

MONSANTO INDIA LIMITED
(CIN: L74999MH1949PLC007912)

REGD. OFFICE :

AHURA CENTRE, B WING, 5TH FLOOR

96, MAHAKALI CAVES ROAD, ANDHERI (EAST)

MUMBAI - 400 093, INDIA

PHONE +91 22 2824 6450 / 6702 9851

FAX +91 22 2824 4707 / 6702 3361

MONSANTO



August 21, 2018

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

Sub: Compliance under Regulation 26(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015 – Obligations of the Target Company

Pursuant to Regulation 26(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, the written reasoned recommendations of the Independent directors Committee on the open offer received by the Company from Bayer Aktiengesellschaft (the “Acquirer”) alongwith Bayer CropScience Limited (the “PAC”) for the acquisition of 26% of the fully diluted voting equity share capital of the Company, has been published in the following newspapers on August 20, 2018:

1. Financial Express – All Editions,
2. Jansatta – All Edition
3. Loksatta – Mumbai Editions

Copy of the recommendations published has been enclosed. This is for dissemination to the shareholders.

Thanking you,

Yours faithfully,

For **MONSANTO INDIA LIMITED**

Monika Gupta

Company Secretary & Compliance Officer

ALLAHABAD BANK

(A Govt. of India Undertaking)
OFFICE - MUMBAI

Dr. Annie Besant Road, Worli, Mumbai-400025.
2-24964644, E-mail: zo.mum@allahabadbank.in

Date: 14.08.2018

E (For Immovable Property)

y Interest (Enforcement) Rules, 2002]

ised officer of the Allahabad Bank, under the
of Financial Assets and Enforcement of Security
s conferred under section 13(12) read with rule 3 of
t) Rules, 2002 issued Demand Notice dated
er 1) M/s. Omkar Gratings Pvt. Ltd. (Borrower)
or) 3) Mrs. Neeta Kaushik Upadhyay (Director)
(Director) to repay the amount mentioned in the
tupes Ten Crores Sixty One Lacs Twenty One
Three Paise Forty Only) within 60 days from the

to repay the amount, notice is hereby given to the
general that the undersigned has taken possession
ow in exercise of powers conferred on him under
rule 8 of the said rules, on this 14th day of August

and the public in general is hereby cautioned not to
gs with the property will be subject to the charge of
l of Rs. 10,61,21,873.40 and interest and other
d notice.

the provisions of sub-section (8) of section (13) of
e, to redeem the secured assets.

THE IMMOVABLE PROPERTY

uated at Basement of Hema Industrial Estate
o. A-4, Survey No. 46, Hiss No. 8, CTS No. 160
ya Nagar, Rajmata Jijabai Road, Jogeshwari
in the name of Omkareshwar Engineering
oad, West by Omkar CHSL, North by CTS No.
ad (Salsingkar Road).

SD/-

Authorised Officer, Allahabad Bank

S. Road, Kolkata - 700001

ALLAHABAD BANK

(A Govt. of India Undertaking)

ding, Dhobi Talao, J S S Road, Mumbai - 400002.
620, E-mail: br.mumkhabdevi@allahabadbank.in

2018 AT 01.00 P.M. to 2.00 P.M.

IS WHERE IS BASIS, AS IS WHAT IS BASIS"

the website https://allahabadbank.auctiontiger.net

RY, (RESIDENTIAL PROPERTY)

, 7th, Third Floor, Taher Mansion Co-Operative HSG,
f (Soc. Reg. No. BOMHSG/D/9932/1981), CS No.
f Malabar & Cumbala Hill Division, 8-8A/10, Nepean
ad, Near Mukesh Chowk & Opposite Axis Bank
i - 400036, in the name of property owner Mrs.
Mohsin Lokhandwala, Carpet Area of 583 Sq.ft.

Glass Gallery. (Borrower), 2) Mrs. Haajar Mohsin
ndwala (Guarantor & Mortgagor), 3) Mr. Murtaza
Lokhandwala (Guarantor), 4) Mr. Mustafa
Lokhandwala (Guarantor)

\$5,80,817/- as per Demand Notice dated 28.12.2016
arrest till the date of realization and costs, charges
enses.

2,60,000/- (Rupees Two Crore Seventy Two Lakh
ousand only)

Reserve Price

018 between 11.00 A.M to 4.00 P.M.

09.2018 up to 5.00 P.M.

