

MONSANTO



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

May 25, 2016

**The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai – 400 051.**

Dear Sir / Madam,

**Sub: Compliance under Regulation 30 of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Monsanto Company (USA) has issued a press release dated May 24, 2016 in relation to an unsolicited, non-binding proposal from Bayer AG for a potential acquisition of Monsanto. A copy of the press release is enclosed herewith.

We request you to disseminate the above on your website for the information of the shareholders of Monsanto India Limited.

Thanking you,

Yours faithfully,

For **MONSANTO INDIA LIMITED**

**CHANDANA DHAR
COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl: as above



Monsanto Views Bayer's Current Proposal as Incomplete and Financially Inadequate; Company Open to Discussing Potential Path Forward That Would Create Appropriate Value for Monsanto Shareowners

Release Date:

Tuesday May 24, 2016

Terms:

Corporate

Dateline City:

ST. LOUIS

ST. LOUIS--(**BUSINESS WIRE**)--Monsanto Company (NYSE: MON) today announced that its Board of Directors unanimously views the Bayer AG proposal as incomplete and financially inadequate, but is open to continued and constructive conversations to assess whether a transaction in the best interest of Monsanto shareowners can be achieved.

"We believe in the substantial benefits an integrated strategy could provide to growers and broader society, and we have long respected Bayer's business," said Hugh Grant, Monsanto Chairman and CEO. "However, the current proposal significantly undervalues our company and also does not adequately address or provide reassurance for some of the potential financing and regulatory execution risks related to the acquisition."

There is no assurance that any transaction will be entered into or consummated, or on what terms. The Monsanto Board of Directors has not set a timeline for further discussions and Monsanto does not intend to make further comment at this time.

Morgan Stanley & Co. and Ducera Partners are acting as financial advisors, and Wachtell, Lipton, Rosen & Katz is acting as legal advisor, to Monsanto.

About Monsanto Company

Monsanto is committed to bringing a broad range of solutions to help nourish our growing world. We produce seeds for fruits, vegetables and key crops – such as corn, soybeans, and cotton – that help farmers have better harvests while using water and other important resources more efficiently. We work to find sustainable solutions for soil health, help farmers use data to improve farming practices and conserve natural resources, and provide crop protection products to minimize damage from pests and disease. Through programs and partnerships, we collaborate with farmers, researchers, nonprofit organizations, universities and others to help tackle some of the world's biggest challenges. To learn more about Monsanto, our commitments and our more than 20,000 dedicated employees, please visit: discover.monsanto.com and monsanto.com. Follow our business on Twitter® at twitter.com/MonsantoCo, on the company blog, Beyond the Rows® at monsantoblog.com or subscribe to our [News Release RSS Feed](#).

Cautionary Statements Regarding Forward-Looking Information:

Certain statements contained in this release are "forward-looking statements," such as statements concerning the company's anticipated financial results, current and future product performance, regulatory approvals, business and financial plans and other non-historical facts. These statements are based on current expectations and currently available information. However, since these statements are based on factors that involve risks and uncertainties, the company's actual performance and results may differ materially from those described or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, among others: continued competition in seeds, traits and agricultural chemicals; the company's exposure to various contingencies, including those related to intellectual property protection, regulatory compliance and the speed with which approvals are received, and public understanding and acceptance of our biotechnology and other agricultural products; the success of the company's research and development activities; the outcomes of major lawsuits; developments related to foreign currencies and economies; the impact of exploring, responding to, entering into or consummating potential acquisitions or other transactions and proposals; fluctuations in commodity prices; compliance with regulations affecting our manufacturing; the accuracy of the company's estimates related to distribution inventory levels; the recent increases in and expected higher levels of indebtedness; the company's ability to fund its short-term financing needs and to obtain payment for the products that it sells; the effect of weather conditions, natural disasters, accidents, and security breaches, including cybersecurity incidents, on the agriculture business or the company's facilities; and other risks and factors detailed in the company's most recent periodic report to the SEC. Undue reliance should not be placed on these forward-looking statements, which are current only as of the date of this release. The company disclaims any current intention or obligation to update any forward-looking statements or any of the factors that may affect actual results.

Language:

English

Contact:

Monsanto Company
Media:
Sara Miller, 314-694-5824

or
Investors
Laura Meyer, 314-694-8148

Ticker Slug:

Ticker: MON
Exchange: NYSE

Source URL: <http://news.monsanto.com/press-release/corporate/monsanto-views-bayers-current-proposal-incomplete-and-financially-inadequate>