

**GANPATI M. NADKARNI**

B.Com., F.C.A., F.C.S, A.C.I.S. (U.K.)

**Chartered Accountant****Office :**

4, Jeevan, Next to Kirti College,  
K. Dhuru Road,  
Off. V. Savarkar Marg, Dadar (W),  
Mumbai 400 028.  
Tel.: (91-22) 2431 4574, 2438 3337  
E-mail : gmnadkarni@vsnl.net

**Scrutiniser's Report on ballot forms received by post**

To

The Chairman of the 64<sup>th</sup> Annual General Meeting,  
Monsanto India Limited,  
Mumbai

Sir,

I, Ganpati M Nadkarni, Practicing Chartered Accountant had been appointed as the Scrutiniser by the Board of directors of the Company to scrutinize the ballot forms received by post from the shareholders' in respect of the below mentioned resolutions proposed at the 64<sup>th</sup> Annual General Meeting of the Company to be held on August 22, 2014.

The shareholders of the Company holding shares as on the cut off date of July 11, 2014, were entitled to vote on the proposed resolutions as set out in items nos. 1 to 9 in the notice of the 64<sup>th</sup> Annual General Meeting of Monsanto India Limited. Ballot forms were dispatched to the shareholders' on August 12, 2014.

Votes cast through ballot forms received upto Wednesday, August 20, 2014 (11 a.m.) were considered as specified in the forms. The ballot forms received were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company. The ballot papers received by post, which were incomplete and/or which were otherwise found defective have been treated as invalid.

I have scrutinized and reviewed the ballot forms received by post and certify the results as under:

| Total number of members who cast votes through e-voting | Total number of shares held by them | Total number of valid votes |
|---------------------------------------------------------|-------------------------------------|-----------------------------|
| 44                                                      | 5578                                | As detailed below           |

| S. No. | Subject Matter (as set out in the Notice to the 64 <sup>th</sup> AGM)                            | Number of votes (shares)                          |                                             |                      |
|--------|--------------------------------------------------------------------------------------------------|---------------------------------------------------|---------------------------------------------|----------------------|
|        |                                                                                                  | For                                               | Against                                     | Invalid              |
| 1      | Adoption of Audited Financial Statements for the year ended March 31, 2014 (Ordinary Resolution) | 43 members<br>5558 votes<br>(100% of valid votes) | 0 member<br>0 votes<br>(0 % of valid votes) | 1 member<br>20 votes |



|   |                                                                                                                                                                                 |                                                      |                                                    |                      |
|---|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------|----------------------------------------------------|----------------------|
| 2 | Confirmation of Interim Dividend and Declaration of Final Dividend (Ordinary Resolution)                                                                                        | 43 members<br>5558 votes<br>(100 % of valid votes)   | 0 member<br>0 votes<br>(0 % of valid votes)        | 1 member<br>20 votes |
| 3 | Re-appointment of Mr. R.C.Khanna who retires by rotation (Ordinary Resolution)                                                                                                  | 40 members<br>4853 votes<br>(87.32 % of valid votes) | 3 member<br>705 votes<br>(12.68 % of valid votes)  | 1 member<br>20 votes |
| 4 | Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors till conclusion of 67 <sup>th</sup> AGM and fixing their remuneration (Ordinary Resolution) | 41 members<br>5516 votes<br>(99.24 % of valid votes) | 2 member<br>42 votes<br>(0.76 % of valid votes)    | 1 member<br>20 votes |
| 5 | Appointment of Mr. H.C. Asher as Independent Director upto 66 <sup>th</sup> AGM (Ordinary Resolution)                                                                           | 41 members<br>4893 votes<br>(88.04 % of valid votes) | 2 member<br>665 votes<br>(11.96 % of valid votes)  | 1 member<br>20 votes |
| 6 | Appointment of Mr. Pradeep Poddar as Independent Director upto 66 <sup>th</sup> AGM (Ordinary Resolution)                                                                       | 42 members<br>5518 votes<br>(99.28 % of valid votes) | 1 member<br>40 votes<br>(0.72 % of valid votes)    | 1 member<br>20 votes |
| 7 | Appointment of Mr. Ravishankar Cherukuri as a Director (Ordinary Resolution)                                                                                                    | 41 members<br>5516 votes<br>(99.24% of valid votes)  | 2 member<br>42 votes<br>(0.76 % of valid votes)    | 1 member<br>20 votes |
| 8 | Payment of remuneration to Non-Executive Directors for 5 financial years (Special Resolution)                                                                                   | 34 members<br>3629 votes<br>(65.29 % of valid votes) | 9 member<br>1929 votes<br>(34.71 % of valid votes) | 1 member<br>20 votes |
| 9 | Appointment of Cost Auditors and fixing                                                                                                                                         | 41 members                                           | 2 member                                           | 1 member             |



|  |                                             |                                               |                                            |          |
|--|---------------------------------------------|-----------------------------------------------|--------------------------------------------|----------|
|  | their remuneration<br>(Ordinary Resolution) | 5516 votes<br><br>(99.24 % of<br>valid votes) | 42 votes<br><br>(0.76 % of<br>valid votes) | 20 votes |
|--|---------------------------------------------|-----------------------------------------------|--------------------------------------------|----------|

Yours faithfully,

*G. M. Nadkarni*

GANPATI M. NADKARNI  
(FCA 39297)



Place: Mumbai

Date: August 20, 2014