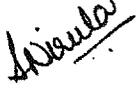
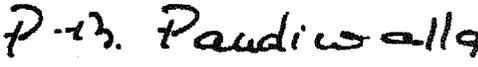


**FORM A**

(Pursuant to Clause 31(a) of Listing Agreement)

1.	Name of the Company	Monsanto India Limited
2.	Annual financial statements for the year ended	31 <sup>st</sup> March, 2015
3.	Type of Audit observation	None
4.	Frequency of observation	Not Applicable
5.	To be signed by-	
	Ms. Shilpa Shridhar Divekar (DIN-06619353) Managing Director	
	Mr. Pradeep Poddar (DIN- 00025199) Audit Committee Chairman	
	Mr. Abdul Alim Sayed (PAN-AHCP52520E) Chief Financial Officer	
	Refer our Audit Report dated May 14, 2015 on the standalone financial statements of the Company  For DELOITTE HASKINS & SELLS LLP Chartered Accountants (Firm Registration No. 117366W/W-100018  Mr. P. B. Pardiwalla Partner (Membership No. 40005)	

MONSANTO



*Years of*

*Commitment*

*to*

**AGRICULTURE**

ANNUAL REPORT 2014 | 15  
MONSANTO INDIA LIMITED

# Inside the Report



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## Forward Looking Statements



In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

“

*Sustainable development is not an option! It is the only path that allows all of humanity to share a decent life on this, one planet*”

– SHA ZUKANG,

Secretary-General of the Rio+20 Conference

## 40 Years of Commitment to Agriculture

The year 2015 marks an important milestone in our journey, a point from where we look back at all the good times and the tough ones, and celebrate our many successes. February 27, 1975, was when we received a license to sell Machete in India, and it signalled the beginning of our journey in Indian agriculture. The past 40 years have been a testament to our commitment to the nation, its farmers and to its agriculture.

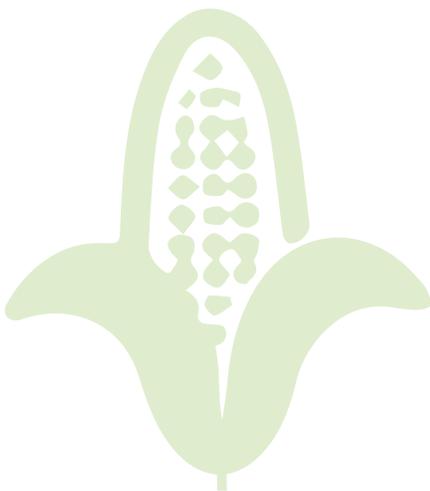
Forty years ago, we made a choice. We committed ourselves to helping the nation's farmers make agriculture sustainable through which they could chart a course towards a better future. Even as many nations around the world weighed their options on the best possible way to a better tomorrow, we realised the importance of investing in India's agriculture and its farmers as a meaningful way of supporting the nation's progress. And we embarked on a journey to transform lives through a collaborative and partnership-led approach, with inclusive growth as the overarching goal.

Growing enough food for all using natural resources responsibly and ensuring that our farmers are empowered with improved

standards of living – our quest for a better tomorrow traverses many challenging milestones, which we continue to cross as we march forward on this journey. Steered by a vision of holistic progress, we bring optimal solutions to farmers across India as we partner them on their voyage of sustainable development.

### **In farmers' success lies our success.**

When we introduced our first product in India 40 years ago, we embarked on a journey to serve the nation and its farmers through science and innovation. India's farmers have continuously reposed their trust in us and our products over the past four decades and we are committed to providing them with the best-in-class innovation in agriculture and support them to be globally competitive. We work with 90 lakh farmers each day, understanding their needs and helping them find solutions to the many challenges that they face in an increasingly uncertain agro-climatic environment. Without their unstinted support and trust in us, the journey over the past 40 years would not have been as satisfying as it feels today. It provides us with the energy and focus to undertake the next 40 years of our journey.



# Monsanto at a Glance



## Monsanto Company

**A Fortune 500 company, headquartered at St. Louis, Missouri (USA), we are more than 20,000 employees committed to pursuing a broad range of sustainable agriculture solutions to help nourish our growing world. We deliver agricultural products that support farmers all around the world.**

We are focussed on empowering farmers – large and small – to produce more from their land, while conserving more of our world’s natural resources such as water and energy. We do this with our leading seed brands in crops like maize, cotton, oilseeds, fruits and vegetables. We also produce leading in-the-seed trait technologies for farmers, which are aimed at protecting their yield, supporting their on-farm efficiency and reducing their on-farm costs. Through programmes and partnerships, we collaborate with farmers, researchers, non-profit organisations, universities and others to help tackle some of the important farming challenges.

### Research & Development

In line with the evolving needs of farmers around the world, we are continuously upgrading and enhancing our Research & Development (R&D) focus to deliver more

relevant and improved products. We focus on delivering innovative and sustainable products to farmers around the world that help to improve yields while using fewer inputs.

As farmer needs evolve, so does our research and development pipeline. Today, we are focussed on delivering systems of products that work together to address the challenges farmers face and maximise their yield potential.

Globally, Monsanto invested more than US\$1.5 billion last fiscal year researching new tools for farmers. The Company concentrates the vast majority of its R&D efforts on new biotech traits, elite germplasm, breeding, new variety and hybrid development, and genomics research. Other R&D projects support the Company’s current products, including improved formulations of Roundup® herbicide.

