference to "2026" only denotes the year of its launch.

(b) ESOP 2026 is proposed to be implemented solely through purchase of secondary shares and will not dilute the shareholding of the existing shareholders.

(c) The ESOP 2026 contemplates grant of Options to the eligible employees of the Company and its unlisted subsidiary company(ies), in India or outside India, as determined by the NRC in accordance with the terms of the ESOP 2026 and in due compliance of SEBI SBEB Regulations. Currently the Company has only one unlisted subsidiary company, i.e., Whirlpool of India Kitchen Appliances Private Limited (formerly known as Elica PB Whirlpool Kitchen Appliances Private Limited) and no other holding, associate or group company of the Company is covered under ESOP 2026.

(d) The NRC shall act as the Compensation Committee and shall supervise the implementation of the ESOP 2026. All questions of interpretation of the ESOP 2026 shall be determined by the NRC, and such determination shall be final and binding upon all persons having an interest in the ESOP 2026. The ESOP Trust shall administer the ESOP 2026.

(e) The ESOP 2026 has been formulated for the benefit of the following employees:

(i) Managing Director and Leadership team who were either beneficiaries of plans adopted by Whirlpool Corporation or were offered similar incentives as part of their compensation at the time of their hiring. Leadership team shall include Vice President and above grade of employees including all functional heads;

(ii) N-2/N-3 level employees where "N" means Managing Director of the Company or any other employee as may be determined by the NRC in the future (which covers approximately 50-100 employees of the Company);

(iii) The following persons shall not be eligible to participate in ESOP Plan 2026:

- a Promoter or a person belonging to the Promoter group; or
- a Director, who either by himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company; or
- an Independent Director of the Company or its subsidiary companies (unless permissible under the Act/SBEB Regulations).

The specific employees to whom the Options may be granted shall be determined by the NRC based on their role, designation and seniority of the relevant Employee ("**Eligible Employees/ Eligible Employee**").

(f) Each Stock Option granted to an Option Grantee shall entitle him/her to one Equity Share of the Company of nominal value of INR 10/- (Indian Rupees Ten only) each, subject to the terms and conditions of ESOP Scheme 2026. At the beginning of the financial year the Board shall approve the Performance Targets of the Company for that financial year ("**Approved Performance Targets**") on the basis of the performance metrics i.e. (i) net sales growth percentage; (ii) profit before tax (PBT); (iii) net working capital percentage; and/ or (iv) such other financial or operational metrics as the Board may determine (collectively the "**Company Parameters**"). As our ESOP Plan 2026 is a Performance-Based Stock Options Plan, the number of Options proposed to be granted to each Eligible Employee shall be determined based on the achievement of performance metrics against the Approved Targets of the Company ("**Actual Performance**"). The number of Options to be granted to Eligible Employees shall range from 0% to a maximum of 200% of the Base Options depending on the Company performance.

(g) Granting of Options:

i. **Base Options:** At the beginning of the financial year, options that will be granted to Eligible Employee on the assumption of 100% achievement of the Approved Performance Targets (“**Base Options**”).

ii. **Additional Options**: After the end of the financial Year, the Board shall determine the Actual Performance Percentage against the Approved Performance Targets and in case the Actual Performance Percentage vs the Approved Performance Targets for the given financial Year exceeds 100% (one hundred percent) the NRC will grant Additional Options to an Eligible Employee (“**Additional Options**”) basis the Performance Metrics as pre agreed with Board. In any case, however, the Additional Options shall not exceed 100% (one hundred percent) of the Base Options initially granted to an Eligible Employee. This means that the maximum possible grants for truly exceptional performance can never be more than twice the target Base Options.

(h) **Vesting:**

(i) No Option shall vest prior to the expiry of 1 (one) year from the date of the Grant (“**Minimum Vesting Period**”). The maximum vesting period may go up to three years from the grant date for such Eligible Employees as determined by the NRC (“**Maximum Vesting Period**”).

(ii) Options will vest only after the expiry of 3 (three) years from the date of grant (“**Cliff Period**”), i.e., no graded vesting shall be followed. This ensures employee retention. Only in case of Additional Options, the vesting period will be 2 (two) years for each financial year as the Additional Options can only be determined after the financial results are declared i.e., after one year. For the financial year 2026-27, as a one time exception, since the setting up of the ESOP Trust has delayed grant of options by six to nine months, the Base Options will be granted for a correspondingly lesser period than 3 years to ensure fairness to the employees.

