

Monsanto India Limited

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. 1 : Adoption of Financial Statements for the year ended 31st March, 2014							
Mode of Voting: (E-voting)*							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders **	766184	289202	37.75	289202	0	100.00	0.00
Public-Others	4042520	43150	1.07	43148	2	100.00	0.00
Total (A)	17262748	12786396	74.07	12786394	2	100.00	0.00
** 3 members (204113 shares) abstained from voting							
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	5558	0	100.00	0.00
Total (B)	17262748	5558	0.03	5558	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5403	0.13	5403	0	100.00	0.00
Total (C)	17262748	8372	0.05	8372	0	100.00	0.00
Result (A+B+C)	17262748	12800326	74.15	12800324	2	100.00	0.00



Monsanto India Limited

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. 2 : Declaration of Dividend on Equity Shares							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	493315	0	100.00	0.00
Public-Others **	4042520	43148	1.07	43148	0	100.00	0.00
Total (A)	17262748	12990507	75.25	12990507	0	100.00	0.00
** 1 member (2 shares) abstained from voting							
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	5558	0	100.00	0.00
Total (B)	17262748	5558	0.03	5558	0	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5403	0.13	4603	800	85.19	14.81
Total (C)	17262748	8372	0.05	7572	800	90.44	9.56
Result (A+B+C)	17262748	13004437	75.33	13003637	800	99.99	0.01



Monsanto India Limited

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. 3 : Reappointment of Mr. R.C. Khanna who retires by rotation							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	493315	0	100.00	0.00
Public-Others	4042520	43150	1.07	42808	342	99.21	0.79
Total (A)	17262748	12990509	75.25	12990167	342	100.00	0.00
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	4853	705	87.32	12.68
Total (B)	17262748	5558	0.03	4853	705	87.32	12.68
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5403	0.13	5103	300	94.45	5.55
Total (C)	17262748	8372	0.05	8072	300	96.42	3.58
Result (A+B+C)	17262748	13004439	75.33	13003092	1347	99.99	0.01



Monsanto India Limited

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. 4 : Appointment of Statutory Auditors and fixing their remuneration							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	289202	204113	58.62	0.00
Public-Others	4042520	43150	1.07	42050	1100	97.45	2.55
Total (A)	17262748	12990509	75.25	12785296	205213	98.42	1.58
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	5516	42	99.24	0.76
Total (B)	17262748	5558	0.03	5516	42	99.24	0.76
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5391	0.13	5391	0	100.00	0.00
Total (C)	17262748	8360	0.05	8360	0	100.00	0.00
Result (A+B+C)	17262748	13004427	75.33	12799172	205255	98.42	1.58



Monsanto India Limited

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. 5 : Appointment of Mr. H.C. Asher as an Independent Director							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	289202	204113	58.62	0.00
Public-Others	4042520	43150	1.07	42808	342	99.21	0.79
Total (A)	17262748	12990509	75.25	12786054	204455	98.43	1.57
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	4893	665	88.04	11.96
Total (B)	17262748	5558	0.03	4893	665	88.04	11.96
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5391	0.13	5091	300	94.44	5.56
Total (C)	17262748	8360	0.05	8060	300	96.41	3.59
Result (A+B+C)	17262748	13004427	75.33	12799007	205420	98.42	1.58



Monsanto India Limited

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. 6 : Appointment of Mr. Pradeep Poddar as an Independent Director							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	493315	0	100.00	0.00
Public-Others	4042520	43150	1.07	42050	1100	97.45	2.55
Total (A)	17262748	12990509	75.25	12989409	1100	99.99	0.01
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	5518	40	99.28	0.72
Total (B)	17262748	5558	0.03	5518	40	99.28	0.72
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5391	0.13	5391	0	100.00	0.00
Total (C)	17262748	8360	0.05	8360	0	100.00	0.00
Result (A+B+C)	17262748	13004427	75.33	13003287	1140	99.99	0.01



