

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



**August 29, 2018**

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

Dear Sir/Madam,

**OUTCOME OF THE 68<sup>TH</sup> ANNUAL GENERAL MEETING HELD ON TUESDAY, AUGUST 28, 2018 AT  
RANGASWAR HALL, Y.B. CHAVAN CENTRE, NARIMAN POINT, MUMBAI – 400 021.**

This is with reference to our earlier communication regarding the Annual General Meeting of the Company. You may please note that the 68<sup>th</sup> Annual General Meeting of the Company was held on August 28, 2018 at 11.00 A.M. at Rangaswar Hall, Y.B. Chavan Centre, Nariman Point, Mumbai – 400 021.

The Company had provided the facility of remote e-voting and polling through e-voting at the venue to enable the shareholders to cast their votes in terms of the provisions of Companies Act, 2013 and also the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors had appointed Mr. Ganpati Nadkarni, Chartered Accountant in practice (Membership No. 5559, COP- 5137) as Scrutiniser for conducting and scrutinizing the e-voting and polling procedures in a fair and transparent manner. Pursuant to Article 92 of the Articles of Association of the Company, Mr. Jay D'souza (DP ID: IN 302814 Client ID: 11400235) was appointed as a second scrutinizer for scrutinizing voting through e-poll at the meeting.

The Scrutinisers have also submitted their consolidated reports on August 28, 2018. A copy of the same is enclosed for your reference. The details of the combined voting results (i.e. results of remote e-voting together with that of the e-voting conducted at the AGM) are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Thanking you,  
Yours faithfully,  
**FOR MONSANTO INDIA LIMITED**

**MONIKA GUPTA**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**ACS: 24820**





**OUTCOME OF VOTING AT THE ANNUAL GENERAL MEETING**  
**(As per Regulation 44(3) of Listing Regulations)**

|                                                                                         |                 |
|-----------------------------------------------------------------------------------------|-----------------|
| Date of Annual General Meeting                                                          | August 28, 2018 |
| Total number of shareholders as on book closure                                         | 17,805          |
| <b>Number of shareholders' present in the meeting either in person or through proxy</b> |                 |
| Promoters and promoter group                                                            | 2               |
| Public                                                                                  | 59              |
| <b>No. of shareholders attended the meeting through Video Conferencing</b>              |                 |
| Promoters and promoter group                                                            | Nil             |
| Public                                                                                  | Nil             |



| Monsanto India Limited                                                    |                |                    |                                                                        |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)                                          |                |                    | 1 - Adoption of Financial Statements for the year ended March 31, 2018 |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                     |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                    | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                    | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 12454044                                                               | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 12454044                                                               | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                                                | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1047512                                                                | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418221                                                                 | 11.4711                                 | 418151                   | 70                    | 99.9833                              | 0.0167                             |
|                                                                           | Poll           |                    | 749                                                                    | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                      | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 418970                                                                 | 11.4916                                 | 418900                   | 70                    | 99.9833                              | 0.0167                             |
| Total                                                                     |                | 17262748           | 13920526                                                               | 80.6391                                 | 13920456                 | 70                    | 99.9995                              | 0.0005                             |





| Monsanto India Limited                                                    |                |                    |                                                    |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|----------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)                                          |                |                    | 2 - Declaration of final dividend on equity shares |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                 |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 12454044                                           | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 12454044                                           | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                            | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1047512                                            | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418221                                             | 11.4711                                 | 418221                   | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 749                                                | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                  | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 418970                                             | 11.4916                                 | 418970                   | 0                     | 100.0000                             | 0.0000                             |
| Total                                                                     |                | 17262748           | 13920526                                           | 80.6391                                 | 13920526                 | 0                     | 100.0000                             | 0.0000                             |