(iii) The total number of Base Options and Additional Options that will vest in an Eligible Employee upon expiry of the Cliff Period will depend on the Actual Performance of the Company for a financial year. In the event that:

A. Actual Performance is equal to the Approved Performance Targets then 100% (one hundred percent) of the Base Options shall vest at the expiry of the Cliff Period;

B. Actual Performance is less than the Approved Performance Targets, then the number of Base Options that will vest at the expiry of the Cliff Period shall be between 0-100% of the total number of Base Options based on the pre agreed performance grid with the Board; and

C. Actual Performance is more than the Approved Performance Targets, then 100% (one hundred percent) of the Base Options shall vest at the expiry of the Cliff Period. The Additional Options granted will always be in line with the pre agreed performance grid approved by the Board.

(iv) In addition to being in continuous employment of the Company, each Eligible Employee will need to meet the individual performance criteria as may be prescribed by the NRC in at least 2 (two) years during the Cliff Period. For instance, where an Eligible Employee’s performance is assessed as ‘inconsistent’ and below the prescribed rating thresholds of the Company, in 2 (two) years during the Cliff Period, none of the Options (including any Additional Options), whether or not otherwise eligible for vesting based on Company’s performance, shall vest at the completion of the Cliff Period.

(i) **Exercise price**: The Board, in consultation with the NRC, has decided to fix the initial exercise price at the face value (i.e., INR 10/-). The Board believes that the exercise price should be equal to the face value for the following reasons:

(i) Grants and vesting are both linked to Company performance to maximize long term shareholders value creation. This ensures that the employee's interests are inseparable with the shareholders' interest in contributing to the growth and profitability of the Company;

(ii) Vesting is cliff based which ensures employee retention and the other conditions drive long term value creation;

(iii) The plan is not only for the benefit of Leadership team but will also extend to other employees in the future (up to N-3 levels below the Managing Director which covers up to top 100 employees);

(iv) it reduces the cash outflow of the employees while exercising the options but also makes them accountable towards Company's performance and creation of shareholder value; and

(v) It is in line with the best of industry practice.

2. Total number of Options to be offered and granted:

The maximum number of Options to be granted by the Company, shall not, upon exercise, exceed 2% (two percent) of the paid-up share capital of the Company as on 31st March, 2025 and a pool of 25,00,000 Options ("**ESOP Pool**") will be created and may be offered and granted under the ESOP 2026 to the Eligible Employees of the Company. The ESOP Pool and/or the exercise price may be adjusted for any corporate action(s) such as rights issue, bonus issue, merger, sale of division and others (including buy back of shares, split, consolidation of shares, etc.) in terms of the ESOP 2026 and the SEBI SBEB Regulations.

3. Identification of classes of employees entitled to participate in the scheme:

The ESOP 2026 has been formulated for the benefit of the following employees:

(a) Managing Director and Leadership team who were either beneficiaries of plans adopted by Whirlpool Corporation or were offered similar incentives as part of their compensation (subject to shareholders' approval) at the time of their hiring;

(b) N-2/N-3 level employees where "N" means Managing Director of the Company or as may be determined by the NRC in the future (which covers up to 100 employees of the Company).

(c) The following persons shall not be eligible to participate in ESOP Scheme 2026:

- a Promoter or a person belonging to the Promoter group; or
- a Director, who either by himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company; or
- an Independent Director of the Company or its subsidiary companies (unless permissible under the Act/SBEB Regulations).

The specific Employees to whom the Options may be granted shall be determined by the NRC based on their role, designation and seniority.

In this financial year 2026-27, the grant of Options under ESOP 2026 will be made only to the Managing Director and upto 15 members of the Leadership team as a replacement of their eligibility for Whirlpool Corporation's ESOP Plan to Whirlpool of India ESOP Plan 2026 subject to obtaining shareholders' approval. From the next financial year, the NRC proposes to extend the grant of Options, in a phased manner, to other Eligible Employees of the Company holding positions up to N-2/N-3 level, on such terms and conditions as the NRC may determine, in accordance with the ESOP 2026 and applicable Laws.

4. Requirements of vesting and period of vesting:

(a) No Option Granted to an Eligible Employee shall vest prior to the Minimum Vesting Period.

(b) ***Performance criteria for vesting:***

1. All the Stock Options granted under the ESOP 2026 to the Option Grantee shall

vest subject to achievement of specified performance conditions. The performance conditions will be linked to Company Parameters as per matrix as mentioned below:

Performance Parameter	Performance Metrics	Performance (% of Target/ Rating)	Grant %	Vesting (% of Grant)
Corporate Performance indicators	Net Sales Growth % - 40% weightage Profit Before Tax - 40% weightage Net Working Capital % - 20% weightage	As per targets pre- approved by the Board	**Base: 100%** (granted at the beginning of the financial year when the Approved Performance Targets have been set) **Additional: 0%-100%** (granted only after completion of each financial year when the Actual Performance for the year has been approved by the Board)	Actual Performance is less than the Approved Performance Targets: **0% - 100%** Actual Performance is more than the Approved Performance Targets: **100% - 200%** In line with pre agreed performance targets set by the board.
Individual Performance	Based on individual performance ratings over three years*	Atleast 2 successful and above rating		Eligible as per Company's performance
		Inconsistent rating in 2 years or more		0%

**Currently Company follows a rating scale comprising three rating viz Exceptional, Successful & Inconsistent. The same may be changed by NRC in future to a five point scale as per its discretion however the principles will continue to be the same.*

This is subject to review and approval by NRC annually.

