

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

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Information on Godrej Industries Limited Employees Stock Option Plan – II

- 1. Name of the Issuer:** Godrej Industries Limited (the “Company”)
- 2. Name of the Scheme:** Godrej Industries Limited Employees Stock Plan - II (GIL ESOP II)
- 3. Date of implementation:** Shareholders approval was sought on July 29, 2009
- 4. Mode of Implementation (Trust/Direct):** GIL ESOP II is administered by an independent trust viz.: Godrej Industries Limited Employees Stock Option Trust (the “Trust”). IL&FS Trust Company Limited has been appointed as the trustee of this Trust.
- 5. Brief particulars about the Scheme (modus operandi):**
Details of Trust, Trustees, and their relationship with Promoters or Directors of the company

GIL ESOP II was instituted to attract, retain and reward employees of the Company and its subsidiaries, and motivate them. The equity shares of the Company were purchased by the Trust for granting options under GIL ESOP II. The Trust is independent and the trustee viz.: IL&FS Trust Company Limited does not have any relationship with the Promoters or Directors of the Company.

- 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 promoter/persons belonging to the promoter group/ promoter directors are beneficiaries of GIL ESOP II.

- 7. No. of shares held by Trust/any other agency managing the scheme as on the date of the circular**

On February 12, 2013, the Trust held 9,17,250 equity shares of the Company of face value Re.1/- under GIL ESOP II.



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 held 9,17,250 Shares as on February 12, 2013 under GIL ESOP II. The Company confirms that no further purchases would be made by the Trust from the secondary market under GIL ESOP II. The Trust would hold Shares acquired under GIL ESOP II till the expiry of the exercise period i.e. till May 30, 2017, 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 GIL ESOP I i.e., on or before May 29, 2018 and the proceeds will be used by the Trust to repay the loan. The Trust has not acquired any Shares from the secondary market after August 2009. Further, the Plan would be suitably amended to align it with the provisions of the amended Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

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:

Name of the employee	Whether falling under Promoter/promoter group/directors	No. of entitled shares	% of such entitlement over the paid-up share capital	No. of shares transferred/ allotted to them/benefits of which is passed on to them out of (3)
(1)	(2)	(3)	(4)	(5)
----- NIL -----				

10. Details of secondary market purchases/sales by the company/Trust/ any other agency managing the scheme if any, since April 01, 2012 in the following format:

Sl.	Date	Type of Transaction (Purchase / Sale *)	No of Securities	Price at which purchased/ sold
----- NIL -----				