09.2018 between 1.00 P.M. to 2.00 P.M. with
d extension. Bid Incremental Value is Rs. 1,00,000/-

is no encumbrance on the property described
to the best of knowledge & information of the
ad Officer.

emloading further details and Terms & Conditions,
g

ed/www.allahabadbank.in

ed/www.tenders.gov.in

ed/allahabadbank.auctiontiger.net

Procurement Technologies Ltd., Auction Tiger,
abad, Contact No. 079-40230841 / 844 / 805 / 813 /
8 / 814, Contact Persons: Mr. Tilak Maratha, Mobile
1-9067799646 E-mail: maharashtra@auctiontiger.
k@auctiontiger.net and Mr. Vijay Shetty, Mobile No.:
19120214, Fax No. 079-40230847.

wer / guarantors / mortgagors of the above said loan
mentioned date and other details.

Sd/-

Authorised Officer, Allahabad Bank

Subhas Road, Kolkata - 700001

ALLAHABAD BANK

(A Govt. of India Undertaking)

OFFICE - MUMBAI

Dr. Annie Besant Road, Worli, Mumbai-400025.
2-24964644, E-mail: zo.mum@allahabadbank.in

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e, to redeem the secured assets.

THE IMMOVABLE PROPERTY

chinery situated at:

anu out of Bhumapan Kramank Gut Kramank
acha Upvibhag paiki adm 1600 sq.mts. Along
earing Dahanu Municipal House No.152 adm
uated within the limits of Dahanu Municipal
to the limits of Registration District, Thane and
Jahanu standing in the name of Kaushik
ounded on the North by Road, South by Open
or recreation and West by Plot No. 5.

anu bearing Bhumapan Kramank Gut Kramank
acha Upvibhag paiki adm about 1912 sq.mts.
its of Dahanu Municipal Council, Dahanu and
itration District, Thane and Sub-registration
the name of Kaushik Kanhaiyalal Upadhyay
y Road, South by Land of Gut No.714, by Space

t up on 1st Floor, in building known as "Ashiana"
ahanu, District Thane 401602 on Plot of Land
t), New Survey No. 2/18 standing in the name of
and bounded on the East by Small Nalla, West
ling and North by Row House.

g, adm 460 sq.ft in Building known as Krishna
in the name of Omkareshwar Engineering
in Dist Thane 401103 bounded on the North by
ast by open space and West by Building.

SD/-

Authorised Officer, Allahabad Bank

S. Road, Kolkata - 700001

For

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ER PAGES

contact

ORA PATIL

obile No.:

0012015

line No. :

440215

MONSANTO MONSANTO INDIA LIMITED

(CIN: L74999MH1949PLC007912)
Regd. Office: Ahura Centre, B Wing, 5th Floor, 96, Mahakali Caves Road,
Andheri (East), Mumbai 400093.

Tel. No.: +91(22) 42476450 / 67029851 • Fax No.: +91(22) 42474707 / 67023361
E-mail: investorcare.india@monsanto.com • Website: www.monsantoindia.com

Recommendations of the Committee of Independent Directors
("IDC") on the Open Offer to the equity shareholders of Monsanto
India Limited ("MIL" or the "Target Company" or "TC") by Bayer
Aktiengesellschaft ("Acquirer") and Bayer CropScience Limited
(person acting in concert, also referred to herein as "PAC"), for
acquisition of up to 4,488,315 (Four Million Four Hundred Eighty
Eight Thousand Three Hundred and Fifteen) fully paid-up equity
shares having a face value of Rs. 10/- (Rupees Ten) representing
26% (Twenty Six Percent) of the paid up equity share capital of
the Target Company under Regulation 26(7) of SEBI (Substantial
Acquisition of Shares and Takeover) Regulations, 2011 and
subsequent amendments thereto ("SEBI (SAST) Regulations").