(c) ***Cliff Vesting***:

Each Base Option and Additional Option in a financial year shall, unless otherwise determined by the NRC, vest in accordance with paragraph 4(b) upon completion of the Cliff Period, subject to the following:

A. Eligible Employee remaining in continuous employment with the Company at the time of vesting; and

B. Eligible Employee satisfying the performance criteria on the Company Parameters as well Individual Parameters as set out in paragraph 4(b) above.

C. Eligible Employee satisfying the individual performance criteria as set out in paragraph 4(b) above.

(d) In the event of death or permanent incapacity of an Eligible Employee, the Minimum Vesting Period as set out in paragraph 4(a) above shall not be applicable and in such instances, the Options shall vest immediately in accordance with paragraph 21 on the date of the death or permanent incapacity.

Notwithstanding paragraph 4(a), in the event that Options are granted by the Company under this ESOP Plan in lieu of options held by the same person under an employee stock option plan in another company, which has merged or amalgamated with the Company, the period during which the options granted by the merging or amalgamating company were held by such person shall be adjusted against the Minimum Vesting Period.

5. **Maximum period within which the Options shall be vested:**

All Base Options granted on any date shall vest after **3 (three) years** from the date of each grant of Options to Eligible Employees and all Additional Options granted on any date shall vest after the expiry of 2 (two) years from the date of grant. The vesting period shall not in any case exceed the Maximum Vesting Period. Only for the Financial year 2026-27, as a one-time exception, the Base Options will be granted for a period lesser than 3 years as the First grant will be after six to nine months after the start of the financial year.

6. **Exercise price or pricing formula:**

For the options granted to the Eligible Employee, the exercise price will be the face value i.e. INR 10 per share.

The rationale for granting Options to the Eligible Employee at an exercise price is explained in paragraph 1(i) above corresponding to the face value of the underlying shares.

7. **Exercise period and the process of exercise:**

The vested Options shall be exercisable on payment of exercise price and applicable taxes, according to the terms and conditions as determined and set forth under the ESOP 2026 within a maximum period of 12 months from the date of vesting of such Options, in accordance with the ESOP 2026.

The Eligible Employee, who wishes to exercise Options, shall do the same within a maximum period of 12 months from the date of vesting of Options, by way of a communication, in the form and manner as provided in ESOP 2026 with a copy to the ESOP Trust.

Notwithstanding anything else contained in the ESOP 2026, if the Eligible Employee or the Beneficiary, as the case may be, does not exercise his vested Options within the specified time frame of 12 months from the date of vesting, then the Options Granted to such Eligible Employee shall lapse unless otherwise determined by the NRC.

8. **Appraisal process for determining the eligibility of employees under the scheme**:

The appraisal cycle of the Company shall run from April to March of each financial year ("**FY**"). Each Eligible Employee shall meet the individual performance criteria as may be prescribed by the NRC in at least 2 (two) years during the Cliff Period. For instance, where an Eligible Employee's performance is assessed as 'inconsistent' and below the prescribed rating thresholds of the Company, in 2 (two) years during the Cliff Period, no Options (including any Additional Options), whether or not otherwise eligible for vesting based on Company's performance, shall vest at the completion of the Cliff Period.

9. **Maximum number of Options to be issued per employee, and in aggregate:**

The maximum grant of Options to any Eligible Employee in one financial year shall not in any case exceed 0.2% of the paid-up capital of the Company as on 31st March, 2025. In case the grant per employee during any one year is equal to or exceeds 0.2% of the paid-up capital of the Company at the time of the grant, then a separate shareholders' approval would be obtained by the Company.

The maximum number of Options under the ESOP 2026 to an Eligible Employee in aggregate (taking into account all grants), shall not exceed 2% (two percent) of the paid-up capital of the Company as on 31st March, 2025, i.e., the total number of Options granted to the Eligible Employees shall not exceed 25,00,000 Options.

10. **Maximum quantum of benefits to be provided per employee under the scheme:**

The maximum quantum of benefits underlying the Options granted to an Eligible Employee can be construed to be an amount equal to the appreciation in the fair value of the Company's equity shares determined as on the date of exercise of the Options, on the basis of difference between the Options' exercise price and the fair value of the equity shares on the exercise date.