Monsanto India Limited

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. 7 : Appointment of Mr. Ravishankar Cherukuri as a Director							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	493315	0	100.00	0.00
Public-Others	4042520	43150	1.07	42808	342	99.21	0.79
Total (A)	17262748	12990509	75.25	12990167	342	100.00	0.00
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	5516	42	99.24	0.76
Total (B)	17262748	5558	0.03	5516	42	99.24	0.76
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5391	0.13	5391	0	100.00	0.00
Total (C)	17262748	8360	0.05	8360	0	100.00	0.00
Result (A+B+C)	17262748	13004427	75.33	13004043	384	100.00	0.00



Monsanto India Limited

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. 8 : Payment of remuneration (Commission) payable to Non-Executive Directors							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	493315	0	100.00	0.00
Public-Others	4042520	43150	1.07	42010	1140	97.36	2.64
Total (A)	17262748	12990509	75.25	12989369	1140	99.99	0.01
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	3629	1929	65.29	34.71
Total (B)	17262748	5558	0.03	3629	1929	65.29	34.71
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5391	0.13	5076	315	94.16	5.84
Total (C)	17262748	8360	0.05	8045	315	96.23	3.77
Result (A+B+C)	17262748	13004427	75.33	13001043	3384	99.97	0.03



Monsanto India Limited

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. 9 : Approval of remuneration payable to Cost Auditor							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	12454044	12454044	100.00	12454044	0	100.00	0.00
Public Institutional Holders	766184	493315	64.39	493315	0	100.00	0.00
Public-Others	4042520	43150	1.07	42050	1100	97.45	2.55
Total (A)	17262748	12990509	75.25	12989409	1100	99.99	0.01
Mode of Voting: (Ballot forms received by Post)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	0	0.00	0	0	0.00	0.00
Public-Others	4042520	5558	0.14	5516	42	99.24	0.76
Total (B)	17262748	5558	0.03	5516	42	99.24	0.76
Mode of Voting: (Poll)							
Promoter and Promoter Group	12454044	0	0.00	0	0	0.00	0.00
Public Institutional Holders	766184	2969	0.39	2969	0	100.00	0.00
Public-Others	4042520	5391	0.13	5376	15	99.72	0.28
Total (C)	17262748	8360	0.05	8345	15	99.82	0.18
Result (A+B+C)	17262748	13004427	75.33	13003270	1157	99.99	0.01





Sixty Fourth Annual General Meeting of Monsanto India Limited
at 11.00 a.m. on Friday, 22nd August, 2014 at Rangaswar Hall, Y.B. Chavan Centre,
Nariman Point, Mumbai – 400 021.

Declaration of Results of e-voting, ballot forms received by post and poll

As per provisions of Companies Act, 2013 as also the Listing Agreement, the Company had provided facility of e-voting to the Shareholders to enable them to cast their vote electronically and ballot forms received by post on the resolutions proposed in the Notice of the 64th Annual General Meeting (AGM). The e-voting was open from 14th August, 2014 to 16th August, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by Ministry of Corporate Affairs, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 64th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Ganapati Nadkarni, Practising Chartered Accountant as the Scrutinizer for e-voting and ballots received by post. Mr. Alwyn Dsouza, Practising Company Secretary of Alwyn D'souza & Co., Company Secretaries and Mr. Christopher C Alphonso, a Shareholder of the Company were appointed as Scrutinizers for the poll conducted at the AGM. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to 6 p.m. of August 16, 2014, ballot papers received through post upto 11 a.m. of August 20, 2014 and poll conducted at the AGM.

The Consolidated Results as per the Scrutinizers' Report dated 22nd August, 2014 is as follows:

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 67 th 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 66 th 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 66 th 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 consolidated Report of the Scrutinizer(s), all Resolutions as set out in the Notice of 64th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

FOR MONSANTO INDIA LIMITED

Sekhar Natarajan
Chairman

Date: 23rd August, 2014

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

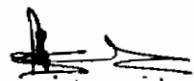
(iii) **Invalid** votes:

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

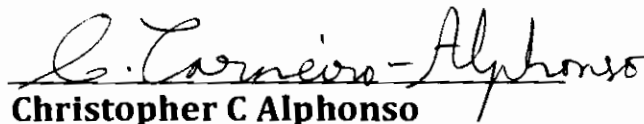
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board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

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 e-voting results

[Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 / 21 of the Companies (Management and Administration Rules), 2014 }

