

MONSANTO



**MONSANTO HOLDINGS PRIVATE LIMITED**  
(CIN NO : U24110MH1996PTC096340)  
REGD. OFFICE :  
AHURA CENTRE, B WING, 5TH FLOOR  
96, MAHAKALI CAVES ROAD, ANDHERI (EAST)  
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<b>To,</b> <b>The Executive Director</b> <b>Bombay Stock Exchange Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	<b>To,</b> <b>The Executive Director</b> <b>National Stock Exchange of India Limited</b> National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051	<b>To,</b> <b>Monsanto India Limited</b> The Company Secretary Ahura Centre, 5th Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai - 400 093
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Dear Sir,

**Ref: Disclosure under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Attached herewith is the disclosure required under Regulation 29(2) for the transfer of shares of Monsanto India Limited by Monsanto Holdings Private Limited pursuant to Scheme of Arrangement between Monsanto Holdings Private Limited and Monsanto Investments India Private Limited approved by the High Court of Bombay vide order dated February 6, 2015.

Request you to kindly take the same on record.

Thanking you,

Yours faithfully,

**For Monsanto Holdings Private Limited**

*Monika Gupta*

**Company Secretary**

Place: Mumbai

Date: 27/02/2015



**Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Monsanto India Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Monsanto Investments India Private Limited		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited; and National Stock Exchange of India Ltd		
Details of the <del>acquisition</del> / disposal as follows	Number	% w.r.t.total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
<b>Before the acquisition under consideration, holding of :</b>			
a) Shares carrying voting rights	9,252,124	53.60%	53.60%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	<b>9,252,124</b>	<b>53.60%</b>	<b>53.60%</b>
<b>Details of <del>acquisition</del>/sale</b>			
a) Shares carrying voting rights <del>acquired</del> /sold	9,252,124	53.60%	53.60%
b) VRs <del>acquired</del> /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) <del>acquired</del> /sold	Nil	Nil	Nil
d) Shares encumbered / invoked/released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	<b>9,252,124</b>	<b>53.60%</b>	<b>53.60%</b>



<b>After the acquisition/sale, holding of:</b>			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Pursuant to a Scheme of Arrangement between Monsanto Holdings Private Limited and Monsanto Investments India Private Limited and their respective shareholders under Sections 391 to 394 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 read with Sections 100 to 103 of the Companies Act, 1956 approved by the Hon'ble High Court of Bombay on February 6, 2015		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	February 27, 2015		
Equity share capital / total voting capital of the TC before the said acquisition / sale	No. of shares : 17,262,748 Face value per share : Rs 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	No. of shares : 17,262,748 Face value per share : Rs 10 each		
Total diluted share/voting capital of the TC after the said acquisition	Nil		

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

*Monika Gupta*

Signature of the acquirer / seller / Authorised Signatory



Place: *Mumbai*

Date: *27/02/2015*

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