Apart from the grant of Options as stated above, no other benefits are contemplated under the ESOP 2026.

11. **Whether the scheme is to be implemented and administered directly by the Company or through a trust:**

The ESOP 2026 shall be implemented and administered by the ESOP Trust of the Company, under the supervision of the NRC and the Board. The ESOP Trust shall undertake acquisition of Shares from the secondary market for the purpose of implementing the ESOP 2026, in compliance with the SBEB Regulations.

12. **Whether the scheme involves a new issue of shares or secondary acquisition or both:**

The ESOP 2026 contemplates secondary acquisition of Shares not exceeding 2% (two percent) i.e., 25,00,000 shares, of the paid-up capital of the Company as on 31st March, 2025. The ESOP Trust may also accept shares by way of gift from any person, including promoters, promoter group entities, or any other shareholders, without any cash outflow by the Company or the ESOP Trust. Such Shares which have been gifted will be utilized exclusively for the benefit of the ESOP 2026.

It is hereby clarified that there will not be any new issuance of Shares to the ESOP Trust, accordingly the ESOP 2026 does not contemplate any dilution for the existing shareholders of the Company.

13. **Amount of loan to be provided for implementation of the scheme by the Company to the trust, its tenure, utilization, repayment terms, etc:**

The Company shall provide necessary financial assistance by grant of loan to the ESOP Trust in accordance with applicable laws.

The loan amount may be disbursed in one or more tranches. The loan provided by the Company shall be with such interest or interest free as may be determined from time to time, with tenure of such loan based on term of the ESOP 2026 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the ESOP Trust.

The ESOP Trust shall utilise the loan amount disbursed from time to time strictly for the acquisition of the Shares to be utilized for the purposes of the ESOP 2026.

14. **Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purpose of the scheme:**

Subject to the overall limits specified in the SEBI SBEB Regulations, the maximum number of shares that may be acquired by way of secondary acquisition in every financial year by the ESOP Trust for the purpose of implementing all share based employee benefits schemes of the Company (including ESOP 2026), shall not exceed 2% (two percent) of the paid-up capital of the Company as on 31st March, 2025, i.e., 25,00,000 Shares or such other maximum limit as may be permitted under SEBI SBEB Regulations.

15. **Accounting and disclosure policies:**

The Company shall comply with the disclosure and accounting policies prescribed in Regulation 15 of SEBI SBEB Regulations and any other authorities as applicable from time to time.

16. **Method of Option valuation:**

The Company shall use the Fair Value Method for valuation of the Options as prescribed under the Accounting Standards, as applicable and notified by the appropriate authorities from time to time, if required.

17. **Declaration:**

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall be disclosed in the Directors' Report.

18. **Period of lock-in:**

The Shares acquired by the Eligible Employees pursuant to the exercise of vested Options under the ESOP 2026 shall not be subject to any lock-in restrictions and shall be freely transferable, subject to compliance with applicable statutory requirements (including the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct for

Prohibition of Insider Trading adopted by the Company), as applicable from time to time.

19. Terms & conditions for buyback, if any, of specified securities granted under the scheme:

The NRC shall determine the procedure for buy-back of Options granted under the Plan, if to be undertaken at any time by the Company, and the applicable terms and conditions, including:

(a) permissible sources of financing for buy-back;

(b) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and

(c) limits upon quantum of Options that the Company may buy-back in a Financial Year.

20. Treatment of Options on cessation of employment of an Eligible Employee:

In the event of cessation of employment of an Eligible Employee with the Company or any of its subsidiary(ies), the treatment of the vested and unvested Options held by such Eligible Employee shall be in accordance with the terms set out in the ESOP 2026, as summarized as below:

S.No.	Event	Vested Options	Unvested Options
a.	Death	All the vested Options shall be permitted to be exercised by the beneficiary within 1 (one) year from the date of death of the Eligible Employee unless otherwise permitted by the NRC on a written request by the Beneficiary of the deceased Eligible Employee.	All unvested Options granted to the Eligible Employee shall vest immediately in the beneficiary of the deceased Eligible Employee on date of demise of such Eligible Employee.
b.	Cessation due to permanent incapacity	All vested Options shall be permitted to be exercised by the Eligible Employee within 1 (one) year from the date of permanent incapacity, unless otherwise permitted by the NRC on a written request by such Eligible Employee or his /her beneficiary. If the Eligible Employee is not in a medical condition to exercise his vested Options, a medical certificate shall be produced with the along with an indemnity communication by the beneficiary.	All unvested Options granted to the Eligible Employee shall vest immediately on date of such permanent incapacity.
c.	Superannuation or Retirement	All vested Options shall be permitted to be exercised by the Eligible Employee within 5 (five) years from the date of vesting unless otherwise specifically permitted by the NRC on a written request by the Eligible Employee.	All unvested Options granted would vest as on date of retirement or superannuation, unless otherwise determined by the NRC.