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

Sir,

After the conclusion of the e-voting period at 6 p.m. of August 16, 2014, relating to the 64th AGM of the company scheduled on August 22, 2014, in my capacity as Scrutiniser, I unblocked the votes cast under the e-voting program in the presence of 2 witnesses, and, based on an examination / download of the relevant contents of CDSL's e-voting portal www.evotingindia.com and examination of other documents, certify the results of e-voting as under:

Total number of members who cast votes through e-voting	Total number of shares held by them	Total number of valid votes
28	12990509	As detailed below

S. No.	Subject Matter (as set out in the Notice to the 64 th AGM)	Number of votes (shares)		
		For	Against	Abstained
1	Adoption of Audited Financial Statements for the year ended March 31, 2014 (Ordinary Resolution)	24 members 12786394 votes (99.999 % of valid votes)	1 member 2 votes (0.001 % of valid votes)	3 members 204113 votes
2	Confirmation of Interim Dividend and Declaration of Final Dividend (Ordinary Resolution)	27 members 12990507 votes (100 % of valid votes)	NIL	1 member 2 votes



3	Re-appointment of Mr. R.C.Khanna who retires by rotation (Ordinary Resolution)	26 members 12990167 votes (99.997% of valid votes)	2 members 342 votes (0.003 % of valid votes)	NIL
4	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors till conclusion of 67 th AGM and fixing their remuneration (Ordinary Resolution)	22 members 12785296 votes (98.42 % of valid votes)	6 members 205213 votes (1.58 % of valid votes)	NIL
5	Appointment of Mr. H.C. Asher as Independent Director upto 66 th AGM (Ordinary Resolution)	23 members 12786054 votes (98.43 % of valid votes)	5 members 204455 votes 1.57 % of valid votes)	NIL
6	Appointment of Mr. Pradeep Poddar as Independent Director upto 66 th AGM (Ordinary Resolution)	25 members 12989409 votes (99.99 % of valid votes)	3 members 1100 votes (0.01 % of valid votes)	NIL
7	Appointment of Mr. Ravishankar Cherukuri as a Director (Ordinary Resolution)	26 members 12990167 votes (99.997 % of valid votes)	2 members 342 votes (0.003 % of valid votes)	NIL
8	Payment of remuneration to Non-Executive Directors for 5 financial years (Special Resolution)	22 members 12989369 votes (99.99 % of valid votes)	6 members 1140 votes (0.01 % of valid votes)	NIL
9	Appointment of Cost Auditors and fixing their remuneration (Ordinary Resolution)	25 members 12989409 votes	3 members 1100 votes	NIL



		(99.99 % of valid votes)	(0.01 % of valid votes)	
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Yours faithfully,

G. M. Nadkarni

GANPATI M. NADKARNI
(FCA 39297)



Place: Mumbai

Date: August 16, 2014

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 as 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

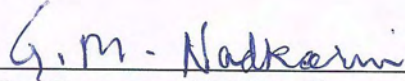
3	Re-appointment of Mr. R.C.Khanna who retires by rotation (Ordinary Resolution)	E-voting	12990167	342	Nil	Nil
		Ballot Received by Post	4853	705	20	Nil
		AGM Poll	8072	300	1126	Nil
		Total	13003092	1347	1146	Nil
4	Appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Auditors till 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,

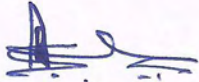
Yours faithfully,



Mr. Ganapati M Nadkarni

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

F.C.A No.39297



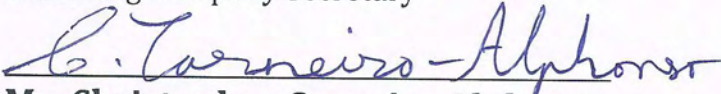
Mr. Alwyn D'souza

[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

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 64th 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 64th 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 64th 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 th 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 5558 votes (100% of valid votes)	0 member 0 votes (0 % of valid votes)	1 member 20 votes



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



	their remuneration (Ordinary Resolution)	5516 votes (99.24 % of valid votes)	42 votes (0.76 % of valid votes)	20 votes
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Yours faithfully,

G. M. Nadkarni

GANPATI M. NADKARNI
(FCA 39297)



Place: Mumbai

Date: August 20, 2014