| Monsanto India Limited                                                    |                |                    |                                                                   |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|-------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)                                          |                |                    | 3 - Reappointment of Mr. Sekhar Natarajan who retires by rotation |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                               | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                               | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 12454044                                                          | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                 | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                 | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>12454044</b>                                                   | <b>100.0000</b>                         | <b>12454044</b>          | <b>0</b>              | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                                           | 90.0815                                 | 967382                   | 80130                 | 92.3504                              | 7.6496                             |
|                                                                           | Poll           |                    | 0                                                                 | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                 | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>1047512</b>                                                    | <b>90.0815</b>                          | <b>967382</b>            | <b>80130</b>          | <b>92.3504</b>                       | <b>7.6496</b>                      |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418211                                                            | 11.4709                                 | 417991                   | 220                   | 99.9474                              | 0.0526                             |
|                                                                           | Poll           |                    | 749                                                               | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                 | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | <b>Total</b>   |                    | <b>418960</b>                                                     | <b>11.4914</b>                          | <b>418740</b>            | <b>220</b>            | <b>99.9475</b>                       | <b>0.0525</b>                      |
| <b>Total</b>                                                              |                | <b>17262748</b>    | <b>13920516</b>                                                   | <b>80.6391</b>                          | <b>13840166</b>          | <b>80350</b>          | <b>99.4228</b>                       | <b>0.5772</b>                      |



**MONSANTO**

(CIN: L74999MH1949PLC007912)



| Monsanto India Limited                                                    |                |                    |                                                                                                                                      |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|--------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)                                          |                |                    | 4 - Ratification of appointment of M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                                                                                   |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                                                  | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                                                  | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 12454044                                                                                                                             | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 12454044                                                                                                                             | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                                                                                                              | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1047512                                                                                                                              | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418211                                                                                                                               | 11.4709                                 | 417991                   | 220                   | 99.9474                              | 0.0526                             |
|                                                                           | Poll           |                    | 749                                                                                                                                  | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                                                    | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 418960                                                                                                                               | 11.4914                                 | 418740                   | 220                   | 99.9475                              | 0.0525                             |
| Total                                                                     |                | 17262748           | 13920516                                                                                                                             | 80.6391                                 | 13920296                 | 220                   | 99.9984                              | 0.0016                             |



**MONSANTO**

(CIN: L74999MH1949PLC007912)



| Monsanto India Limited                                                    |                |                    |                                                                           |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|---------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)                                          |                |                    | 5 - Confirmation of Mr. Bangla Bose Radhakrishna Mallipeddi as a Director |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                        |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                       | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                       | [3]=[2]/[1]*100                         | [4]                      | [5]                   | [6]=[4]/[2]*100                      | [7]=[5]/[2]*100                    |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 12454044                                                                  | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 12454044                                                                  | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                                                   | 90.0815                                 | 967382                   | 80130                 | 92.3504                              | 7.6496                             |
|                                                                           | Poll           |                    | 0                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1047512                                                                   | 90.0815                                 | 967382                   | 80130                 | 92.3504                              | 7.6496                             |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418211                                                                    | 11.4709                                 | 417991                   | 220                   | 99.9474                              | 0.0526                             |
|                                                                           | Poll           |                    | 749                                                                       | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                         | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 418960                                                                    | 11.4914                                 | 418740                   | 220                   | 99.9475                              | 0.0525                             |
| Total                                                                     |                | 17262748           | 13920516                                                                  | 80.6391                                 | 13840166                 | 80350                 | 99.4228                              | 0.5772                             |





| Monsanto India Limited                                                    |                |                    |                                                                                                 |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|-------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)                                          |                |                    | 6 - Approval of Related Party Transactions with ultimate holding company, Monsanto Company, USA |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | YES                                                                                             |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                             | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                             | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 0                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 0                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                                                                         | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1047512                                                                                         | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418211                                                                                          | 11.4709                                 | 417991                   | 220                   | 99.9474                              | 0.0526                             |
|                                                                           | Poll           |                    | 749                                                                                             | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                               | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 418960                                                                                          | 11.4914                                 | 418740                   | 220                   | 99.9475                              | 0.0525                             |
| Total                                                                     |                | 17262748           | 1466472                                                                                         | 8.4950                                  | 1466252                  | 220                   | 99.9850                              | 0.0150                             |





