

MONSANTO



MONSANTO INDIA LIMITED
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July 20, 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 July 19, 2016 in relation to Monsanto's views on Bayer's revised proposal 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



Published on *Monsanto Newsroom* (<http://news.monsanto.com>) on Tuesday July 19, 2016

Monsanto Views Bayer's Revised Proposal as Financially Inadequate and Insufficient to Ensure Deal Certainty

Release Date:

Tuesday July 19, 2016

Terms:

[Corporate](#) [Financial](#)

Dateline City:

ST. LOUIS

ST. LOUIS--(BUSINESS WIRE)--Monsanto Company (NYSE: MON) today announced that its Board of Directors unanimously views Bayer AG's revised proposal as financially inadequate and insufficient to ensure deal certainty. Monsanto remains open to continued and constructive conversations with Bayer and other parties to assess whether a transaction that the Board believes is in the best interest of Monsanto shareowners can be realized. There is no assurance that any transaction will be entered into or consummated, or on what terms.

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.

Important Information:

If Bayer or one of its affiliates commences a tender offer for shares of Monsanto common stock, Monsanto will file with the Securities and Exchange Commission a Solicitation/Recommendation Statement on Schedule 14D-9. MONSANTO SHAREOWNERS ARE ADVISED TO READ MONSANTO'S SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IF AND WHEN THEY BECOME AVAILABLE BEFORE MAKING ANY DECISION WITH RESPECT TO ANY TENDER OFFER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Shareowners may obtain a copy of the Solicitation/Recommendation Statement on Schedule 14D-9 (if and when it becomes available), as well as any other documents filed by Monsanto in connection with any tender offer by Bayer or one of its affiliates, free of charge at the SEC's website at www.sec.gov. In addition, investors and security holders will be able to obtain free copies of these documents from Monsanto by directing a request to Corporate Secretary, Monsanto Company, 800 North Lindbergh Boulevard, St. Louis, Missouri 63167, or by calling (314) 694-8148.

Language:

English