### Global Recognitions

Monsanto CEO Hugh Grant named a Glassdoor Highest Rated CEO

CIO Magazine recognised Monsanto with 2015 CIO 100 Award

Monsanto named among the Best Multinational Workplaces in Europe in 2015

Monsanto ranked #10 on 2015 List of The Best Multinationals in Latin America

Monsanto ranks #43 on 2015 Top 50 Companies for Diversity

Monsanto featured in FORTUNE magazine’s 2015 list of World’s Most Admired Companies

### Fact-sheet



**21,183**

employees



**404**

facilities in 66 countries



**US\$ 13.5**

billion Global Revenues

### Global Product Portfolio

- Agricultural and Vegetable Seeds
- Plant Biotechnology Traits
- Crop Protection Chemicals

# Monsanto India Limited

The only listed entity of Monsanto outside the USA, Monsanto India Limited (MIL) has made a difference to lives of farmers in India since 1975.

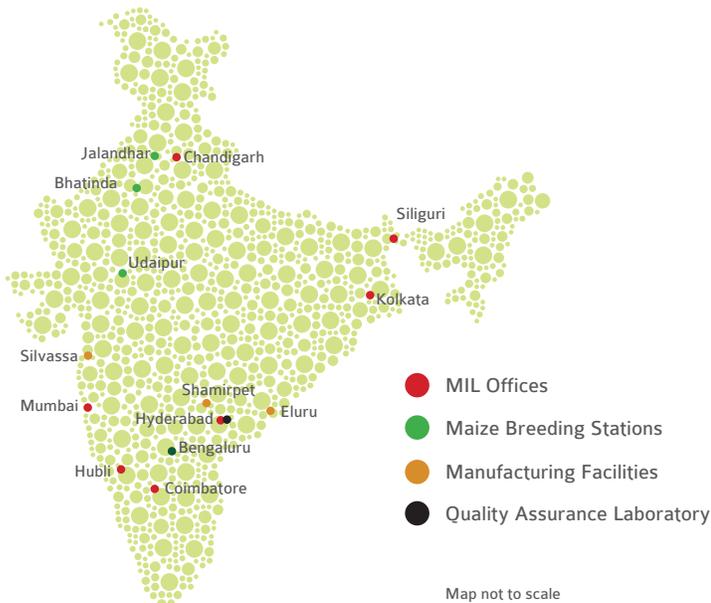
With a team of 352 dedicated members, the Company operates in key businesses of high-yielding hybrid maize seeds, marketed as brand **DEKALB®**, and crop protection herbicide brand **Roundup®**. The Monsanto Farm AgVisory Services (**MFAS®**) supports these businesses to provide farmers with advisory offerings on better agronomic practices to help improve their crop yields and quality.

MIL is focussed on improving crop productivity through its advanced research in maize cultivation, access to a wide library of global maize germplasm, breeding technology and techniques, new high-yielding hybrid seeds, best-in-class manufacturing facilities, extensive agronomic activities and on-farm technology development.

Rooted in trust and committed to sustainable agriculture, we work closely with farmers through various partnerships and associations to nurture their dreams of a better life. Our partnerships extend across NGOs, State Governments and Agricultural Universities.

## Strong reach and presence

- Presence spans Mumbai, Kolkata, Coimbatore, Chandigarh, Hyderabad, Hubli, Siliguri
- Maize Breeding Stations at Udaipur, Bengaluru and a Satellite Breeding Station at Jalandhar
- Manufacturing Facilities at Silvassa (Herbicide plant), Shamirpet (Maize Conditioning plant), Eluru (Seed Processing plant)
- Quality Assurance Laboratory at Hyderabad



## Product Profile

**DEKALB®**  
Hybrid Maize Seeds



**ROUNDUP®**  
Glyphosate-based Herbicide



## Key Numbers

  
₹546.63

Net Sales in Crores

  
₹106.30

Net Profit in Crores

  
₹36.00

Total Dividend per share

  
₹374.33

Net Worth in Crores

## Stock Ticker



BSE Code: 524084

NSE Symbol: MONSANTO

# Our Commitment to Sustainable Agriculture



**Our vision for sustainable agriculture strives to meet the needs of a growing population, to protect and preserve this planet we all call home, and to help improve lives everywhere. In 2008, Monsanto made a commitment to sustainable agriculture – pledging to produce more, conserve more, and improve farmers’ lives by 2030.**

At Monsanto, our commitment goes beyond fields and farms. Our focus is to make agriculture sustainable. By helping farmers in producing more and conserving more, we sustain both farms and farmers. By harvesting more success, we make agriculture more viable and rewarding.

People around the world depend on agriculture and the hard work of farmers for their most basic needs. With global population expected to grow by 40 percent in the next few decades, agriculture will

need to become more productive and more sustainable in order to keep pace with rapidly increasing demands.

We are committed to developing technologies that enable farmers to produce more crops while conserving more of the natural resources that are essential to their success.

Producing more. Conserving more. Improving lives. That’s Sustainable Agriculture. And that’s what Monsanto is all about.



## Producing More

Monsanto works with farmers from around the world to make agriculture more productive and sustainable. Our technologies enable farmers to get more from every acre of farmland. These yield gains come from a combination of advanced plant breeding, biotechnology, and improved farm-management practices.

## Conserving More

We’ve strengthened our goal to double crop yields by committing to doing it with one-third fewer resources such as land, water, and energy per unit produced. We continue to develop better seeds and improve on-farm practices that enable farmers to better manage weeds, pests, and environmental stresses. We work with partners to develop conservation systems that are better for the plant. We make these tools of innovation available to the people who have the most direct relationship with the land - the millions of farmers around the world.

## Improving Lives

The technology we use to develop better seeds and the partnerships we nurture to develop new agronomic practices, can drive big increases in yield and productivity. For all the world’s farmers who raise themselves from poverty to prosperity, many more people will also prosper, through healthier diets, greater educational opportunities, and brighter future fuelled by more robust local economies.

# Our Pledge



## Integrity



Integrity is the foundation of all that we do. It includes honesty, decency, consistency and courage. Building on these values, we are committed to:

## Benefits



We will use innovative science and thoughtful and effective stewardship to deliver high quality products that will be beneficial to our customers and to the environment.