| Monsanto India Limited                                                    |                |                    |                                                                                                            |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Ordinary)                                          |                |                    | 7 - Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2018 |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                                                         |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                                                        | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                                                        | [3]=([2]/[1])*100                       | [4]                      | [5]                   | [6]=([4]/[2])*100                    | [7]=([5]/[2])*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 12454044                                                                                                   | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                          | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                          | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 12454044                                                                                                   | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                                                                                    | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                                                          | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                          | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1047512                                                                                                    | 90.0815                                 | 1047512                  | 0                     | 100.0000                             | 0.0000                             |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418211                                                                                                     | 11.4709                                 | 418141                   | 70                    | 99.9833                              | 0.0167                             |
|                                                                           | Poll           |                    | 749                                                                                                        | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                                                          | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 418960                                                                                                     | 11.4914                                 | 418890                   | 70                    | 99.9833                              | 0.0167                             |
| Total                                                                     |                | 17262748           | 13920516                                                                                                   | 80.6391                                 | 13920446                 | 70                    | 99.9995                              | 0.0005                             |





| Monsanto India Limited                                                    |                |                    |                                                                              |                                         |                          |                       |                                      |                                    |
|---------------------------------------------------------------------------|----------------|--------------------|------------------------------------------------------------------------------|-----------------------------------------|--------------------------|-----------------------|--------------------------------------|------------------------------------|
| Resolution Required : (Special)                                           |                |                    | 8 - Continuation of Mr. H. C. Asher as an Non-Executive Independent Director |                                         |                          |                       |                                      |                                    |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                |                    | NO                                                                           |                                         |                          |                       |                                      |                                    |
| Category                                                                  | Mode of Voting | No. of shares held | No. of votes polled                                                          | % of Votes Polled on outstanding shares | No. of Votes – in favour | No. of Votes –Against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|                                                                           |                | [1]                | [2]                                                                          | [3]={[2]/[1]}*100                       | [4]                      | [5]                   | [6]={[4]/[2]}*100                    | [7]={[5]/[2]}*100                  |
| Promoter and Promoter Group                                               | E-Voting       | 12454044           | 12454044                                                                     | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Poll           |                    | 0                                                                            | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                            | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 12454044                                                                     | 100.0000                                | 12454044                 | 0                     | 100.0000                             | 0.0000                             |
| Public Institutions                                                       | E-Voting       | 1162849            | 1047512                                                                      | 90.0815                                 | 1010712                  | 36800                 | 96.4869                              | 3.5131                             |
|                                                                           | Poll           |                    | 0                                                                            | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                            | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 1047512                                                                      | 90.0815                                 | 1010712                  | 36800                 | 96.4869                              | 3.5131                             |
| Public Non Institutions                                                   | E-Voting       | 3645855            | 418211                                                                       | 11.4709                                 | 417991                   | 220                   | 99.9474                              | 0.0526                             |
|                                                                           | Poll           |                    | 749                                                                          | 0.0205                                  | 749                      | 0                     | 100.0000                             | 0.0000                             |
|                                                                           | Postal Ballot  |                    | 0                                                                            | 0.0000                                  | 0                        | 0                     | 0.0000                               | 0.0000                             |
|                                                                           | Total          |                    | 418960                                                                       | 11.4914                                 | 418740                   | 220                   | 99.9475                              | 0.0525                             |
| Total                                                                     |                | 17262748           | 13920516                                                                     | 80.6391                                 | 13883496                 | 37020                 | 99.7341                              | 0.2659                             |



## **MONSANTO INDIA LIMITED**

Registered Office: Ahura Centre, 5th Floor, 96, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093.