S.No.	Event	Vested Options	Unvested Options
d.	For cause	All vested Options which were not exercised shall lapse on the cessation date.	All unvested Options granted to such Eligible Employee shall lapse on the cessation date.
		If an Eligible Employee is suspended or a show cause notice has been issued to an Eligible Employee or against whom an inquiry is being or has been initiated for any reason whatsoever including but not limited to any cause, all the Options granted to such Eligible Employee, may be suspended, or kept in abeyance or cancelled at the sole discretion of the NRC. In case of the Grants that have been suspended or kept in abeyance, the same may be acquired by the concerned Employee, only after the NRC specifically permits. Further, in case of such a situation, the NRC may direct that the vesting and/or exercise of Options be suspended till the conclusion of the said inquiry/proceedings.	
e.	Other reasons apart from that mentioned above	All vested Options as on the cessation date may be permitted by the Committee to be exercised by the Eligible Employee before the expiry of a period of 90 (ninety) days from the cessation date unless otherwise determined by the Committee on a written request by the Employee or his / her beneficiary.	All unvested Options on the cessation date shall lapse and stand forfeited, unless otherwise determined by the NRC in accordance with the ESOP 2026.
f.	Long Leave	Long leave of the Eligible Employee, taken with approval of the human resources (HR) department of the Company, shall not have any effect on the Options granted to him / her in accordance with the terms of this ESOP Plan as applicable to the Eligible Employee, unless otherwise decided by the Committee.	

21. Effective period of the ESOP 2026:

The ESOP 2026 shall come into effect on the date on which it is approved by the shareholders of the Company and shall continue to be in force until the earlier of: (i) the date on which all the Options available for issuance under the ESOP 2026 have been duly granted and exercised by the Eligible Employees, or have been forfeited or have lapsed (including the forfeited Options which have been reused for grant), and the NRC has determined that no further Options are to be granted under the ESOP 2026; or (ii) the date on which the ESOP 2026 is terminated by the Board in accordance with applicable laws. The Board may, subject to compliance with applicable laws, at any time alter, amend, suspend or terminate the ESOP 2026.

22. Other terms and conditions:

(a) An Eligible Employee shall not have the right to receive any dividend or to vote or in any manner or enjoy the benefits available to a shareholder in respect of Options granted to him/her, until the Shares are transferred to him/her upon exercise of such Options in accordance with the ESOP 2026.

(b) The Options granted to an Eligible Employee shall not be transferred (except in the case of death of the Eligible Employee, in accordance with the ESOP 2026), assigned, alienated, pledged, attached, hypothecated, mortgaged, sold or otherwise disposed of in any manner, and any attempted transfer in violation of these prohibitions shall be void ab initio and not enforceable against the Company or the ESOP Trust.

(c) The participation in the ESOP 2026 by any Eligible Employee shall not be construed as a guarantee of return on equity investment, and the Eligible Employees shall be subject to the risks associated with the holding of Shares.

In this background, the Company seeks your approval by way of a special resolution pursuant to:

(a) The provisions of the Companies Act, 2013 and the relevant rules and regulations framed thereunder, as may be applicable, read with Regulation 3 and Regulation 6 of the SEBI SBEB Regulations, for the implementation of ESOP 2026 through trust route, in agenda item no. 1;

(b) Regulation 6(3)(c) of the SEBI SBEB Regulations, a separate resolution, for extending and granting the Options under the ESOP 2026 to the eligible employees of its subsidiary company(ies), in India or outside India, of the Company, in agenda item no. 2 specifically to its subsidiary Whirlpool of India Kitchen Appliances Private Limited (formerly known as Elica PB Whirlpool Kitchen Appliances Private Limited); and

(c) Regulation 6(3)(a) of the SBEB Regulations, a separate resolution, for secondary acquisition up to 2% (two percent) of the paid-up capital of the Company as on 31st March, 2025 i.e., 25,00,000 equity shares by ESOP Trust under the ESOP 2026 in agenda item no. 3.

The Board accordingly recommends the Resolutions set out at Item No. 1, 2 and 3 for approval by the members of the Company as Special Resolution.

None of the Promoters of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions.

None of the directors, key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Options which may be granted to them, if any, pursuant to implementation of ESOP 2026.