## Dialogue



We will listen carefully to diverse points of view and engage in thoughtful dialogue. We will broaden our understanding of issues to better address the needs and concerns of society and of each other.

## Respect



We will respect the religious, cultural, and ethical concerns of people throughout the world. The safety of our employees, the communities where we operate, our customers, consumers, and the environment will be our highest priority.

## Transparency



We will ensure that information is available, accessible and understandable.

## Act as Owners to Achieve Results



We will create clarity of direction, roles, and accountability; build strong relationships with our customers and external partners; make wise decisions; steward our Company resources; and take responsibility for achieving agreed upon results.

## Sharing



We will share our knowledge and technology to advance scientific understanding, improve agriculture and the environment, improve crops and help farmers in the developing countries.

## Create a Great Place To Work



We will ensure diversity of people and thought; foster innovation, creativity and learning; practice inclusive teamwork; and reward and recognise our people.

**The Monsanto Pledge is our commitment to how we do business. It is a declaration that compels us to listen more, to consider our actions and their impact broadly, and to lead responsibly. It helps us convert our values into actions, and to make clear who we are and what we champion.**

# Chairman's Communiqué



**Sekhar Natarajan - Chairman**

*Dear Shareholders,*

Indian farmers and the agriculture sector have been in the news and discussions in recent months. This large group of the rural population and the agriculture sector remain important areas of Government focus despite the increased thrust on manufacturing and "Make in India".

Notwithstanding its criticality to the Indian economy, the agricultural sector is faced with many bottlenecks and continues to suffer from the vagaries of the weather, small and fragmented land-holdings, depleting soil productivity, lack of mechanization and lack of timely access to credit at reasonable costs. Irrigation also remains a matter of serious concern; although India is the second largest irrigated country of the world after China, only one-third of the cropped area is under irrigation, adversely impacting yield and productivity.

Fortunately, the Indian Government, led by Prime Minister Narendra Modi, has taken due cognizance of the various problems plaguing the sector. The Government has, in recent months, initiated a series of measures to boost productivity and address the long-standing needs of the farming community. The Prime Minister has clearly prioritised agriculture as a key area of India's growth strategy with his development mantras for the sector. While his '**Per Drop, More Crop**' call for improved irrigation to increase crop productivity envisages a bigger role for technology, his "**Kam zameen, kam samay, zyada upaj**" (Less land, shorter time, more productivity) statement is aimed at empowering the small farmers, who play a significant role in the country's agricultural progress.

The Union Budget for 2014-15 also lays out the roadmap for actioning upon these mantras. The Government is clearly committed to the progress of the farmers and the development of the sector, raising optimism about the future prospects for this vital segment of national growth.

Enhanced institutional credit to farmers and improved access to irrigation through the *Pradhan Mantri Krishi Sicayee Yojana*, are significant budget interventions that are likely to create a better environment to nurture the farming community. The budget also provides for development of the much-needed scientific warehousing infrastructure, including cold storages and cold chains in the country for increasing shelf-life of agricultural produce. Soil health, price stabilisation and agri-tech infrastructure have also received due focus in the budget to make farming competitive and profitable.

“

*We need Indian agriculture to grow and contribute to farm income and National GDP. With both the Government and the Private Sector players willing to play their rightful role, the future scenario for India's agricultural progress seems highly positive. We too are fully geared to partner the Government in its strategic charter for the growth of this sector.*

”

Farm technology is another core area of the Government's agenda to boost productivity. Inaugurating Doordarshan's Kisan Channel recently, the Prime Minister underlined the need to take technology to farms. Emphasising the need for change in agriculture, he noted that this could be done through the use of various technologies, including space technology which could give accurate weather forecasts. For Monsanto, which has always been at the forefront of transforming agriculture through technology, these words encourage us to continue with technological interventions to boost sustainable agriculture.

The seed sector is an important part of the overall agriculture sector. Steered by our strong commitment to sustainable agriculture, we have consistently partnered with the farmers, government and other stakeholders to improve the productivity of maize through the correct propagation and use of high quality hybrid maize seeds. As a result of the work done by the seed industry, overall maize production in India has grown by 63% during the last decade from 14.98 million tonnes in 2003-04 to 24.35 million metric tonnes in 2013-14. Good quality seed use driving maize yield is an important part of this equation, as the overall maize acreage during this same period has increased only by 1.9 million Ha from 7.5 million Ha in 2003-04 to 9.43 million Ha in 2013-14.

We need Indian agriculture to grow and contribute to farm income and national GDP. With both the Government and the Private Sector players willing to play their rightful role, the future scenario for India's agricultural progress seems highly positive. We too are fully geared to partner the Government in its strategic charter for the growth of this sector.

Your Company has been committed to sustainable agricultural growth in India for over four decades now. We look forward to continuing this contribution with our

high-quality maize hybrid seeds and weed management herbicide products along with our new technological initiatives. We have been effectively using Information Technology (IT) to support the farming community with agronomic and other advisory services and shall strengthen this platform further to reach out to more and more farmers across an expanding geographical area. Farmer engagement has been a key component of our business structure and, with our partnership approach, we shall continue to deepen our connect with the farming community.

As FAO's 'Food Security in the World 2015' report points out, enhancing the productivity of resources held by smallholder family farmers, fisherfolk and forest communities, and promoting their rural economic integration through well-functioning markets, are essential elements of inclusive growth. We are committed to such inclusive growth and are continuously working towards bringing such farming communities into the ambit of our strategic framework for development.

We, at Monsanto, have always looked at farmers as partners in India's progress and as an extension of our family. We have spent the last 40 years in building close relationships with them; we look forward to further cementing these relations in the coming years.