1	Date	8 th August, 2018
2	Name of the Target Company	Monsanto India Limited
3	Details of the Offer pertaining to the Target Company	Open Offer is being made by the Acquirer along with PAC to the equity shareholders of the TC for acquiring up to 4,488,315 (Four Million Four Hundred Eighty Eight Thousand Three Hundred and Fifteen) fully paid-up equity shares of face value Rs. 10/- (Rupees Ten) each of the TC at a price of Rs. 2,926.87 (Rupees Two Thousand Nine Hundred Twenty Six and Eighty Seven Paise only) per equity share ("Offer Price") payable in cash representing 26% (Twenty Six Percent) of the paid-up equity capital of the TC
4	Name of the Acquirer and PAC with the Acquirer	Acquirer: Bayer Aktiengesellschaft PAC: Bayer CropScience Limited
5	Name of the Managers to the Offer	1. DSP Merrill Lynch Limited SEBI Registration Number: INM000011625. Ground Floor, A Wing, One BKC, G Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India Contact Person: Mr. Kumar Karthik Immaneni Telephone: +91 (0) 22 6632 8000 Fax: +91 (0) 22 6776 2343 Email: dg.mil_openoffer@baml.com 2. Credit Suisse Securities (India) Private Ltd. SEBI Registration Number: INM000011161 9 th Floor, Ceejay House, Plot F, Shivsagar Estate, Dr Annie Besant Road, Worli, Mumbai 400018, Maharashtra, India Contact Person: Mr. Devesh Pandey Telephone: +91 (0)22 67773777 Fax: +91 (0)22 67773820 Email: list.moonshot@credit-suisse.com
6	Members of the Committee of Independent Directors	1. Mr. Hemraj Chaturbhuj Ashor (Chairman) 2. Mr. Pradeep Narendranath Poddar (Member)
7	IDC Member's relationship with TC (Director, Equity Shares owned, any other contract/relationship)	All members of the IDC are Independent and Non-Executive directors of TC. None of the members of the IDC: (i) Hold any equity shares in the TC. (ii) Have any contracts / relationship with the TC.
8	Trading in the equity shares / other securities of the TC by IDC Members	None of the members of IDC have traded in any equity shares of the TC during the period of 12 (twelve) months prior to September 19, 2016 (being the date of Public Announcement) till the date of this recommendation.
9	IDC Member's relationship with the Acquirer (Director, equity shares owned, any other contract / relationship)	None of the members of the IDC: (i) Hold position as a director of the Acquirer or of the PAC. (ii) Hold any share of the Acquirer or of the PAC. (iii) Have any contracts / relationship with the Acquirer / PAC or their respective directors.
10	Trading in the equity shares / other securities of the Acquirer by IDC Members	None of the members of IDC have traded in any securities of the Acquirer.
11	Recommendation on the Open Offer, as to whether the offer is fair and reasonable	The members of the IDC believe that the Open Offer Price is in accordance with Regulation 8(3) read with Regulation 8(12) of SEBI (SAST) Regulations, and is thus fair and reasonable. However, the shareholders of MIL should independently evaluate the Open Offer and take an informed decision in the matter.
12	Summary of reasons for recommendation	The IDC has taken into consideration the following while recommending the Open Offer: (i) Public Announcement dated September 19, 2016. (ii) Detailed Public Statement dated June 13, 2018. (iii) Letter of Offer dated June 20, 2018 Each of which has been filed by DSP Merrill Lynch Limited and Credit Suisse Securities (India) Private Ltd. as Managers to the Open Offer, for and on behalf of Acquirer and / or PAC with SEBI. The IDC has also sought an expert advice from Ernst & Young Merchant Banking Solutions Private Limited, who has confirmed that the Offer Price proposed in the Open Offer by the Acquirer with the PAC is in accordance with Regulations 8(3) and 8(12) of SEBI (SAST) Regulations. Based on the above, the IDC is of the opinion that the Offer Price offered by the Acquirer and PAC is in compliance with SEBI (SAST) Regulations and appears to be fair and reasonable. This is an Open Offer for acquisition of publicly held equity shares. The public shareholders of MIL have an option to tender their equity shares or remain invested. The public shareholders are advised to independently take an informed decision regarding the decision to tender their shares in the Open Offer.
13	Details of Independent Advisors, if any	Ernst & Young Merchant Banking Services Private Limited The Ruby, 14 th Floor, 29 Senapati Bapat Marg, Dadar West, Mumbai 400028
14	Any other matter to be highlighted	Nil

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the SEBI (SAST) Regulations.

For Monsanto India Limited

Sd/-

Mumbai, August 8, 2018 Chairman - Committee of Independent Directors

Hemraj Chaturbhuj Ashor

देना बैंक DENA BANK

(A Government of India Enterprise)

POSSESSION

Whereas, The undersigned being the Reconstruction of Financial Assets and E under Section 13(12) read with rule 9 of the 05-07-2017 calling upon the borrower N Jagatprakash Bajpai to repay the amount Ninety Six Thousand, Seven Hundred receipt of the said Notice.

The borrower having failed to repay the general that the undersigned has taken powers conferred on him/her under section August, 2018.

The borrower/guarantor in particular an with the property will be subject to the C Thirty Four Lakh Ninety Six Thousand thereon and other legal charges

DESC

Hypothecated Goods, Stock & raw Mate and all movable and other assets.

Date: 16-08-2018

Place: Ahmedabad

कार्पोरेशन बैंक

(ए गवर्नमेंट ऑफ इंडिया एंटरप्राइज)

राजकोट में नाराज बाबा

डेनर रोड, रा

E mail: cb01

Notice under Sec.13 (2) re

of Financial Assets.

