

**Format for furnishing the details of employee benefit schemes involving dealings in secondary market, not covered under SEBI (ESOS and ESPS) Guidelines 1999**

1	Name of the Issuer	Godrej Consumer Products Limited (the " <b>Company</b> ")
2	Name of the Scheme	Godrej Consumer Products Limited Employee Stock Option Plan (the " <b>Plan</b> ")
3	Date of implementation	March 14, 2007
4	Mode of Implementation (Trust/Direct)	The Plan is administered by an independent trust viz. 'Godrej Consumer Products Limited ESOP Trust' (the " <b>Trust</b> "). IL&FS Trust Company Limited has been appointed as the trustee of the Trust.
5	Brief particulars about the Scheme (modus operandi)  Details of Trust, Trustees, and their relationship with Promoters or Directors of the company	<p>The Plan was instituted in March 2007 to attract, retain and reward employees of the Company and its subsidiaries, and motivate them.</p> <p>The Plan envisages the acquisition of a maximum of 4,500,000 equity shares of Re. 1 each the Company (the "<b>Shares</b>") from the secondary market by the Trust. The purchase of Shares by the Trust, for the purposes of implementation of the Plan, has been funded by a loan from the Company in terms of proviso (b) to section 77(2) of the Companies Act, 1956, as amended.</p> <p>The Shares were purchased by the Trust for granting options to the employees of the Company and its subsidiaries under the Plan.</p> <p><b>Vesting Period:</b> From the date of grant of the options to the eligible employees/directors of the Company and/or its subsidiary companies, the options vest within such period as may be prescribed by the Compensation Committees of the respective companies, which period cannot be less than 1 year and may extend upto 3 years from the date of grant of the options.</p> <p><b>Exercise Price:</b> Market price plus interest at such a rate not being less than the bank rate then prevailing compoundable on an annual basis for the period commencing from the grant date of and ending on the date of intimating exercise of the option to the Company. The 'market price' for this purpose would be the closing price of the Shares on the stock exchange with highest trading volume prior to the date of grant.</p> <p><b>Exercise Period and process of exercise:</b> From the date of vesting of the options, the employees of the Company and/or its subsidiary companies shall be entitled to exercise the options within such period as may be prescribed by the Compensation Committees of the respective companies, which period cannot exceed a period of 2 years from the date of the respective vesting of the options. The options would be exercisable by an employee on payment of the exercise price in cash to the Trust and submitting the requisite application form after which the Trust transfers the Shares to the demat account of the employee. The Trust utilizes the proceeds to repay the loan to the Company with applicable interest.</p>

		<p>The options will lapse if not exercised within the specified exercise period</p> <p><b><u>Details of the Trust</u></b></p> <p>The Plan is administered by an independent trust viz. 'Godrej Consumer Products Limited ESOP Trust'. IL&amp;FS Trust Company Limited has been appointed as the trustee of the Trust. They are not related to any of the promoters or Directors of the Company</p>
6	Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements	None of the promoters of the Company, persons belonging to the promoter group or directors of the Company are beneficiaries under the Plan.
7	No. of shares held by Trust/any other agency managing the scheme as on the date of the circular	92,050 Shares
8	How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013	<p>The Trust currently holds 92,050 Shares. All options granted under the Plan have already vested in the employees. The Company confirms that no further purchases would be made by the Trust from the secondary market. As the options have already vested, the Trust would hold Shares acquired under the Plan till the expiry of the exercise period i.e. till December 13, 2014, for transfer to employees as and when the options are exercised by them. The Shares corresponding to options which lapse or get cancelled (including due to non-exercise by the employees during the exercise period) shall be disposed off by the Trust within a period of 1 year from the date of expiry of the exercise period under the Plan i.e., on or before December 12, 2015 and the proceeds will be used by the Trust to repay the loan to the Company [. The Trust has not acquired any Shares from the secondary market after August 2009.</p> <p><i>Please note that we have submitted an application to SEBI to grant us an approval to follow the aforementioned approach. We are awaiting response from SEBI and will act as per their advise thereon.</i></p>
9	Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:	None
10	Details of secondary market purchases/sales by the company/Trust/ any other agency managing the scheme if any, since April 01, 2012	As per table 1 below