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### **SCRUTINIZER'S REPORT**

**ELECTRONIC VOTING FACILITY AT THE VENUE OF THE  
68<sup>TH</sup> ANNUAL GENERAL MEETING OF MONSANTO INDIA  
LIMITED HELD ON TUESDAY  
AUGUST 28, 2018**

## Report of the Scrutinizer

To,

The Chairman

of the 68<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of MONSANTO INDIA LIMITED held on August 28, 2018, 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.

Dear Sir,

We, Ganpati Nadkarni, Chartered Accountant, Mumbai, and Mr. Jay Prabhu D'souza, Member, appointed by the Chairman as Scrutinizers for the purpose of scrutinizing the electronic voting (e-Voting) process of **MONSANTO INDIA LIMITED** ("the Company") in a fair and transparent manner for the below mentioned resolutions at the 68<sup>th</sup> AGM of the Company held on Tuesday, August 28, 2018, 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, submit our report as under:

- a) After the announcement by the Chairman of the AGM, the facility to vote electronically at the AGM venue was provided for thirty minutes from 11.27 A.M. to 11.57 A.M. in order to facilitate those Members present at the AGM who could not vote through Remote e-Voting to record their votes on the proposed resolutions. We took charge of the e-Voting process as the scrutinizers along with the authorized representatives of M/s Link Intime India Private Limited;
- b) The e-Voting platform at the AGM venue was provided by Link Intime India Private Limited.
- c) After the e-Voting at the AGM was concluded, the polling pads were taken over by the service provider and the votes casted electronically at the AGM venue were tabulated for the purpose of considering the total votes casted by the Members at the AGM venue. After the e-Voting at the AGM venue was completed, the votes were unblocked on August 28, 2018 around 12.05 P.M. in the presence of two witnesses viz., **Mr. Alwyn D'Souza** residing at B-002, Gr. Floor, Shreepati-2, Royal Complex, Mira Road East, Thane 401107 and **Mr. Shailesh Veer** residing at D/13, Janardan Apts, Shankar Ghanekar Marg, Dadar (W), Mumbai 400028, who are not in the employment of the Company;
- d) The Equity Shareholders holding shares as on August 21, 2018, "Cut off date/relevant date", were entitled to vote on the resolutions stated in the Notice calling the 68<sup>th</sup> Annual General Meeting of the Company.
- e) The results of e-Voting along with the list of shareholders who voted "For" and "Against" the below resolutions were provided by the Registrar & Transfer Agents, Link Intime India Private Limited.
- f) The results of the e-Voting conducted at venue of the AGM are as under:



1. **RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, comprising the audited Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss for the year ended on that date together with Notes and the Reports of the Directors and the Statutory Auditors thereon

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

2. **RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:**

To declare Final Dividend on equity shares

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

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3. **RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:**

**To appoint a Director in place of Mr. Sekhar Natarajan (DIN 01031445) who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

4. **RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:**

**To ratify the appointment of M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No : 105047W) as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM at such remuneration as may be mutually agreed between the Board of Directors and the auditors.**

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

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5. RESOLUTION NO.5 AS AN ORDINARY RESOLUTION:

To appoint of Mr. Bangla Bose Radha Krishna Mallipeddi (DIN: 07999286), as a Director, liable to retire by rotation

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

6. RESOLUTION NO.6 AS ORDINARY RESOLUTION:

Approval of Related Party Transactions for settlement of liability arising out of stock options scheme/other equity based awards granted by Monsanto Company, USA, within specified limits

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |



7. **RESOLUTION NO.7 AS AN ORDINARY RESOLUTION:**

**Ratification of remuneration payable to M/s ABK & Associates, Cost Accountants, for the financial year ending March 31, 2019.**

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

8. **RESOLUTION NO.8 AS A SPECIAL RESOLUTION:**

**Continuation of Mr. H.C. Asher as Non- Executive Independent Director beyond the age of 75 years**

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 30                                     | 749                          | 100.00%                               |

(ii) Voted **against** the resolution:

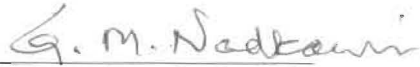
| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

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The relevant records relating to the e-Voting conducted at the AGM venue shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the 68<sup>th</sup> AGM and, the same shall thereafter be handed over to the Chairman or the Company Secretary of the Company for safe keeping.