*Yours sincerely,*

**Sekhar Natarajan**  
Chairman

## Message from the Managing Director



**Shilpa Shridhar Divekar - Managing Director**

*Dear Shareholders,*

Forty years ago, we made our beginning with India's farmers – one with deep-rooted commitment to make a lasting difference to their lives, to the agriculture economy and to the nation. Your Company's strategic vision was focussed on developing sustainable agriculture solutions and contributing to all-round progress of farming communities across the country. Today, we look back with satisfaction, humility and pride at the many milestones along this journey. We remember all those who have made these possible – our farmers for their unstinted acceptance of our innovation, our partners for helping bring our vision to life and our team of people with the unique passion they have brought to work each day during their association with the Company. We look ahead with excitement, challenge and agility to continue to evolve your Company to be future-ready in the wake of changes in global and Indian agriculture.

### *Our journey during this milestone year*

The year gone by reminded us of the realities which confront agriculture globally and the potential implications for the evolution of the sector. Global economic slowdown, high inventory positions for agricultural commodities and resultant low commodity price tables are the realities faced by businesses engaged in agriculture. These forces impacted crop preferences by farmers and resulted in crop shifts – for instance, maize planting was down, while soybean planting went up. In India, weather vagaries in terms of delayed and deficient rainfall during *Kharif* and unseasonal rainfall at other times of the year severely impacted agriculture in general, and your Company's maize and Roundup® businesses. The maize seed business was further impacted by high carryover maize grain and low maize commodity prices ahead of both planting seasons. Our Roundup® business faced headwinds at mid-year owing to a drop in global acid prices for glyphosate. In light of a challenging external environment, the team regrouped, increased focus on controllable factors, responded with agility and delivered a relatively strong performance in a tough year.

While focussing on delivering business results, your Company continued its focus on research efforts towards improving the maize seed pipeline to meet changing climate patterns and respond to the changing needs of farmers in our country. New product launches and introduction of a new packaging renewed focus on enhancing brand equity for DEKALB® in the hearts and minds of our maize farmers. We are excited at the growth

*“Your Company’s commitment is embodied in its Mission –  
To partner the Indian farmer and help the nation in its quest  
for prosperity and progress.”*

prospects that our new product pipeline offers for the Company and the promise we can deliver to maize farmers.

Over the last few years, we have witnessed the entry of low-priced glyphosate in the Indian market. This stands testimony to the growth outlook for this category driven by challenges with agriculture labour availability and costs. Today, the Indian market has several players selling glyphosate resulting in a fiercely competitive marketplace. Even in the current environment, our flagship brand Roundup®, continues to lead in the market on account of its strong equity with farmers and retailers, consistently superior quality and extensive marketing efforts.

Farmers and farming communities are at the heart of all endeavours which your Company is engaged with. In addition to our product innovations, we continue to enhance our commitment – to timely agronomic advisory delivered through voice-based messages over mobile, to establishing Centres of Excellence across key geographies where our farmers are based for them to experience the innovation before adopting it. In doing so, we continue to collaborate with State Governments, State Agriculture Universities and other relevant stakeholders.

At the same time, our social commitment to rural women and children in these communities is embodied in Education, Health & Nutrition and Sustainable Agriculture projects that have been envisioned along with our partners. We have spent the past year in identifying these thematic areas, outlining our role and identifying partners who can help us execute these projects to enable the communities to shape their future.

All this has been made possible by the dedication and contributions of people who have been with your Company over this journey. To harness the potential our people bring, your Company continues to invest in developing and retaining talent. I take pleasure in informing you that this year your Company was amongst the companies which were accorded the ‘Hall of Fame’ by the Great Place to Work India. We remain deeply committed to building an organisation that promotes diversity, inclusiveness & collaboration and retaining our position as a preferred employer.

### *As we look ahead, our Commitment deepens*

With our country embracing the path of sustainable development, agriculture will play an important role in economic growth and upliftment of over 50 per cent of our nation’s population. Your Company remains committed to contribute to the new journey our nation’s agriculture will be on.

Your Company’s commitment is embodied in its Mission – *“To partner the Indian farmer and help the nation in its quest for prosperity and progress.”*

The future for your Company is being laid on a foundation of continued innovation in seeds, agronomic solutions and readiness for mechanization along with biotechnology solutions relevant for Indian farmers in which, trials are underway.

During my over 8 years of association with this Company, I have had the good fortune of experiencing the difference we have been able to make to farming communities deeply ensconced in the rural heartland of our country. I am

always reminded of this quote by Helen Keller - ***The best and most beautiful things in the world cannot be seen or even touched. They must be felt with the heart.*** The real interactions with our farmers, the real stories of their lives, the real examples of the contributions your Company has made to them, bring me and my team, back to work with excitement each day.

I assure you that you are associated with a company which will continue to make unique contributions to our farmers. I thank you for your unstinted support in our journey so far and looking ahead.

Regards,

**Shilpa Shridhar Divekar**  
Managing Director

## Delivering growth with DEKALB®



**Erratic monsoon led to lowering of demand and a resultant decrease in seed sales during the year under review. Weather disruptions, coupled with commodity pressure, particularly impacted the Kharif market. The Rabi season also witnessed drop in acreage during the year on account of the commodity fluctuations.**

Our new product launches in the *Kharif* and *Rabi* segments, however, helped the Company retain its market share across regions. Additionally, the Spring season (irrigated market) demand for our products helped offset some of the demand reduction in the *Kharif* and *Rabi* seasons. Though still a small segment of our business, the high-value spring products continued to contribute significantly to our performance. This helped us successfully maintain our performance in DEKALB® during 2014-15.

With our commitment to sustainable agriculture and growth for our farmer customers and other stakeholders, we continued to invest in expansion across the farming value chain during the year.