**Table 1**

<b>Sr. No</b>	<b>Date</b>	<b>Type of Transaction (Purchase/Sale)</b>	<b>No. of securities</b>	<b>Price at which Purchased/Sold</b>
1	November 23, 2012 November 26, 2012	Sale Sale	64012 20988	684.54 (Avg. rate) 697.49 (Avg. rate)

**For Godrej Consumer Products Limited**

*P Ganesh*

**P Ganesh  
Executive Vice President (Finance & Commercial)  
& Company Secretary**

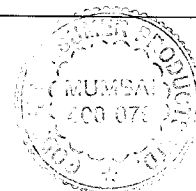


**Format for furnishing the details of employee benefit schemes involving dealings in secondary market, not covered under SEBI (ESOS and ESPS) Guidelines 1999**

1	Name of the Issuer:	<p>Godrej Sara Lee Limited ("<b>GSLL</b>")</p> <p>GSLL was merged with Godrej Consumer Products Limited (the "<b>Company</b>") with effect from April 1, 2010</p>
2	Name of the Scheme	Godrej Sara Lee Limited Employee Stock Option Plan (the " <b>Plan</b> ")
3	Date of implementation	June 8, 2007
4	Mode of Implementation (Trust/Direct)	The Plan is administered by an independent trust viz. 'Godrej Sara Lee Limited ESOP Trust' (the " <b>Trust</b> "). IL&FS Trust Company Limited has been appointed as the trustee of the Trust.
5	<p>Brief particulars about the Scheme (modus operandi)</p> <p>Details of Trust, Trustees, and their relationship with Promoters or Directors of the company</p>	<p>The Plan was instituted by GSLL in June 2007 to attract, retain and reward its employees of and motivate them.</p> <p>GSLL was an unlisted company in which the Godrej group held 49% and Sara Lee Corp held 51%. In FY 2008-09, the Company acquired 49% shares of GSLL through a scheme of arrangement with other companies in the Godrej Group. In May 2010, the Company acquired the balance 51% stake in GSLL and consequently name of GSLL was changed to Godrej Household Products Limited ("<b>GHPL</b>"). With effect from April 1, 2010, GHPL was amalgamated into the Company pursuant to a scheme of arrangement. Consequently the employees of GSLL became employees of the Company and also the outstanding loans of GSLL to the Trust came into the books of the Company.</p> <p><b>Particulars of the scheme</b></p> <p>Under the Plan, the Trust has acquired 2,129,000 equity shares of Re. 1 each Godrej Industries Limited ("<b>Shares</b>") from the secondary market against the loan funds from GSLL at an interest rate not less than the prevailing bank rate compoundable on an annual basis. The Shares so acquired are corresponding to the options granted to the employees.</p> <p><b>Vesting Period:</b></p> <p>Such period as prescribed by the HR and Compensation Committee of the Board of Directors of the Company (the "<b>Committee</b>") , which period cannot be less than one year and may extend up to five years from the date of grant of options. Vesting may occur in tranches, subject to the terms and conditions of vesting, as may be stipulated by the Committee.</p> <p>[In the event that during the 4th and 5th year of vesting period, the average of the closing market price of the shares of the company on the BSE Limited and The National Stock Exchange of India Limited on each day exceeds the exercise price by not less than Rs.50/- for a consecutive period of thirty days, the options shall be deemed to have vested on the day immediately following the 30<sup>th</sup> day, as determined by the Committee.</p>



