16.06.2020

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,

Subject - Submission of Annual Secretarial Compliance Report for the year ended March 31, 2020


Request you to take the same on record.

Thanking you

Yours faithfully

For Whirlpool of India Limited

Roopali Singh
Sr. Director - Legal & Company Secretary
Plot no. 40, Sector 44,
Gurugram, Haryana - 122002

Encl: As above
Secretarial compliance report of WHIRLPOOL OF INDIA LIMITED

for the year ended 31st March, 2020

1. N.C. Khanna (Company Secretaries) have examined:
   
   (a) all the documents and records made available to me and explanation provided by
       WHIRLPOOL OF INDIA LIMITED ("the listed entity"),
   
   (b) the filings/submissions made by the listed entity to the stock exchanges,
   
   (c) website of the listed entity,
   
   (d) any other document/filing, as may be relevant, which has been relied upon to make this
       certification,

   for the year ended 31st March, 2020 ("Review Period") in respect of compliance with the provisions of:

   (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations,
       circulars, guidelines issued thereunder; and

   (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the
       Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board
       of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have
been examined, include:-

- Securities and Exchange Board of India (Listing/Obligations and Disclosure
  Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure
  Requirements) Regulations, 2018;*
- Securities and Exchange Board of India (Substantial Acquisition of Shares and
  Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;*
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,
  2014;*
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations,
  2008;*
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and
  Redeemable Preference Shares) Regulations, 2013;*
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the
  extent of Regulation 76 of Securities and Exchange Board of India (Depositories and
  Participants) Regulations, 2018;
and circulars/guidelines issued thereunder;

* Not applicable because company did not carry out the activities covered by the regulations/guidelines during the audit period

and based on the above examination, I hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Compliance Requirement (Regulations/circulars/guidelines including specific clause)</th>
<th>Deviations</th>
<th>Observations/Remarks of the Practicing Company Secretary</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, and there are no deviations.</td>
<td>None</td>
<td>None</td>
</tr>
</tbody>
</table>

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Action taken by</th>
<th>Details of violation</th>
<th>Details of action taken e.g. fines, warning letter, debarment, etc.</th>
<th>Observations/remarks of the Practicing Company Secretary, if any.</th>
</tr>
</thead>
<tbody>
<tr>
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</table>

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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

<table>
<thead>
<tr>
<th>Sr. No</th>
<th>Observations of the Practicing Company Secretary in the previous reports</th>
<th>Observations made in the secretarial compliance report for the year ended 31st March, 2019</th>
<th>Actions taken by the listed entity, if any</th>
<th>Comments of the Practicing Company Secretary on the actions taken by the listed entity</th>
</tr>
</thead>
<tbody>
<tr>
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</table>

-----------------NIL-----------------