### *Redefining Brand DEKALB®*



Brand consolidation was a major focus during the year, as we surged ahead aggressively on our commitment towards sustained growth in the maize business.

It has been a year of refining and redefining our brand, DEKALB®, with the launch of our new pack, welcoming a generation of innovative maize hybrids into the market. This year saw the launch of DEKALB®

9141, DEKALB® 8144, DEKALB® 9144, DEKALB® 9149 and DEKALB® 9155 – each catering to a specific market need, helping farmers across India produce with confidence. All new hybrids, along with our recent launches will be packaged in our new pack – ushering in a new era for us.

The new look has resonated well with farmers, distributors and retailers, reinforcing our decision to launch all upcoming hybrids in our new pack.



### *Expanding the DEKALB® portfolio*

Unwavering in our commitment to continuously enhance our offerings in this business segment, we launched five new high-yielding hybrids during FY 2015.

The new superior varieties - DEKALB® 9141, DEKALB® 8144, DEKALB® 9144, DEKALB® 9149 and DEKALB® 9155 - cater to specific market needs, and are well-suited for diverse soil and climatic conditions across the maize producing states of Uttar Pradesh, Jammu & Kashmir, Rajasthan, Punjab, Karnataka, Andhra Pradesh among others.

The farmer response to these hybrids, which have contributed to the development of a very strong DEKALB® product pipeline, has been extremely encouraging. These new hybrids have accounted for significant growth in volume and value terms in the last one year, with the northern states in particular reporting better realisations.



*New hybrids launched*

				
<b>DEKALB® 9141</b> Very high yielding hybrid	<b>DEKALB® 9144</b> High yielding hybrid	<b>DEKALB® 8144</b> Medium maturity, high yielding hybrid	<b>DEKALB® 9149</b> Stable and high yielding <i>Kharif</i> hybrid	<b>DEKALB® 9155</b> High yielding, early maturity <i>Rabi</i> hybrid
Excellent stay-green and good disease-tolerance	Good foliar disease tolerance & wider adaptability with robust cob size	Excellent stay-green	Attractive grain colour and uniform cobs	Faster dry down, attractive grain colour and good standability
Launched for South West irrigated geographies	One of the most adaptable hybrids across South & North Rainfed areas	Meets farmer needs of North Rainfed region	Stress tolerant, apt for specific rainfed pockets in Maharashtra & Karnataka	Launched for <i>Rabi</i> conditions of Bihar & West Bengal

*Increasing the touchpoints – More Farmers & More Villages*

During the year, we significantly enhanced our marketing efforts for new hybrids, enabling extensive research for key farmer insights followed by hybrid experience programmes and demonstrations in 28,000 villages across Bihar, U.P., Maharashtra and Karnataka during *Kharif* 2014.

*Strengthening our network - DEKALB® Directors' Club*

Our strong distributor network remains a key link to fortifying our channel presence and DEKALB® Directors' Club (DDC) is a testament to our commitment to nurture this partnership. DDC is an elite group of channel partners who have consistently demonstrated high growth, embraced our new products and driven our success. It is a platform for us to thank and celebrate our successes with those who have consistently been by our side. It is also a forum for our business partners to interact with senior management, exchange views and collaborate to better serve our consumers - the farmers.

*Showing the way – Margdarshak Programme*

Farmer engagement has been a key facet of our business strategy over the last 40 years and we are continuously investing in the DEKALB® Margdarshak programme to enhance our farmer relationships. We provide regular agronomic training and continued agronomic advisory, Dr. DEKALB® Farm Care® (DDFC®) to our Margdarshaks and help them experience our products from close quarters through live demonstrations. As reputed maize farmers of their villages, these Margdarshaks then play a catalytic role in educating and advocating fellow farmers on various aspects of maize farming – from seed selection to plant nutrition – to facilitate their progress. Spread over 21 states in more than 10,000 villages, our 14,000+ Margdarshaks are the first to know of our product launches, try our new hybrids and give us feedback to bring innovation to local farm conditions. Our trained Margdarshaks reach out to farmers through several village meetings every year.

*Our hybrid maize portfolio at a glance*

DEKALB® 9133	DEKALB® 9117
DEKALB® 9135	DEKALB® 9106
DEKALB® 9142	Pinnacle
DEKALB® 9126	900M GOLD
DEKALB® 9125	Hishell
DEKALB® 9120	Double
DEKALB® 9081	Super 900M
DEKALB® 8101	Allrounder
DEKALB® 9108	Prabal
DEKALB® 7074	DEKALB® 9072

*New Launches*

DEKALB® 9141  
DEKALB® 9144  
DEKALB® 8144  
DEKALB® 9149  
DEKALB® 9155



“



*Our goal is to empower maize farmers by bringing a new generation of DEKALB® seeds to them, constantly delivering and communicating value through first-in-class initiatives and deliver an evolved and consistent brand experience across the country.*

– SHOUROV MUKHERJEE,  
Lead – Marketing & Product Management

### *Committed to building sustainable partnerships*

Our dedication to partnership is intrinsic to our commitment to agriculture. Over the past 40 years, we have developed a partnership-led approach to help the farmers transform not only agriculture, but their lives. Our commitment is translated into ground-level initiatives to reach out to the farmers through a range of Public Private Partnerships (PPP).

We are continuously reaching out to a large number of farmers through PPP programmes in the key agricultural states including Uttar Pradesh, Jammu and Kashmir, Rajasthan and Punjab. During the past year, our participation in PPP programmes extended across 17 districts, covering over 7,500 villages. The activities covered demonstrations on hybrids performance, crop agronomy, crop management, fertiliser, irrigation, seed selection, pest management and productivities to ensure better yields. Multiple avenues like farmer meetings, group meetings, campaigning etc, were utilised to connect with the farmers.