		<p><b>Exercise Price:</b></p> <p>The exercise price shall be the market price prevailing on the stock exchange wherein higher volumes have been traded prior to the date of grant of options plus interest at a rate not less than the prevailing bank rate till June 30, 2012 or as may be decided by the Board of Directors of the Company and/or the Committee.</p> <p><b>Exercise Period and process of exercise:</b></p> <p>From the date of vesting of the options, the employees shall be entitled to exercise the options within such period as may be prescribed by the Committee, which period cannot exceed a period of three years from the respective vesting date of the options. The options would be exercisable by an employee on payment of the exercise price in cash to the Trust and submitting the requisite application form, after which the Trust will transfer the shares to the demat account of the employee. The Trust will utilize the proceeds to repay the loan to the Company with applicable interest.</p> <p><b>Details of the Trust</b></p> <p>The Plan is administered by an independent trust viz. 'Godrej Sara Lee Limited ESOP Trust'. IL&amp;FS Trust Company Limited has been appointed as the trustee of the Trust.. They are not related to any of the promoters or directors of the Company.</p>
6	Whether promoters/persons belonging to the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements	None of the promoters of the Company, persons belonging to the promoter group or directors of the Company are beneficiaries under the Plan.
7	No. of shares held by Trust/any other agency managing the scheme as on the date of the circular	1,175,000 Shares of Godrej Industries Limited
8	How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013	The Trust currently holds 1,175,000 Shares. Out of these, 330,000 options granted under the Plan have already vested in the employees.780,000 options shall vest in the employees on March 31, 2013 and the balance 65,000 options shall vest on May 31, 2013. [The Company confirms that no further purchases would be made by the Trust from the secondary market. The Trust would hold Shares acquired under the Plan till the last expiry till May 30, 2016, for transfer to employees as and when the options are exercised by them. The Shares corresponding to options which lapse or get cancelled (including due to non-exercise by the employees during the exercise period) shall be disposed off by the Trust within a period of 1 year from the date of expiry of the exercise period under the Plan i.e., on or before May 29, 2017 and the proceeds will be used by the Trust to repay the loan to the Company. The Trust has not acquired any Shares from the secondary market after June 2008.



		Please note that we have submitted an application to SEBI to grant us an approval to follow the aforementioned approach. We are awaiting response from SEBI and will act as per their advise thereon.
9	Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:	None
10	Details of secondary market purchases/sales by the company/Trust/ any other agency managing the scheme if any, since April 01, 2012	As per table 1 below  (The sale of Shares is on account of surplus Shares with the Trust on account of lapse of options of certain employees leaving the services of the Company)

**Table 1**

Sr. No.	Date	Type of Transaction (Purchase/Sale)	No of securities (Shares of Godrej Industries Limited)	Price at which Purchased/Sold
1	28-Sep-12	Sale	81,979	292.80 (Avg Rate)
2	03-Oct-12	Sale	180,000	291.68 (Avg Rate)
3	04-Oct-12	Sale	200,000	296.50 (Avg Rate)
4	05-Oct-12	Sale	66,547	291.65 (Avg Rate)
5	08-Oct-12	Sale	40,835	290.87 (Avg Rate)
6	15-Oct-12	Sale	100,000	291.37 (Avg Rate)
7	16-Oct-12	Sale	35,609	292.24 (Avg Rate)
8	17-Oct-12	Sale	17,500	290.25 (Avg Rate)
9	18-Oct-12	Sale	99,530	294.21 (Avg Rate)
10	22-Nov-12	Sale	47,545	290.69 (Avg Rate)
11	23-Nov-12	Sale	6,034	291.12 (Avg Rate)
12	26-Nov-12	Sale	27,704	290.10 (Avg Rate)
13	27-Nov-12	Sale	50,717	295.42 (Avg Rate)

**For Godrej Consumer Products Limited**

*P Ganesh*

**P Ganesh  
Executive Vice President (Finance & Commercial)  
& Company Secretary**



**Format for furnishing the details of employee benefit schemes involving dealings in secondary market, not covered under SEBI (ESOS and ESPS) Guidelines 1999**