- The Borrower/s - M/s JADEJA INDUSTRIAL Corporate / Registered Office at: 10, Anant Society, Ghunty Road, Talpur, Location of Unit / Work at: Survey No.20/183, Lunsar Road, Village B
- The Guarantors/ (a) Mr. Keshrisinh Indrasinh Jadeja (Direct (b) Mr. Hitenrasinh Mahendrasinh Jadeja (c) Mr. Devendrasinh Ranubhai Rana (Dire (d) Mrs. Krishnaba Pradipsinh Zala (Propri (e) Mrs. Kranba Dilipsinh Rana (Property

1. No. 1 of you are enjoying the following ch

Nature of Limit

Cash Credit - Refractory Division

Cash Credit - Partide Board Division

Term Loan

Total

2. In view of your failure to pay the dues / open Income Recognition and Prudential Acc 08.02.2018. However, the outstanding unde and no separate account as such are mail interest accrued compounded monthly in re

3. We have charged / are entitled to charge in discretion vested in us as per RBI directiv aforesaid facilities. We have charged / entit respect of overdue amounts and / or accou The various rates of interest charged to the ac

Cash Credit - Refrai

Sl. No. Date from

1. 30.09.2015

2. 08.10.2015

3. 09.02.2017

4. 10.02.2018

Cash Credit - Partide

Sl. No. Date from

1. 10.04.2017

2. 10.02.2018

Term Lo

Sl. No. Date from

1. 10.12.2015

2. 15.01.2016

3. 09.02.2017

4. 10.02.2018

4. The particulars of amount due to the Bar

A. For Cash Credit - Refractory Division

a) Balance outstanding in the accou

b) Interest accrued but not debited i

c) Overdue Interest

d) Total amount due to the Bank

B. For Cash Credit - Partide Board Divisi

a) Balance outstanding in the accou

b) Interest accrued but not debited i

c) Overdue Interest

d) Total amount due to the Bank

C. For Term Loan (TSL/01/150024, New /

a) Balance outstanding in the accou

b) Interest accrued but not debited i

c) Overdue Interest

d) Total amount due to the Bank

Grand Total of all the claim as above:

Cash Credit - Refractory Division

Cash Credit - Partide Board Division

Term Loan

5. To secure the repayment of the monies d

Limited, (Represented by its Directors A

Devendrasinh Ranubhai Rana) as BORR

Jadeja, 2 (c). Mr. Devendrasinh Ranub

GUARANTORS executed documents on 3

A. Mortgage of immovable properties descri

Property No. 1 - Property belonging to M/

An Industrial Building constructed on the

No.20/1 and N. A. land for Bonafide Indu

6000-00 Sq. Mt.) of village Bhopara of W/

Boundaries of N. A. Land of Revenue Su

North: Remaining Land of Survey No.20/

Land.

Boundaries of N. A. Land of Revenue Su

North: Remain Land of Survey No.20/1

Land.

Property No. 2 - Property belonging to Sh

A shop No.15/8 admeasuring 94-92 Sq.

"Shakti Complex" constructed on the agh

Shri Kesarisinh Indrasinh Jadeja, Four Bou

Boundaries of Shop No.15/8

North: Shop No.7/B. South: Passage. East

Property No. 3 - Property belonging to Sh

A shop No.14/B admeasuring 94-92 Sq.

"Shakti Complex" constructed on the agh

Shri Hitenrasinh Mahendrasinh Jadeja, F

Boundaries of Shop No.14/B

North: Shop No.8/B. South: Passage. East

Property No. 4 - Property belonging to Sn

Open N. A. land admeasuring 672-15 Sq.

Equal to 562-00 Sq. Mt. of plot No.5 (Bot

Rvenue Survey No.4 paiki) of village Latud

Boundaries are as under.

Boundaries of plot No.4

North: 7-50 Mt. Road. South: Plot No.5. I

Boundaries of plot No.5

North: Plot No.4. South: Plot No.6. East:

Property No. 5 - Property belonging to Sn

A residential Flat No.401 having built-up

as "Aaryashri-1/B" constructed on N. A. l

village Mavdi of Rajkot taluka of Rajkot.

Krishnaba Pradipsinh Zala, Four Boundar

Boundaries of Flat No.401

North: Margin Space then land of survey

1/A building West: Flat No.402.

Boundaries of Aarya Shree-1/B

North: Margin Space then land of survey

Margin Space then Aaryashri-1/C building