### *Augmenting capabilities – Boosting Efficiencies*

Our efforts towards strengthening and enhancing our product portfolio with new and more innovative hybrids are rooted in our strong R&D capabilities. In line with our continued efforts and commitment to improve maize yields, we conducted maize insect control and herbicide tolerance trials in several parts of the country during the year.

Our breeding initiatives are aimed at developing specific hybrids suited for different agronomic conditions and we continue to work on high yielding hybrids for high density conditions, with attributes preferred by the farmers: good

standability, tolerance to stalk rot and good grain quality.

Our commitment to building best-in-class breeding facilities in India is visible through our main breeding stations at Bengaluru, Udaipur and a satellite breeding station at Jalandhar. The hybrid development lines were doubled during the year and we expanded our testing regions to Madhya Pradesh and Vishakhapatnam, while optimising operations in other locations.

A paradigm shift has been made in breeding methods, which have transitioned from conventional to molecular marker-based approach. Several measures have been initiated for process improvement, including mechanization and automation

of planting and harvesting leading to improved data quality and decision making. Predictive analytics and molecular approach have been deployed to improve product performance, product improvement and cost reduction.

Optimisation of talent, along with investments in testing and breeding, has led to advancements of products, resulting in a wider portfolio of products that are adaptable to various soil and climatic conditions.

Our Mega Centres of Excellence, established during 2014 season in partnership with Department of Agriculture, Government of Punjab, and Vasantrya Naik Marathwada Krishi Vidyapeeth, (Parbhani), have



contributed significantly to scaling up of crop and technology demonstrations at both the places. We have conducted multiple demonstrations relating to mechanization (planting and harvest), nutrient management, plant population, new hybrid and crop exhibitions to create better awareness among farmers about new and better crop techniques.

#### BREEDING SNAPSHOT 2014-15

- Centres of Excellence (COEs) – 64
- Hybrid demos conducted at COEs – 150
- Farmers benefited from training – 1,50,000+

#### *Improving Yields – Mechanized Maize Planting*

A major reason for the low maize productivity witnessed in large parts of India, is the poor initial plant establishment by manual planting, which causes seeds to get placed at variable depths, resulting

in uneven germination. A combination of high yielding hybrid seeds with good agronomic practices is paramount to enhance the yields. In a bid to improve maize yields with better seed placements, we partnered with New Holland Company for demonstrations across Bihar during Rabi season and Punjab & Haryana during Spring. Farmers experienced uniform germination, better plant stand, and placement of fertiliser along with the seed for better uptake and nutrient use efficiency. We shall expand the ambit of our demonstrations to cover more farmers in the coming year.

#### *From commitment to practice – Across the Value Chain*

Our commitment to sustainable agriculture manifests across the farming value chain – from planning to procurement, logistics, supply chain and customer care. Improvement in Productivity, Quality and Connectivity (PQC) & significant progress in implementation of our Product Demand and Positioning (PDP) were key highlights. We are looking at integrating the output with other systems such as material planning and distribution. Other planning initiatives included launch of Optimised Monsanto Planning (OMP) project to accurately and efficiently develop Production and Sourcing plans for our Chemistry products. OMP

would enable a significant shift from cumbersome manual processes to best-in-class capabilities and help improve decision-making through increased visibility of data. This would eventually result in better supply planning and enable a common solution across regions. As a result of our focussed approach in planning, more than 90% of the planted area happened to be in the right planting window, contributing to productivity improvement. Focussed field monitoring, in terms of sowing and better control on pests, diseases and micronutrient deficiencies, further helped boost yields. Apart from planning, procurement was also another key area where we made significant positive changes with the successful implementation of Ariba as a reverse auction tool and Order To Cash (OTC) SMS Integration to help create a better customer experience through visible supply network. Under the project, distributors receive SMS notifications with dispatch details, enabling better visibility and minimising follow-ups. A Collaborative Logistics initiative has also been launched to minimise transport cost, reduce transit damage of materials and improve serviceability.



*Cognizant of the importance of a strong farmer connect to ensure holistic and sustainable growth, we are continuously striving to deepen our relationships with the farming community across both our key brands. Our approach is collaborative and we look at the farmers as our partners in progress.*

– B YOGESH,

Lead - Row Crops Sales



## Enhancing productivity with Roundup®



Weeds present a formidable challenge for most growers in India, which has been traditionally managed by the use of manual weeding or inter-culture and were never a complete solution. The unavailability of labour for agricultural purpose has further compounded the challenges faced by farmers with respect to weeding and this has become a drag on yields.

Monsanto helps address the concern and enables farmers' access high-quality, world-class weed management solution through Roundup®. Our broad spectrum, glyphosate-based, post-emergent systemic herbicide, Roundup®, has consistently shown good traction in the market since its launch and continues to be the most preferred herbicide for weed management for farmers in India.

Nurtured over the years through extensive R&D and strong marketing initiatives, Roundup® has acquired a brand strength that helped maintain a price edge despite a decline in global prices seen towards the end of FY 2014-15. Further, the state-of-the-art Roundup® formulation and packaging facility at Silvassa also continued to ensure a strong quality advantage through the value chain.

Despite flat demand during the past year, Roundup® sustained business performance primarily due to improved reach and enhanced distribution via new partnerships, coupled with focussed awareness programmes among an expanding base of farmers.

### *Developing partnerships, augmenting capabilities*

The business focus during the year was on developing partnerships and augmenting the capabilities of our people to facilitate better availability of the product and enhanced awareness among the farming community. Several new distributors were added and through Dealer No.1 - the retailer loyalty programme - we strengthened the channel network for Roundup®. Even as we maintained good relations with other industry players, we concurrently improved order process transparency for our partner distributors. The Roundup® Tiger Club has emerged as a robust platform for nurturing our distributors and we continued to

build on it for the year under review. Our focus on strengthening this channel has helped in expanding the business to fresh geographies.