**Ganpati M. Nadkarni**  
Chartered Accountant  
FCA no.39297



**Jay Prabhu D'souza**  
Member  
DP ID : IN302814  
Client ID :11400235

Place : Mumbai  
Date : August 28, 2018

We the undersigned witnesseth that the votes were unblocked from the e-Voting in our presence at 12.05 P.M. on August 28, 2018 at the venue of the 68<sup>th</sup> Annual General Meeting of MONSANTO INDIA LIMITED.



**Mr. Alwyn D'Souza**  
B-002, Gr. Floor, Shreepati-2, Royal Complex, Mira Road East, Thane 401107



**Mr. Shailesh Veer**  
D/13, Janardan Apts, Shankar Ghanekar Marg, Dadar (W), Mumbai 400028

# **MONSANTO INDIA LIMITED**

Registered Office: Ahura Centre, 5th Floor, 96, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093.

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## **COMBINED SCRUTINIZER'S REPORT**

**ON**

**REMOTE E-VOTING & ELECTRONIC VOTING CONDUCTED AT  
THE 68<sup>TH</sup> ANNUAL GENERAL MEETING OF MONSANTO INDIA  
LIMITED HELD ON TUESDAY,  
AUGUST 28, 2018**

## Report of the Scrutinizer's

To,

**The Chairman**

of the 68<sup>th</sup> Annual General Meeting of the Equity Shareholders of MONSANTO INDIA LIMITED held on August 28, 2018, 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.

Sub: Passing of Resolution(s) through electronic voting pursuant to section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.

Dear Sir,

We, Ganpati Nadkarni, Chartered Accountant, Mumbai, appointed by the Board of Directors of **Monsanto India Limited** ( "the Company") as the Scrutinizer for the Remote e-Voting process as well as to scrutinize the electronic voting conducted at the venue of the Annual General Meeting (AGM) (**hereinafter referred to as "the e-Voting"**) pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

And Mr. Jay Prabhu D'souza, member having DP ID IN302814 and Client ID 11400235 and residing at H503, Timber Green Park, Dahisar (E), Mumbai 400068 appointed as Scrutinizer by the Chairman of the meeting for the purpose of scrutinizing the electronic voting (e-Voting) process of the Company in a fair and transparent manner for the below mentioned resolutions at the 68<sup>th</sup> Annual General Meeting ("AGM") of the Company held on Tuesday, August 28, 2018, 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.

We say that, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and we submit our report as under:

- a) The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the electronic voting provided at the venue of the AGM) to the Members on the resolutions proposed in the Notice calling the 68<sup>th</sup> AGM of the Company was the responsibility of the management. Our responsibility as a scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner, and render a consolidated scrutinizer's report on the voting to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by the Company's R&T Agents, M/s. Link Intime India Private Limited.
- b) The remote e-voting was concluded on August 27, 2018, at 5.00 p.m.



- c) At the 68<sup>th</sup> AGM of the Company held on Tuesday August 28, 2018, the Chairman at the end of the discussions on the resolutions, announced that the facility to vote electronically has been provided to facilitate voting for those Members who were present at the Meeting but could not participate in the Remote e-Voting to record their votes on the resolutions to be passed.
- d) The votes were unblocked on August 28, 2018 around 12.05 P.M. in the presence of two witnesses viz., **Mr. Alwyn D'Souza** residing at B-002, Gr. Floor, Shreepati-2, Royal Complex, Mira Road East, Thane 401107 and **Mr. Shailesh Veer** residing at D/13, Janardan Apts, Shankar Ghanekar Marg, Dadar (W), Mumbai 400028, who are not in the employment of the Company
- e) We have issued separate scrutinizer's reports dated August 28, 2018 on the remote e-Voting and e-voting conducted at the venue of the AGM and we hereby submit a consolidated scrutinizer's report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the Notice of the aforesaid 68<sup>th</sup> AGM.
- f) The results of the Remote e-Voting together with that of the voting conducted at venue of the AGM by way of electronic voting are as under.

