CODE OF PRACTICES AND PROCEDURES

FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION

1.1 Dealing and trading in Company's securities by its Directors, managers, company secretary, auditors or specific designated employees/persons or other persons connected to the Company based on certain unpublished price sensitive information which can materially impact the share price, is referred to as "Insider Trading". In order to prevent insider trading it is warranted that unpublished price sensitive information be made generally available at the earliest with a universal information dissemination process to avoid selective disclosure.

1.2 These Regulations contain a code for prompt and unbiased disclosures of unpublished price sensitive information. The SEBI (Prohibition of Insider Trading) Regulations 2015 to be effective from 15th May, 2015 as per notification No. LAD-NRO/GN/2014-15/21/85 dated 15th January, 2015 also require all companies listed on various stock exchanges to frame and upload on its website a code of practices and procedure for fair disclosure of unpublished price sensitive information.

1.3 As per the requirement of the Regulations, Whirlpool of India Limited (the 'Company' or 'WOI') has formulated this Code on practices and procedure for fair disclosure of unpublished price sensitive information, to be called as WOI Code of Practices and procedure for fair disclosure of unpublished price sensitive information (herein after referred to as the 'Code') which shall be effective from 15th May 2015.

1.4 Any subsequent modification and/ or amendments notified by SEBI to SEBI (Prohibition of Insider Trading) Regulations 2015 or otherwise applicable to this code shall automatically apply to this code.

2. OBJECTIVE AND SCOPE

At Whirlpool of India Ltd. (WOI) has all along been fully conscious of its moral obligation to the public in general and in particular its investors and stakeholders and is diligent in making price sensitive information public and make them generally available immediately. The objective of this Code is to lay down the procedure, practice and minimum standard to be followed in making unpublished price sensitive information public for the benefit of and compliance by all concerned.

3. IMPORTANT CONCEPTS AND DEFINITIONS

UNPUBLISHED PRICE SENSITIVE INFORMATION

Unpublished price sensitive information means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure

(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

(v) changes in key managerial personnel; and

(vi) material events in accordance with the listing agreement.

3.2 CHIEF INVESTOR RELATION OFFICER:-

Company Secretary of the company shall be Chief Investor Relation Officer for the purpose of this code.

4. PRINCIPLES OF FAIR AND PROMPT DISCLOSURE OF PRICE SENSITIVE INFORMATION

a) **P**rice sensitive information's, that would impact price discovery no sooner than credible and concrete information comes in to being, are promptly made public and generally available.

b) Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

c) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

d) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

e) Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

f) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

g) Handling of all unpublished price sensitive information on a need-to-know basis.

5. OVERSEEING AND CO-ORDINATING DISCLOSURE

a) Chief investor relation officer to oversee corporate disclosure.

b) Information disclosure/dissemination shall normally be approved in advance by the official designated for the purpose.

c) If information is accidentally disclosed without prior approval, the person responsible may inform the designated officer immediately, even if the information is not considered price sensitive.

6 RESPONDING TO MARKET RUMOURS

a) Any queries or requests for verification of market rumors sought by exchanges shall be replied after verifying the background and basis of the queries within reasonable period of time.

b) Chief Investor officer designated for corporate disclosure shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure.

7. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS

While organizing or dealing with analysts and institutional investors company will follow the following procedure:—

a) Only Public information to be provided – Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

b) Handling of unanticipated questions - Unanticipated questions that raise issues outside the intended scope of discussion may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

c) Simultaneous release of Information - Company shall make a press release or post relevant information on its website after every such meet. The company may also consider live webcasting of analyst meets.

8. MEDIUM OF DISCLOSURE/DISSEMINATION

Company shall ensure that disclosure/dissemination of information are done through various means to achieve maximum reach and quick dissemination. It shall ensure that disclosure to stock exchanges is made promptly and ensures that information filed with stock exchanges under continuous disclosure requirement is also made available on the company website.