

MONSANTO



MONSANTO INDIA LIMITED
(CIN NO : 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

Date: January 21, 2015

The Manager Corporate Relationship Department Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street Mumbai - 400 001	The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051
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Dear Sir,

Sub: **Results of Postal ballot**

This has reference to our letter dated December 11 , 2014 enclosing the postal ballot notice along with the explanatory statement seeking the consent of the members by way of special resolution vide postal ballot/ electronic voting with respect to Section 188 of Companies Act, 2013.

In connection with the above, we would like to inform you that the resolution mentioned in the aforesaid notice has been passed by the members of the Company with requisite majority. The approval is deemed to have been received on January 21, 2015. Mr. Ganpati Nadkarni, Practising Chartered Accountant who was appointed as the scrutinizer for conducting postal ballot and e-voting process in a fair and transparent manner, has submitted his report on the postal ballot.

Please find enclosed the voting results, scrutinizer's report and report under Clause 35A of the Listing Agreement. This is for your record and information.

FOR MONSANTO INDIA LIMITED

CHANDANA DHAR
Company Secretary & Compliance Lead
Membership No. - ACS 17891

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Membership No. - ACS 17891

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

SCRUTINIZER'S REPORT

To,
The Chairman
Monsanto India Limited
Ahura Centre, 5th Floor,
96, Mahakali Caves Road,
Andheri (East), Mumbai – 400093

Dear Sir,

Sub: Special Resolution under Section 188 of the Companies Act, 2013, proposed through Postal Ballot

1. The Board of Directors of Monsanto India Limited ('the Company') by means of a resolution dated November 3, 2014, has appointed me as Scrutinizer for the postal ballot voting process for the Special Resolution under Section 188 proposed under Notice of Postal Ballot dated November 3, 2014.
2. I submit my report as under;
 - 2.1 The company completed on December 15, 2014, the dispatch of postal ballots along with postage pre-paid business reply envelopes to its Members whose names appeared on the Register of Members as on November 28, 2014.
 - 2.2 Statutory Public Notices were released in Business Standard (English) and Sakal (Regional Language) newspapers on December 11, 2014.
 - 2.3 The postal ballots received were kept under safe custody in a sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.
 - 2.4 The voting period commenced on December 16, 2014 and concluded on January 14, 2015 at 6 p.m.
 - 2.5 E-voting facility was also provided through Central Depository Services (India) Limited (CDSL) during the voting period.
 - 2.6 All postal ballots and e-voting data received up to 6 p.m. on January 14, 2015, the last date and time fixed by the Company for receipt of the ballots, were considered for scrutiny.
 - 2.7 The ballot box was opened on January 15, 2015, in the presence of two witnesses not in the employment of the Company.



- 2.8 The postal ballots were duly opened in my presence and scrutinized and the shareholdings were matched / confirmed with the Register of Members of the Company as on November 28, 2014.
- 2.9 Particulars of all the postal ballots received from the Members and e-voting data received from CDSL have been entered in a Register separately maintained for the purpose.
- 2.10 Postal ballot with the defects as mentioned in the instructions in the postal ballot form were rejected and not considered
3. The result of the postal ballot voting (including e-voting) for the captioned item is as follows:

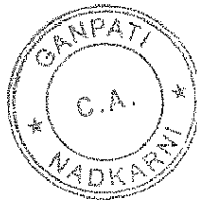
Sr. No	Particulars	No. of Postal Ballot Forms / e-voting options	No. of Shares	% to the total shares representing valid votes
1.	a) Total Postal Ballot forms received.	542	124,462	
	b) Total E-voting options received.	70	626,775	
	Total votes received (a+b)	612	751,237	
2.	Less : Invalid Postal Ballot Forms	67	7,038	
3.	a) Net Valid Postal Ballot Forms	475	117,424	
	b) E-voting Options.	70	626,775	
	Total valid votes (a + b)	545	744,199	100.00
4.	a) Postal Ballot Forms with assent for the resolution.	449	114,680	
	b) E-voting Options with assent for the resolution.	64	626,266	
	Total assent votes (a + b)	513	740,946	99.56
5.	a) Postal Ballot Forms with dissent for the resolution.	26	2,744	
	b) E-voting Options with dissent for the resolution.	6	509	
	Total dissent votes (a + b)	32	3,253	0.44



