

Monsanto India Limited

CIN : L74999MH1949PLC007912

Registered Office: Ahura Centre 5th Floor , 96 Mahakali Caves Rd, Andheri East,
Mumbai 400 093

COMBINED SCRUTINIZERS' REPORT

ON

E-VOTING, BALLOT RECEIVED BY POST AND POLL

FOR 64TH ANNUAL GENERAL MEETING MONSANTO INDIA LIMITED

HELD ON 22nd AUGUST, 2014

Report of Scrutinizer's

To,

The Chairman of the 64th Annual General Meeting,
Monsanto India Limited,
Mumbai

Dear Sir,

REG : COMBILNED SCRUTINIZERS' REPORT ON E-VOTING POSTAL BALLOT AND POLL

We, Mr. Ganpati M Nadkarni having office at 4, Jeevan, Next to Kirti College, K Dhuru Road, Off. V Savarkar Marg, Dadar West, Mumbai 400 028 and Mr. Alwyn D'souza of Alwyn D'souza & Co., Company Secretaries, having office at Annex-103, Dimple Arcade, Asha Nagar, Kandivli (E), Mumbai 400101, and Mr. Christopher Carneiro Alphonso appointed as Scrutinizer(s) for the purpose of the e-voting, ballot received by post and poll taken on the below mentioned resolution(s), for 64th Annual General Meeting (AGM) of the Equity Shareholders of **Monsanto India Limited**, held on Friday 22nd August, 2014 at 11.00 a.m, submit our report as under:

1. The Board of Directors of the Company have appointed Mr. Ganpati M Nadkarni as Scrutinizer for the E-Voting Process and for the Postal Ballot Process . The E-voting was concluded on 16th August, 2014 at 6.00 p.m and for further details kindly refer to Scrutinizer's report given by Mr. Ganpati M Nadkarni dated 16th August, 2014 attached herewith.
2. The Company has also given the option of voting through Ballot by post to facilitate the Members who could not participate in the e-voting or who could not present for the meeting. The voting through Postal Ballot was concluded on 20th August, 2014 and for further details kindly refer to Scrutinizer's report given by Mr. Ganpati M Nadkarni dated 20th August, 2014 attached herewith.

3. At the 64th AGM of the Company held on 22nd August, 2014, the Chairman of the Company had, as statutorily required, called for a Poll to facilitate the Members present in the meeting who could not participate in the e-voting and Postal Ballot to record their votes through the poll process. The Chairman of the AGM had appointed Mr. Alwyn D'souza of Alwyn Dsouza & Co., Company Secretaries and Mr. Christopher Carneiro Alphonso, a shareholder has the Scrutinizers for the same. For further details kindly refer to Scrutinizers report in form MGT-13 dated 22nd August, 2014 attached herewith.
4. The result of the E-voting/Postal Ballot together with that of the Poll is as under

Sr No	Subject Matter (as set out in the Notice to the 64 th AGM)	Voting Process	Votes in favour of the Resolution	Votes in against of the Resolution	Invalid votes	Abstained
1	Adoption of Audited Financial Statements for the year ended March 31, 2014 (Ordinary Resolution)	E-voting	12786394	2	Nil	204113
		Ballot Received by Post	5558	Nil	20	Nil
		AGM Poll	8372	Nil	1126	Nil
		Total	12800324	2	1146	204113
2	Confirmation of Interim Dividend and Declaration of Final Dividend (Ordinary Resolution)	E-voting	12990507	Nil	Nil	2
		Ballot Received by Post	5558	Nil	20	Nil
		AGM Poll	7572	800	1126	Nil
		Total	13003637	800	1146	2

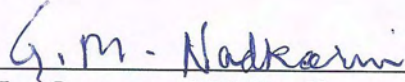
3	Re-appointment of Mr. R.C.Khanna who retires by rotation (Ordinary Resolution)	E-voting	12990167	342	Nil	Nil
		Ballot Received by Post	4853	705	20	Nil
		AGM Poll	8072	300	1126	Nil
		Total	13003092	1347	1146	Nil
4	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors till conclusion of 67th AGM and fixing their remuneration (Ordinary Resolution)	E-voting	12785296	205213	Nil	Nil
		Ballot Received by Post	5516	42	20	Nil
		AGM Poll	8360	Nil	1126	Nil
		Total	12799172	205255	1146	Nil
5	Appointment of Mr. H.C. Asher as Independent Director upto 66th AGM (Ordinary Resolution)	E-voting	12786054	204455	Nil	Nil
		Ballot Received by Post	4893	665	20	Nil
		AGM Poll	8060	300	1126	Nil
		Total	12799007	205420	1146	Nil
6	Appointment of Mr. Pradeep Poddar as Independent Director upto 66th AGM (Ordinary Resolution)	E-voting	12989409	1100	Nil	Nil
		Ballot Received by Post	5518	40	20	Nil
		AGM Poll	8360	Nil	1126	Nil
		Total	13003287	1140	1146	Nil

7	Appointment of Mr. Ravishankar Cherukuri as a Director (Ordinary Resolution)	E-voting	12990167	342	Nil	Nil
		Ballot Received by Post	5516	42	20	Nil
		AGM Poll	8360	Nil	1126	Nil
		Total	13004043	384	1146	Nil
8	Payment of remuneration to Non-Executive Directors for 5 financial years (Special Resolution)	E-voting	12989369	1140	Nil	Nil
		Ballot Received by Post	3629	1929	20	Nil
		AGM Poll	8045	315	1126	Nil
		Total	13001043	3384	1146	Nil
9	Appointment of Cost Auditors and fixing their remuneration (Ordinary Resolution)	E-voting	12989409	1100	Nil	Nil
		Ballot Received by Post	5516	42	20	Nil
		AGM Poll	8345	15	1126	Nil
		Total	13003270	1157	1146	Nil

Based on the foregoing, the Resolution No.(s) 1 to 9 shall be deemed to have been passed with the requisite majority.

Thanking you,

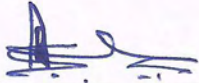
Yours faithfully,



Mr. Ganapati M Nadkarni

[Scrutinizer for E-voting & Ballot Received by Post]

F.C.A No.39297



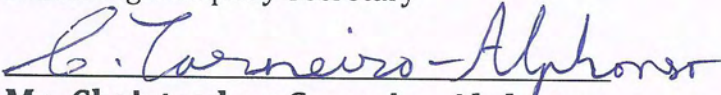
Mr. Alwyn D'souza

[Scrutinizer for AGM Poll]

F.C.S No.5559,

Certificate of Practice No.5137

Practising Company Secretary



Mr. Christopher Carneiro Alphonso

[Scrutinizer for AGM Poll]

DP ID : IN301225

Client ID : 10189753

Place : Mumbai

Date : 22nd August, 2014