1	Name of the Issuer:	Godrej Consumer Products Limited (the " <b>Company</b> ")
2	Name of the Scheme	Godrej Consumer Products Employee Stock Purchase Plan (the " <b>Plan</b> ")
3	Date of implementation	January 22, 2011
4	Mode of Implementation (Trust/Direct)	The Plan is administered by an independent trust viz. 'Godrej Consumer Products Limited ESOP Trust' (the " <b>Trust</b> "). IL&FS Trust Company Limited has been appointed as the trustee of the Trust
5	<p>Brief particulars about the Scheme (modus operandi)</p> <p>Details of Trust, Trustees, and their relationship with Promoters or Directors of the company</p>	<ul style="list-style-type: none"> <li>• The Plan was instituted in 2011.</li> <li>• The Trust has purchased 1,000,000 equity shares of Re. 1 each of the Company (the "<b>Shares</b>") from, for the purposes of implementation of the Plan, which has been funded by a loan from the Company in terms of proviso (b) to section 77(2) of the Companies Act.</li> <li>• The Trust holds the Shares for benefit of the eligible employee(s) (one of the eligibility criteria is that the employee should be in the cadre of Vice President or above), to whom the grants are made.</li> <li>• The Human Resource &amp; Compensation Committee of the Board of Directors has authorised the grant of particular number of Shares to the eligible employees of the Company based on eligibility criteria. The Trust then provides to the eligible employees, an option to subscribe to the Plan, on terms as are stipulated in Plan and the agreement entered into with such employee. Currently, the Plan has been extended only to the Managing Director of the Company. The grant made under this plan has vested in the employee on March 30, 2012. The employee is required to compulsorily acquire the Shares from the Trust within the exercise period. The employee acquires the Shares by payment of the 'market price' with interest at such a rate not being less than the bank rate then prevailing compoundable on an annual basis up to the date of exercise. In the event the Share price is below the exercise price during/on conclusion of the exercise period, the employee is required to compulsorily exercise the Shares at cost plus interest. The 'market price' here is the closing price on the stock exchanges on which Shares of the Company are traded prior to the date of the allotment, and on which the trading volume is highest.</li> <li>• Once an employee subscribes to the Plan, all the risk and rewards associated with the Shares remain with the employee.</li> <li>• The Trust will utilize the proceeds received from the employee upon exercise of grants to repay the loan extended by the Company, along with applicable interest.</li> </ul>

		<p><b>Details of the Trust</b></p> <ul style="list-style-type: none"> <li>The Plan is administered by an independent trust viz. 'Godrej Consumer Products Limited ESOP Trust'. IL&amp;FS Trust Company Limited has been appointed as the trustee of the Trust. They are not related to any of the promoters or directors of the Company.</li> </ul>
6	Whether promoters/persons belonging to the promoter of the promoter group/directors, are also beneficiaries in the scheme. If so, the details thereof and their entitlements	<p>The promoters of the Company and the persons belonging to the promoter group are not beneficiaries under the Plan.</p> <p>The benefits under the Plan have been given only to Mr. A Mahendran, Managing Director of the Company. A grant of 1,000,000 Shares was made to him under the Plan, which has vested on March 30, 2012. He is required to compulsorily exercise the same within two years from the vesting date)</p>
7	No. of shares held by Trust/any other agency managing the scheme as on the date of the circular	1,000,000
	How the Trust/agency is proposing to deal with the existing holding (whether to be transferred to the employees, or to be sold in the market for transferring the benefits to the employees, if so, details regarding proposed date of such transfer or sale shall be given) Such date shall not be later than June 30, 2013	<p>The Trust currently holds 1,000,000 Shares. The grant made under the Plan has already vested. The Trust proposes to retain 1,000,000 Shares until the exercise of such Shares by the employee or till the date of expiry of the exercise period under the Scheme III, i.e. March 29, 2014, whichever is earlier, for transfer to the employee. The proceeds will be used by the Trust to repay the loan to the Company.</p> <p><i>Please note that we have submitted an application to SEBI to grant us an approval to follow the aforementioned approach. We are awaiting response from SEBI and will act as per their advise thereon.</i></p>
8	Details of persons who are entitled to shares or benefits accruing out of the shares, which form part of more than 1 percent of the paid up share capital, as on the date of the circular in the following format:	None
9	Details of secondary market purchases/sales by the company/Trust/ any other agency managing the scheme if any, since April 01, 2012	None

For Godrej Consumer Products Limited

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**Executive Vice President (Finance & Commercial)**  
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