

MONSANTO INDIA LIMITED
(CIN: L74999MH1949PLC007912)
REGD. OFFICE :
AHURA CENTRE, B WING, 5TH FLOOR
96, MAHAKALI CAVES ROAD, ANDHERI (EAST)
MUMBAI - 400 093. INDIA
PHONE +91 22 2824 6450 / 6702 9851
FAX +91 22 2824 4707 / 6702 3361

MONSANTO



June 5, 2019

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai – 400 051. Scrip Code: MONSANTO	The Manager Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 524084
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Dear Sir/Madam,

**PROCEEDINGS OF THE SHAREHOLDERS' MEETING CONDUCTED VIDE ORDER dated April 22, 2019 OF
NATIONAL COMPANY LAW TRIBUNAL ON TUESDAY, JUNE 4, 2019**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a summary of proceedings of the Shareholders' meeting vide Order dated April 22, 2019 of National Company Law Tribunal on Tuesday, June 4, 2019 at Rangaswar Hall, Y. B. Chavan Centre, Nariman Point, Mumbai – 400 021

You are requested to kindly take above information on your records.

Thanking you,
Yours faithfully,
FOR MONSANTO INDIA LIMITED

Monika Gupta

MONIKA GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS: 24820



SUMMARY OF THE PROCEEDINGS

National Company Law Tribunal (NCLT) Convened Meeting ("the Meeting") of the Equity Shareholders of the Company held on **June 04, 2019 at 11:00 a.m at Rangaswar Hall, Y. B. Chavan Centre, 4th Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai – 400 021.**

Mr. Sekhar Natarajan, Chairman informed that the Meeting is convened pursuant to the order of the NCLT, Mumbai Bench dated April 22, 2019 in the matter of Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders (the Scheme). He further informed that vide the said order, NCLT has appointed him as the chairman to preside over the meeting.

The requisite quorum being present, the Chairman called the meeting to order. Mr. Sekhar Natarajan, Non-Executive Non- Independent director, Mr. Ravishankar Cherukuri, Managing director and Mr. Pradeep Poddar, Independent director attended the meeting.

The Notice of the Meeting, the Explanatory Statement under section 230(3), of the Companies Act, 2013 read with rules framed thereunder and the Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders were dispatched to all the Shareholders. With the permission of the Members, the notice convening the meeting was taken as read. Thereafter, the Chairman provided brief background and rationale of the Scheme.

The following resolution set out in the notice convening the meeting was put up to the shareholders for voting:

Item No	Details of Resolution	Resolution Required
1.	Approval of Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders	Requisite Majority

The Chairman informed the Members that as required under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company had provided its shareholders the facility to cast their vote through postal ballot and remote electronic voting system administered by LinkIntime India Private Limited before the meeting. He further mentioned that the facility for voting through electronic means as well as ballot papers had been provided at the Meeting venue. The Chairman requested the Members, who were present at the Meeting but had not cast their votes by remote e-voting or postal ballot, could cast their vote at the Meeting.

The Chairman informed that Mr. Ganpati Nadkarni, Chartered Accountant in practice (Membership No. FCA 039297) was the Scrutinizer appointed vide order of the NCLT, Mumbai Bench dated April 22, 2019 to conduct the postal ballot process, remote e-voting and voting through electronic means as well as ballot papers at the Meeting, in an independent and fair manner.

The Chairman then invited the Members to speak at the Meeting on the resolution proposed at the Meeting and responded to all the queries raised by them.

The Chairman thanked the Members for attending and participating in the Meeting and requested the Members to cast their votes in case they have not exercised their rights through remote e-voting or through postal ballot. The Chairman instructed the Scrutinizer to oversee and complete the voting process. He informed the Members that the voting results will be made available on the website of the Company, BSE Ltd and NSE within 48 hours of the conclusion of the Meeting.



The meeting concluded at 11.35 a.m. and the facility to vote electronically as well as through ballot papers at the venue was provided to members for 30 minutes from 11.35 a.m. to 12.05 p.m.

The Scrutiniser has also submitted their consolidated reports on June 4, 2019. The resolution as set out in the Notice dated April 22, 2019 has been passed with requisite majority and the same has been intimated to Stock Exchanges and placed on the website of the Company.

Yours faithfully,
FOR MONSANTO INDIA LIMITED

A handwritten signature in black ink that reads "Monika Gupta".

MONIKA GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS: 24820