Given the current low penetration of glyphosate-based weed herbicides in India compared to other countries, the overall potential of scaling up the Roundup® business is immense. Retail is another area where we continued to expand and build on our existing presence in agro retail chains in the key states of our presence. Going forward, we see significant opportunity for future growth through increased need for herbicide-based weed management systems.



राउंडअप डीलर कोड

पारितोषिक  
शेतकऱ्यांनी निवडलेले

डीलर नंबर 1

बनवा  
आपल्या पसंतीच्या डीलरला  
राउंडअप डीलर नंबर 1

डीलरचा तातूत क्रमांक 9225573000 वॉ 5854 बारा

जवळील नं. 1 चा तपमाहाक



### *Strengthening our commitment – Tann Mukta Maharashtra*

Monsanto's commitment to offer superior weed management solutions has been at the forefront of our business strategy for Roundup®. During FY 2014-15, we took this commitment to new highs with the launch of the Weed Free Maharashtra (*Tann Mukta Maharashtra*) campaign as a pilot project spread over 30 days. A key aspect of the campaign was farmer education through a series of participative initiatives, culminating in a pledge of *Tann Mukta Maharashtra*. Branded Monsanto vans were deployed to take the campaign across the state covering 2,000 villages in a month. Quiz programmes, personal interactions with experts, demonstrations etc were among the key campaign initiatives.

The campaign proved a major success in the target villages, with Roundup® emerging the leading herbicide brand in India and helping farmers save on labour costs and improve productivity. The strength of the brand is evident from the fact that Roundup® ranked No. 1 on the Net Promoters' Score (NPS) in terms of brand loyalty during the year.

### *Building manufacturing excellence and improving quality*

Spread over six acres, our dedicated chemistry facility at Silvassa manages the entire range of operations – from formulation to packaging. Using best quality inputs and automation, the plant supplies high-quality product in different pack sizes. A cost of quality (COQ) drive for operational efficiencies and optimisation helped report zero product quality complaints during the past year. Localised sourcing of surfactant resulted in significant cost savings last year, and additionally helped avoid dependence on imported surfactant. The extensive water conservation and energy saving initiatives continue to lend greater efficiencies and cost savings for the manufacturing facility.



*The long-term growth for Roundup® business continues to be promising as farmers increasingly realise the benefits of cost-savings, higher yields and reliability of Roundup®. We continue to focus on investing in Roundup® brand, making Roundup® available in the remotest parts of the country and building strong relationships with our channel partners.*

– PIYUSH NAGAR,  
Category Lead-Crop Protection,  
Seed Treatment, CT

“



*I started this business nearly 25 years back and despite being regularly approached by other brands, I choose to be a Monsanto business partner because of the ethics, principles and safety culture promoted by the Company. Given its history of innovative products and solutions, market and farmers always have really high expectations from Monsanto. With each new product, there is so much to learn. The people, processes and systems that Monsanto has instituted make selling so much easier for distributors like us.*

**Shashidhar Patil**

M/S. ALLAMPURABHU ENTERPRISES,  
Hubli (Karnataka)  
Distributor of DEKALB® and Roundup®

“



*My 81-year-old father, Shri Sreeram Omanwar had started the family's agri-input business in '80s with distribution of "Emergent" brand and later partnered with Monsanto for Bt Cotton hybrids. We have sold Roundup® since its launch in the region. I am happy to be associated with the Company as it has remained focussed on the Indian farmer and has brought products and technologies to help them grow. I am sure there will continue to be a lot of demand for Roundup® and technology in the coming years. It gives me immense pride to be consistently awarded as the best distributor for Roundup® by Monsanto.*

**Pradeep Omanwar**

M/S. SHETKI BHANDAR,  
Yavatmal (Maharashtra)  
Distributor for Roundup®



# 40 years of

“



*Since 1975, when I first became associated with Monsanto, the Company's teams have been continuously educating me and my people about new products, thus enabling us to sell more. Monsanto has retained my confidence and partnership over the years, through innovative products and value-added services that the Company has constantly introduced over time. Having started with distribution of "Machete" and "Leader", today I have a wide range of Monsanto products in my portfolio, including Roundup®. With the help of Monsanto teams, I am now engaging actively with farmers and Government stakeholders, while my son is managing our distribution business.*

**Sardar Manjit Singh Kapur**

M/S. PUNJAB KHAD STORE,  
Jalandhar (Punjab)  
Distributor of DEKALB® and Roundup®



“



*I have been growing DEKALB® hybrid maize for the past 15 years on my 15 acre farm. I have grown every DEKALB® hybrid introduced in this region – 900M Gold, DEKALB® 9081 etc and seen good yields. This year, I have experienced superb output from DEKALB® 9120 hybrid. Such consistent performance of DEKALB® hybrids has ensured confidence of growers in this area.*

**Farmer Krishnanand Choudhary**

Village Rupaspur Khaga, Block Dhamdaha,  
Zilla Purnia (Bihar)

“



*Monsanto never diluted its focus on understanding the needs and aspirations of farmers, and providing agricultural solutions in last 40 years. Equality, diversity and inclusion are important aspects of the culture which the Company has built over the years. I have seen Monsanto always open and ready to adapt to rapidly changing situation and priorities, and develop new way of working in order to succeed.*

*Y. Muralikrishna,*  
Sales, Mumbai



“



*I thank my stars and Monsanto for giving me this exceptional chance 'to do good for the needy and even get paid for it'. I can never forget when, during an interaction at an NGO Centre, one little girl stood up and said 'I want to be like you when I grow up'. I count my blessings with every gratifying word or gesture that I receive from the communities with the difference Monsanto is making in their lives.*