1. **RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:**

**To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, comprising the audited Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss for the year ended on that date together with Notes and the Reports of the Directors and the Statutory Auditors thereon**

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 49                      | 13919707                     | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>79</b>               | <b>13920456</b>              | <b>100.00</b>                         |

(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 01                      | 70                           | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>01</b>               | <b>70</b>                    | <b>0.00</b>                           |



(iii) **Invalid votes:**

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | NIL                                                       | NIL                                |
| Electronic voting at the AGM | NIL                                                       | NIL                                |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

## 2. **RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:**

### **To declare a Final Dividend on equity shares**

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 50                      | 13919777                     | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>80</b>               | <b>13920526</b>              | <b>100.00</b>                         |

(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | NIL                     | NIL                          | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>NIL</b>              | <b>NIL</b>                   | <b>NIL</b>                            |

(iii) **Invalid votes:**

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | NIL                                                       | NIL                                |
| Electronic voting at the AGM | NIL                                                       | NIL                                |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

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3. **RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:**

**To appoint a Director in place of Mr. Sekhar Natarajan (DIN 01031445) who retires by rotation and being eligible, offers himself for re-appointment.**

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 38                      | 13839417                     | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>68</b>               | <b>13840166</b>              | <b>99.42</b>                          |

(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 11                      | 80350                        | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>11</b>               | <b>80350</b>                 | <b>0.58</b>                           |

(iii) **Invalid** votes:

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | NIL                                                       | NIL                                |
| Electronic voting at the AGM | NIL                                                       | NIL                                |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

4. **RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:**

**To ratify the appointment of M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No : 105047W) as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM at such remuneration as may be mutually agreed between the Board of Directors and the auditors.**

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 47                      | 13919547                     | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>77</b>               | <b>13920296</b>              | <b>100.00</b>                         |



(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 02                      | 220                          | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>02</b>               | <b>220</b>                   | <b>0.00</b>                           |

(iii) **Invalid** votes:

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | NIL                                                       | NIL                                |
| Electronic voting at the AGM | NIL                                                       | NIL                                |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

5. **RESOLUTION NO.5 AS AN ORDINARY RESOLUTION:**

**To appoint of Mr. Bangla Bose Radha Krishna Mallipeddi (DIN: 07999286), as a Director, liable to retire by rotation**

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 38                      | 13839417                     | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>68</b>               | <b>13840166</b>              | <b>99.42</b>                          |

(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 11                      | 80350                        | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>11</b>               | <b>80350</b>                 | <b>0.58</b>                           |



(iii) **Invalid votes:**

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | NIL                                                       | NIL                                |
| Electronic voting at the AGM | NIL                                                       | NIL                                |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

6. **RESOLUTION NO.6 AS AN ORDINARY RESOLUTION:**

**Approval of Related Party Transactions for settlement of liability arising out of stock options scheme/other equity based awards granted by Monsanto Company, USA, within specified limits**

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 45                      | 1465503                      | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>75</b>               | <b>1466252</b>               | <b>99.98</b>                          |

(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 02                      | 220                          | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>02</b>               | <b>220</b>                   | <b>0.02</b>                           |

(iii) **Invalid votes:**

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | NIL                                                       | NIL                                |
| Electronic voting at the AGM | NIL                                                       | NIL                                |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

7. **RESOLUTION NO.7 AS AN ORDINARY RESOLUTION:**

**Ratification of remuneration payable to M/s ABK & Associates, Cost Accountants, for the financial year ending March 31, 2019.**

*for*

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 48                      | 13919697                     | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>78</b>               | <b>13920446</b>              | <b>100.00</b>                         |