Item No. 4

The Company intends to implement equity compensation scheme namely **'Whirlpool of India Employees Stock Option Plan 2026'** ("**ESOP 2026**") for which approval is sought from the members in separate resolutions at Item Nos. 1, 2 and 3. This proposed ESOP 2026 shall be administered through an irrevocable trust namely **'Employees Welfare Trust of Whirlpool of India'** ("**ESOP Trust**") to be set up by the Company. The ESOP 2026 contemplates acquisition of up to 2% (two percent) of the paid-up capital of the Company as on 31st March, 2025, comprising 25,00,000 equity shares of face value of INR 10/- (Rupees Ten only) each, fully paid-up ("**Shares**") of the Company, by way of secondary market acquisition of Shares by the ESOP Trust.

To enable the ESOP Trust to acquire Shares for the purpose of implementing all share based employee benefits schemes of the Company (including ESOP 2026), approval of the members is sought for the sanction of financial assistance by way of loan to the ESOP Trust by the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, provided that the aggregate amount of money provided by the Company for such purpose shall not exceed 5% (five per cent) of the aggregate of the paid-up share capital and free reserves of the Company as on 31st March, 2025. It is hereby clarified that such provision of loan to the ESOP Trust can be made from time to time, in one or more tranches, for the implementation of the ESOP 2026.

The amount provided shall be utilized by the ESOP Trust exclusively for the acquisition of Shares of the Company in accordance with the terms of the ESOP 2026 and other applicable laws.

The loan provided by the Company shall be with such interest as may be determined by the Board or the NRC (as applicable) from time to time, with tenure of such loan based on term of the ESOP 2026 and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares including realization of exercise price and any other eventual income of the ESOP Trust.

Necessary details in this regard are provided as under:

1. **The class of employees for whose benefit the scheme is being implemented and money is being provided for acquisition of Shares:**

   The ESOP 2026 is being implemented for the grant of Options to:

(a) Managing Director and Leadership team who were either beneficiaries of plans adopted by Whirlpool Corporation or were offered similar incentives as part of their compensation (subject to shareholders' approval) at the time of their hiring;

(b) N-2/N-3 level employees where "N" means Managing Director of the Company or as may be determined by the NRC in the future (which covers approximately 50-100 employees of the Company).

For the purposes of acquisition for Shares from the secondary market the Company will provide loan to the ESOP Trust, in accordance with the applicable provisions of the Companies Act, 2013 and the rules made thereunder, provided that the aggregate amount of money provided by the Company for such purpose shall not exceed 5% (five per cent) of the aggregate of the paid-up share capital and free reserves as on 31st March, 2025 of the Company. It is hereby clarified that such provision of loan to the ESOP Trust can be made from time to time, in one or more tranches, for the implementation of the ESOP 2026.

2. **The particulars of the Trustee or employees in whose favour such Shares are to be registered:**

The Trustees shall be the senior employees from HR, Legal and Finance department or any other employee as may be decided by the NRC/Board (subject to applicable law) along with Corporate Trustee. It is contemplated that designated trustees shall acquire and hold the Shares of the Company in due compliance of the SEBI SBEB Regulations and Companies Act, 2013, on behalf of the ESOP Trust, until such Shares are transferred to eligible employees upon exercise of vested Options. An Employee shall be a registered owner of Shares pursuant to exercise of vested Options and transfer of corresponding number of Shares by the trustee.

3. **The particulars of trust and details of trustees and their relationship with the promoters, directors or key managerial personnel, if any:**

The ESOP Trust is in the nature of an irrevocable trust with the name **'Employees Welfare Trust of Whirlpool of India'** having its principal office at Plot No. 40, Sector -44, Gurugram, Haryana-122001.

The Trustees shall be the senior employees from HR, Legal and Finance department or any other employee as may be decided by the NRC/Board (subject to applicable law) along with Corporate Trustee.

The Trustees have no relationship with the promoters, directors, or key managerial personnel of the Company.

4. **Any interest of key managerial personnel, directors or promoters in such scheme or trust and effect thereof:**

Promoters are not eligible to be covered under the ESOP 2026. However, the key managerial personnel and directors (except independent directors) are interested in the ESOP 2026 to the extent of Options granted/ that may be granted to them under ESOP 2026.

5. **The detailed particulars of benefits which will accrue to the employees from the implementation of the scheme:**

The maximum quantum of benefits underlying the Options granted to an Eligible Employee can be construed to be an amount equal to the appreciation in the fair value of the Company's equity shares determined as on the date of exercise of the Options, on the basis of difference between the Options' exercise price and the fair value of the equity shares on the exercise date.

Apart from the grant of Options as stated above, no other benefits are contemplated under the ESOP 2026.