4. The Special Resolution accordingly stands passed with requisite majority.
5. I have handed over the Postal Ballot Forms and other related papers / Registers and records for safe custody to Ms. Chandana Dhar, Company Secretary of the Company.
6. You may accordingly declare the result of voting.

Thanking you,

G. M. Nadkarni



Ganpati Nadkarni
FCA-039297
Chartered Accountant &
Scrutinizer for the Postal Ballot & E-voting Process

Place : Mumbai

Date : January 16, 2015

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DECLARATION OF RESULTS OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek the consent of the members for the proposed specified resolution to be passed through Postal ballot as specified in the Notice dated November 3, 2014 ('the said Notice') read with the Explanatory statement attached thereto.

The Board of Directors had appointed Mr. Ganpati Nadkarni, Practising Chartered Accountant as the Scrutinizer for conducting postal ballot process in a fair and transparent manner. The Company had appointed M/s Central Depository Securities (India) Limited to provide e-voting facilities to its members.

The Scrutinizer has carried out the scrutiny of all the electronic votes and Postal Ballot Forms received upto 6 p.m. of Wednesday, January 14, 2015.

Based on the Scrutiniser's report, the summary of Postal Ballot results for the aforesaid Special Resolution is as follows:

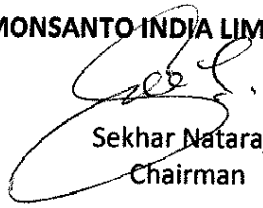
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	Total assent votes (a + b)	513	740,946	99.56
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	b) E-voting Options with dissent for the resolution.	6	509	
	Total dissent votes (a + b)	32	3,253	0.44

Accordingly, the Special Resolution as set out in the Notice dated November 3, 2014 has been duly approved by the Shareholders' of the Company with requisite majority of 99.56%.

FOR MONSANTO INDIA LIMITED


Sekhar Natarajan
Chairman



Date: January 21, 2015

MONSANTO INDIA LIMITED

Date of declaration of postal ballot results		January 21, 2015
Total No. of shareholders' as on record date		18712
No. of shareholders present in the meeting either in person or through proxy		N.A.
a. Promoters and Promoter Group		N.A.
No. of Shareholders attended the meeting through Video Conferencing		N.A.
a. Promoters and Promoter Group		N.A.
Details of the Agenda:	Approval of the shareholders for a "material related party transaction" for purchase of IPA salt of Glyphosate from the ultimate holding company, Monsanto Company, USA.	
Resolution required: (Ordinary/Special)		Special
Mode of voting: (Show of hands/Poll/Postal ballot/E-voting)		Postal Ballot

Promoter /Public	No of Shares held (1)	No of Votes Polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No of Votes - in Favour (4)	No of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Resolution No. - Approval of Material Related Party Transaction							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	825435	583200	70.65	583200	0	100.00	0.00
Public-Others	3983269	43575	1.09	43066	509	98.83	1.17
Total (A)	17262748	626775	3.63	626266	509	99.92	0.08
Mode of Voting: (Postal ballot)							
Promoter and Promoter Group (**)	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	825435	35828	4.34	35828	0	100.00	0.00
Public-Others	3983269	81596	2.05	78852	2744	96.64	3.36
Total (B)	17262748	117424	0.68	114680	2744	97.66	2.34
Result (A+B)	17262748	744199	4.31	740946	3253	99.56	0.44

FOR MONSANTO INDIA LIMITED


 SEKHAR NATARAJAN
 CHAIRMAN