(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 01                      | 70                           | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>01</b>               | <b>70</b>                    | <b>0.00</b>                           |

(iii) **Invalid** votes:

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | NIL                                                       | NIL                                |
| Electronic voting at the AGM | NIL                                                       | NIL                                |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

8. **RESOLUTION NO.8 AS A SPECIAL RESOLUTION:**

**Continuation of Mr. H.C. Asher as Non-Executive Independent Director beyond the age of 75 years**

(i) Voted **in favour** of the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 45                      | 13882747                     | -                                     |
| Electronic voting at the AGM | 30                      | 749                          | -                                     |
| <b>TOTAL</b>                 | <b>75</b>               | <b>13883496</b>              | <b>99.73</b>                          |

(ii) Voted **against** the resolution:

| Particulars of Voting        | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|------------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote e-Voting              | 04                      | 37020                        | -                                     |
| Electronic voting at the AGM | NIL                     | NIL                          | -                                     |
| <b>TOTAL</b>                 | <b>04</b>               | <b>37020</b>                 | <b>0.27</b>                           |

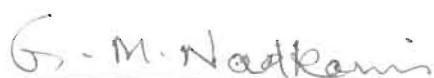


(iii) **Invalid votes:**

| Particulars of Voting        | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|------------------------------|-----------------------------------------------------------|------------------------------------|
| Remote e-Voting              | <b>NIL</b>                                                | <b>NIL</b>                         |
| Electronic voting at the AGM | <b>NIL</b>                                                | <b>NIL</b>                         |
| <b>TOTAL</b>                 | <b>NIL</b>                                                | <b>NIL</b>                         |

All the relevant records of Voting is under our safe custody until the Chairman considers, approves and signs the Minutes of the 68<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking you,  
Yours faithfully,



**Ganpati M. Nadkarni**  
Chartered Accountant  
FCA no.39297



**Jay Prabhu D'souza**  
Member  
DP ID : IN302814  
Client ID :11400235

Place : Mumbai  
Date : August 28, 2018

Countersigned by :

For **MONSANTO INDIA LIMITED**  
Company Secretary

# **MONSANTO INDIA LIMITED**

Registered Office: Ahura Centre, 5th Floor, 96, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093.

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## **SCRUTINIZER'S REPORT**

**REMOTE ELECTRONIC VOTING FOR THE 68<sup>H</sup> ANNUAL  
GENERAL MEETING OF MONSANTO INDIA LIMITED HELD  
ON AUGUST 28, 2018**

## Report of the Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman  
of the 68<sup>th</sup> Annual General Meeting of the Equity Shareholders of MONSANTO INDIA LIMITED held on August 28, 2018, 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.

Dear Sir,

I, Ganpati M. Nadkarni, Chartered Accountant, Mumbai, appointed as the Scrutinizer by the Board of Directors of the Monsanto India Limited for the purpose of scrutinizing the remote electronic voting ("e-voting") process of **MONSANTO INDIA LIMITED** ("the Company") in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice calling the 68<sup>th</sup> Annual General Meeting of the Company held on August 28, 2018, submit my report as under:

- a) The remote e-voting period commenced on August 24, 2018, from 9.00 AM and concluded on August 27, 2018, at 5.00 PM. The remote e-voting services were provided by Link Intime India Private Limited (LIPL).
- b) The votes were unblocked on August 28, 2018, after the conclusion of the Annual General Meeting in the presence of two witnesses, whose details are given below, and who are not in the employment of the Company.
- c) The Equity Shareholders holding shares as on August 21, 2018, ("Cut off date/relevant date") were entitled to vote on the resolutions stated in the Notice calling the 68<sup>th</sup> Annual General Meeting of the Company.
- d) The results of remote e-Voting along with the list of shareholders who voted "For" and "Against" the below resolutions were downloaded from the e-voting website of LIPL.
- e) The results of the remote e-voting are as under:



1. RESOLUTION NO.1 AS AN ORDINARY RESOLUTION:

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018, comprising the audited Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss for the year ended on that date together with Notes, and the Reports of the Directors and the Statutory Auditors thereon

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 49                                     | 13919707                     | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 01                                     | 70                           | 0.00%                                 |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

2. RESOLUTION NO.2 AS AN ORDINARY RESOLUTION:

To declare a Final Dividend on equity shares

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 50                                     | 13919777                     | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| NIL                                    | NIL                          | NIL                                   |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

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3. RESOLUTION NO.3 AS AN ORDINARY RESOLUTION:

To appoint a Director in place of Mr. Sekhar Natarajan (DIN 01031445) who retires by rotation and being eligible, offers himself for re-appointment

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 38                                     | 13839417                     | 99.42%                                |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 11                                     | 80350                        | 0.58%                                 |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

4. RESOLUTION NO.4 AS AN ORDINARY RESOLUTION:

To ratify the appointment of M/s. MSKA & Associates, Chartered Accountants, (Firm Registration No : 105047W) as Statutory Auditors of the Company from the conclusion of this AGM till the conclusion of the next AGM at such remuneration as may be mutually agreed between the Board of Directors and the auditors.

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 47                                     | 13919547                     | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 2                                      | 220                          | 0.00%                                 |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

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5. **RESOLUTION NO.5 AS AN ORDINARY RESOLUTION:**

**To appoint of Mr. Bangla Bose Radha Krishna Mallipeddi (DIN: 07999286), as a Director, liable to retire by rotation**

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 38                                     | 13839417                     | 99.42%                                |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 11                                     | 80350                        | 0.58%                                 |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

6. **RESOLUTION NO.6 AS AN ORDINARY RESOLUTION:**

**Approval of Related Party Transactions for settlement of liability arising out of stock options scheme/other equity based awards granted by Monsanto Company, USA, within specified limits**

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 45                                     | 1465503                      | 99.98%                                |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 02                                     | 220                          | 0.02%                                 |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

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7. RESOLUTION NO.7 AS AN ORDINARY RESOLUTION:

Ratification of remuneration payable to M/s ABK & Associates, Cost Accountants, for the financial year ending March 31, 2019.

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 48                                     | 13919697                     | 100.00%                               |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 01                                     | 70                           | 0.00%                                 |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |

8. RESOLUTION NO.8 AS A SPECIAL RESOLUTION:

Continuation of Mr. H.C. Asher as Non- Executive Independent Director beyond the age of 75 years

(i) Voted **in favour** of the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 45                                     | 13882747                     | 99.73%                                |

(ii) Voted **against** the resolution:

| Number of members voted electronically | Number of votes cast by them | % of total number of valid votes cast |
|----------------------------------------|------------------------------|---------------------------------------|
| 4                                      | 37020                        | 0.27%                                 |

(iii) **Invalid/abstain** votes:

| Total number of members whose votes were declared invalid/abstain | Total number of votes cast by them |
|-------------------------------------------------------------------|------------------------------------|
| NIL                                                               | NIL                                |



The relevant records relating to the remote electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the 68<sup>th</sup> Annual General Meeting and the same shall thereafter be handed over to the Chairman or the Company Secretary of the Company for safe keeping.



**Ganpati M. Nadkarni**  
Chartered Accountant  
FCA no.39297

Date : August 28, 2018  
Place : Mumbai

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Link Intime India Private Limited (<https://instavote.linkintime.co.in>) in our presence at 12.05 P.M. on August 28, 2018 at the venue of the 68<sup>th</sup> Annual General Meeting of MONSANTO INDIA LIMITED.



**Mr. Alwyn D'Souza**  
B-002, Gr. Floor, Shreepati-2, Royal Complex, Mira Road East, Thane 401107



**Mr. Shailesh Veer**  
D/13, Janardan Aprts, Shankar Ghanekar Marg, Dadar (W), Mumbai 400028