

Monsanto India Limited

CIN : L74999MH1949PLC007912

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

SCRUTINIZERS' REPORT

ON

POLL HELD AT 64TH ANNUAL GENERAL MEETING OF

MONSANTO INDIA LIMITED HELD ON 22nd AUGUST, 2014

FORM No. MGT-13
Report of Scrutinizer(s)

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]*

To,

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

64th Annual General Meeting of the Equity Shareholders of **Monsanto India Limited**
Held on Friday 22nd August, 2014 at 11.00 a.m at Rangaswar Hall, Y B Chavan
Centre, 4th Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay
Gymkhana, Mumbai 400 021.

Dear Sir,

We Mr. Alwyn D'souza of Alwyn Dsouza & 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
poll taken on the below mentioned resolution(s), at the 64th Annual General Meeting
of the Equity Shareholders of **Monsanto India Limited** Held on Friday 22nd
August, 2014 at 11.00 a.m at Rangaswar Hall, Y B Chavan Centre, 4th Floor, Gen.
Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai 400
021, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in our presence with due identification marks placed by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

A. RESOLUTION NO.1 - ORDINARY RESOLUTION

Adoption of Audited Financial Statements for the year ended March 31, 2014

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
46	8372	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

B. RESOLUTION NO.2: ORDINARY RESOLUTION

Confirmation of Interim Dividend and Declaration of Final Dividend

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
45	7572	90.44

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
1	800	9.56

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

C. RESOLUTION NO.3: ORDINARY RESOLUTION
Re-appointment of Mr. R.C.Khanna who retires by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
44	8072	96.42

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
2	300	3.58

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

D. RESOLUTION NO.4: ORDINARY RESOLUTION

Appointment of M/s Deloitte Haskins & Sells LLP. Chartered Accountants, as Auditors till conclusion of 67th AGM and fixing their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
43	8360	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

E. RESOLUTION NO.5: ORDINARY RESOLUTION

Appointment of Mr. H.C. Asher as Independent Director upto 66th AGM

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
41	8060	96.41

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
2	300	3.59

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

F. RESOLUTION NO.6: ORDINARY RESOLUTION

Appointment of Mr. Pradeep Poddar as Independent Director upto 66th AGM

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
43	8360	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

G. RESOLUTION NO.7: ORDINARY RESOLUTION

Appointment of Mr. Ravishankar Cherukuri as a Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
43	8360	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

H. RESOLUTION NO.8: SPECIAL RESOLUTION

Payment of remuneration to Non-Executive Directors for 5 financial years.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
40	8045	96.23

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
3	315	3.77

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

I. RESOLUTION NO.9: ORDINARY RESOLUTION

Appointment of Cost Auditors and fixing their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast in favour of the resolution	% of total number of valid votes cast
42	8345	99.82

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast against the resolution	% of total number of valid votes cast
1	15	0.18

(iii) **Invalid** votes:

Total number of members whose votes were invalid	Total number of votes cast by them
5	1126

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

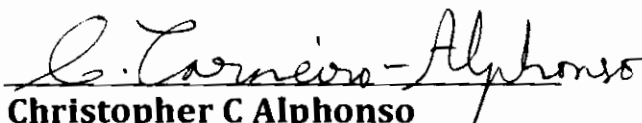
Thanking you,

Yours faithfully,



Alwyn D'souza
Scrutinizer No.1

F.C.S No.5559,
Certificate of Practice No.5137
Practising Company Secretary



Christopher C Alphonso
Scrutinizer No.2

DP ID : IN301225
Client ID : 10189753

Place : Mumbai

Date : 22nd August, 2014