6. **The details about who would exercise and how the voting rights in respect of the shares to be acquired under the scheme would be exercised:**

Until the Shares are transferred to the respective Eligible Employees upon exercise of the Options, the Trustees shall be recorded as the registered holders of such Shares held by them in their fiduciary capacity for and on behalf of the ESOP Trust.

The Trustees of the ESOP Trust shall not vote in respect of Shares held in the Trust as per the SEBI SBEB Regulations. In this circumstance, the voting rights can be exercised by an Eligible Employee only when the Shares are transferred by the ESOP Trust to him/her upon exercise.

None of the directors and / or key managerial personnel of the Company including their relatives are interested or concerned in the ESOP Trust/ resolution, except to the extent of their entitlements, if any, under the ESOP 2026.

In this background, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 4 of the Notice, in terms of Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the SBEB Regulations, for approving provision of loan by the Company for purchase of its own Shares by the ESOP Trust for the implementation of the ESOP 2026.

The Board accordingly recommends the Resolution set out at Item No. 4 for approval by the members of the Company as Special Resolution.

None of the Promoters of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

None of the directors, and key managerial personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolutions, except to the extent of their respective shareholding, if any, in the Company and number of Options which may be granted to them, if any, pursuant to implementation of they may be lawfully granted Options under ESOP 2026.

Item No. 5 & 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the Board) had, at its meeting held on 20th May, 2026, approved the appointment of Mr. Aditya Jain (DIN:09752995):

(a) As an Additional Director of the Company with effect from 21st July, 2026 until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier

(b) As an Executive Director - designated as Executive Director and Chief Financial Officer for a term of 5 (five) consecutive years with effect from 21st July, 2026, subject to necessary approvals.

The Board is pleased to welcome Mr. Aditya Jain to the Board of the Company and expresses confidence in his ability to play a pivotal role in guiding the Company through its next phase of growth and transformation. The Board, based on the recommendation of the Nomination and Remuneration Committee, considers the appointment of Mr. Aditya Jain in the interest of the Company and recommends the Ordinary Resolution as set out in the Notice for approval of shareholders. Accordingly, approval of the Shareholders is being sought on the appointment of Mr. Aditya Jain as an Executive Director of the Company along with the remuneration payable to him.

The Company has received notice under Section 160 of the Act proposing Mr. Aditya Jain's candidature as a Director of the Company. Mr. Aditya Jain is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The brief details about the proposed appointment & remuneration of Mr. Aditya Jain are given hereunder:

I. **Period of Appointment:** From July 21, 2026 upto July 20, 2031

II. **Remuneration**

Particulars	**Annual Gross (in INR)**
Basic Salary	8,721,120 per annum
Fixed Remuneration (including basic salary, allowances and retirals)	22,273,860 per annum
Variable Pay (at 0-400% of Target Annual Bonus amount depending on company performance parameters of the Company and individual performance)@	6,250,140 per annum (Target Annual Bonus)

Particulars	Annual Gross (in INR)
Perquisites (including Long Term Incentives)[$]	6,250,140 per annum as follows: - ESOP that will be granted on the implementation of Whirlpool of India ESOP Plan 2026 (This can vary within a range between 0-200% of the actual achievement of Company Performance Target based on the Company performance parameters, as approved by the Board of Directors)
Gratuity	As per statutory regulation
Total	3,53,20,554 per annum
Other Terms and Conditions	All terms and conditions as per the Company's policies will be applicable
Annual Increase in remuneration	As may be fixed by the Board of Directors from time to time not exceeding 25% per annum within the statutory limits.
Minimum Remuneration	In the absence or inadequacy of profits in any financial year, the remuneration including the perquisites will be paid in accordance with the applicable provisions of the Act read with Schedule V of the Companies Act, 2013
Maximum Remuneration	Except with the permission of the shareholders, the remuneration shall not exceed the limits specified under the provisions of section 197, 198 and other applicable provisions of the Act read with Schedule V of the Companies Act, 2013

[@]Annual Bonus amount is linked to: (1) business performance measured through the lens of net sales growth, profit before tax and net working capital percentage and (2) individual performance.

[$]The Company is in the process of taking shareholder approval on Whirlpool of India ESOP Plan 2026 and the options granted under the ESOP Plan 2026 will vest based on the actual achievement of the Company performance based on the company performance parameters i.e. net sales growth, profit before tax and net working capital percentage.

The parameters outlined above for determination of Annual Bonus and grant of options may vary from time to time and such variation shall be subject to the approval of Board and/or the Nomination and Remuneration Committee. Upon the approval of ESOP Plan 2026 first grant may happen in September/October 2026.

- Employer & Employee contribution to Provident Fund is included in the Fixed Remuneration.
- Mr. Jain will be entitled to Car Lease, coverage to Group Medical Insurance, Life and Accident Insurance, Leaves, reimbursement of expenses on mobile phone and internet at residence as per the Company policy.
- Mr. Jain will not be entitled to sitting fees for attending any Board or Committee meetings.
- The appointment can be terminated by Mr. Aditya Jain or the Company, by giving 3(three) calendar months notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice subject to adherence of Company's Policy or on such other terms as may be mutually agreed. Mr. Aditya Jain will be entitled to receive severance payment upon

termination/ separation of his employment in certain circumstances in accordance with the policy of the Company.

(All the above perquisites shall be valued as per Income-tax Rules, wherever applicable. In the absence of any such Rule, perquisites shall be valued at actual cost.)

The period of office of Mr. Aditya Jain shall be liable to determination by retirement of directors by rotation. If he is re-appointed as a director, immediately on retirement by rotation, he shall continue to hold office of Executive Director and such re-appointment as director shall not be deemed to constitute break in his appointment as an Executive Director. He will continue to be the Chief Financial Officer of the Company. He is also a Non-Executive Director of the subsidiary i.e. Whirlpool of India Kitchen Appliances Private Limited (formerly known as Elica PB Whirlpool Kitchen Appliances Private Limited) and draws nil remuneration from the subsidiary.

Based on the recommendation of Nomination and Remuneration Committee and given his expertise, knowledge and experience, the Board of Directors, consider appointment of Mr. Aditya Jain as the Executive Director (Key Managerial Personnel) to be in the interest of the Company and in view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Act, recommends the resolution set out at Resolution no. 5 & 6 of the Notice for approval of Members.

Save and except Mr. Aditya Jain and his relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6 of the Notice. Mr. Aditya Jain is not related to any Director of the Company.

Additional information pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings is provided in the Annexure to this Notice.

In view of the above, the Board recommends the Ordinary Resolution set out in Item No. 5 & 6 of the Notice for approval of the Members.

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

Sweta Srivastava
Company Secretary &
Compliance Officer
Membership No. ACS 27095

Place: Gurugram
Date: 16th July, 2026

ANNEXURE TO THE POSTAL BALLOT NOTICE:

Additional information on directors pursuant to the provisions of Regulation 36 of the SEBI Listing Regulations and Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India, as applicable:

Name of the Director	Aditya Jain
Director Identification Number (DIN)	09752995
Date of Birth, Age (years)	May 15, 1978, 48 years
Date of first appointment	July 21, 2026
Qualification, Brief Resume, Experience and Expertise in specific functional areas.	Mr. Aditya Jain is a seasoned professional with over 27 years of experience in various industries and managed P&L responsibility for large listed organisations. He is a member of Institute of Chartered Accountants of India and holds an Executive MBA degree from Faculty of Management Studies (FMS), Delhi University. He is also a qualified Company Secretary. Mr. Jain has vast experience in financial management, corporate governance and strategic leadership and has expertise in working closely with cross-functional teams and ensuring compliance with regulatory and corporate standards. He has been instrumental in driving large, organisation-wide business partnering and process improvement projects. He joined Whirlpool in 2011 and during his tenure at Whirlpool, he has handled various leadership roles across India and Asia Pacific region. He was appointed as CFO of the Company in 2020. Other than Whirlpool, Mr. Jain has also worked with organizations like Pepsico India, ICI Paints, Gillette etc.
Terms and conditions of appointment/ re-appointment	As per the resolution in Item No. 5 and 6 of this Notice, read with the explanatory statement thereto.
Relationship with other Directors/ Manager/Key Managerial Personnel	None
Last Remuneration drawn	INR 270.6 Lakhs*
Details of Remuneration sought to be paid	Refer notice and explanatory statement
Shareholding including shareholding as a beneficial owner in the Company	- Own and through relatives: 3,507 shares - Beneficial owner: NIL
Number of Meetings of the Board Meetings attended during the financial year (FY 2025-26)	Board Meetings: Not Applicable
List of Directorships held in other Companies (including listed companies, if any)	Whirlpool of India Kitchen Appliances Private Limited *(formerly known as Elica PB Whirlpool Kitchen Appliances Private Limited)*
Name of Listed Companies from which the Director has resigned in the past three years	NIL

List of Committees of Board of Directors, in which Member/Chairman	Whirlpool of India Limited - Risk Management Committee (Member) Whirlpool of India Kitchen Appliances Private Limited *(formerly known as Elica PB Whirlpool Kitchen Appliances Private Limited)* - Audit Committee (Member)

**Remuneration received in the FY 2025-26.*

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

Sweta Srivastava
Company Secretary &
Compliance Officer
Membership No. ACS 27095

Place: Gurugram
Date: 16th July, 2026