*Juhi Gupta*  
CSR & Sustainability, Delhi

# growing together

“



*No hurdle is too high if we set our mind to overcome it. The Monsanto culture of continuous training on safety and emergency response helped us in facing challenges and saving lives during an emergency situation at work.*

*Ashok Sinha,*  
QA, Hyderabad

“



*In 1987, I left my PhD studies mid-way to join Monsanto. From age 25, Monsanto has been my and my family's ticket to a better life. I have spent the past 28 years working with every brand that Monsanto brought to India. Having witnessed Monsanto's transition from a one-product company to a multi-product player in Indian agriculture. I see an excellent growth potential in its strong product pipeline and technological prowess. I have received several awards and recognitions, including the prestigious Master Sales Award, and I look back at my association with Monsanto with pride as a 'beautiful one', which will continue to grow in the future.*

*A S Sandhu,*  
Sales, Jalandhar

“



*Monsanto values & vision appealed greatly to me and gave me complete insights and confidence as a professional. My managers and supervisors mentored, motivated and supported me in my achievements at work. I feel very proud to be a part of Monsanto family.*

*Arshiya Begum,*  
SSC, Bengaluru

# Leveraging technology for agricultural progress

The country's agricultural landscape today is steered as much by technological innovations as by new and advanced cropping methodologies, making IT intervention an imperative of sustainable agricultural growth.

## EMPOWERING THE SMALLHOLDER FARMER THROUGH IT ENABLEMENT

*Monsanto Farm AgVisory® Service (MFAS®)*



Partnering with Indian farmers for the last 40 years, we are committed to improving their yields and lives by helping them overcome the myriad challenges they face in farming. Smallholder farmers, in particular, need support to realise their optimum potential and our Monsanto Farm AgVisory® Services (MFAS®) help them improve their agronomic practices through mobile-based value-added services.

Launched in 2010, MFAS® is available 365 days a year. It is a customised tool to provide farmers with useful information

on a variety of issues to help them manage crops better. An innovative and interactive platform, it enables maize, cotton and vegetable farmers in 17 states to improve farm yields. MFAS® addresses a major information gap for these farmers, who otherwise have no access to a reliable and customised source of information.

Available in seven Indian languages and built on a highly sophisticated software system, it provides farmers with timely, round-the-season advisory during different crop stages including pre-sowing, crop management and harvesting.

Last year, member enrolments on the MFAS® platform stood at 3.6 million, while our dedicated hybrid maize agvisory - Dr. DEKALB® Farm Care (DDFC®) - membership was at 6.4 lakhs, an approximate addition of 2 lakh new maize farmers to the platform. The platform will be made more robust, with increased value additions, going forward.

### *A commitment is realised*



**80%+**

~86% Farmers have followed recommendation of MFAS® platform resulting in 80% + Customer Retention

**1,60,000+**

DDFC® received 1,60,000 Calls from maize farmers, translating to 6,800 hours of advisory conversations

### *Sustainable growth through IT operational excellence*

The year gone by saw key strategic IT initiatives at Monsanto, which have transformed the way we connect with farmers.

Aligning some of our sites to Monsanto's global operations was an important measure to ensure better customer support through faster dissemination of information and speedier access to all applications, externally and internally. The resultant improvement in business continuity, along with better performance of network services, has laid the platform for business expansion and listing of Indian sites under priority monitoring. Other initiatives to boost operational excellence included centralised back-up for data security, augmentation of data storage capacities, introduction of mobile tabs to capture field data, use of I-pads and notepads, among others.

### *Initiating process change for higher productivity*

SAP Fiori is Monsanto IT's new productivity tool for better financial management. This web-based tool provides simpler, more streamlined transactions and allows users to access their queue of requests. It is used to provide enhanced information about each approval request, including sales, requests for seed purchase, placement of orders etc. An added advantage lies in easy access across multiple devices, including desktop, laptop and mobile devices.



### *Information-based Decision and Execution Assistance (IDEA)*

Launched in the previous fiscal, the IDEA platform has been envisaged to improve operational efficiency and document

actionable customer information. IDEA captures customer information through a structured mobile application and is currently being used across 15 regions in India. IDEA continues to contribute to business efficiencies of maize business.



Launched in a new avatar during the year to provide seamless support and superior service to our distributors, this Salesforce-based business platform enables our channel partners to access and check account statements online. Simpler invoicing and online ordering of seeds are some of the offerings under this platform, which help our distributors and sales team collaborate with ease. It provides them with a comprehensive analytics-based customer relationship experience through ease of doing business, better access to accounts and better access to Monsanto.

The Monsanto IT Value Award 2015 that Monsanto India team received for Windows7 deployment showcases our commitment to sustainable growth by considerably reducing PC incidents, allowing our customers to increase their productivity.

### *OCTCMS Automation*

This vital IT intervention has made a significant impact in streamlining the Order Tracking Communication (OCTCMS) for channel partners and our teams. We introduced this initiative with the aim of enabling timely communication with customers regarding shipments and predictive availability of stock for distributors, thereby improving customer satisfaction. Apart from saving time for sales and customer care teams by avoiding follow-ups, it allows us to focus on market development activities for demand generation. Customer satisfaction is ensured through improved visibility by this process, which is expected to find wider applications across businesses.



*Technology has emerged as a major enabler of agricultural growth in the country and Monsanto is at the forefront of the technological revolution to boost productivity and streamline the agriculture systems and processes.*

— CHRISTOPHER MOORE,  
Lead - IT

# Creating avenues for inclusive growth

Social inclusion has been a vital component of our sustainable growth strategy. Our Corporate Social Responsibility (CSR) ethos extends beyond the ambit of mandatory intervention. In line with the new Companies Act, 2013 we have now scaled this commitment to a new level. With the aim of supporting them to improve their lives, we are continuously working with the communities in and around our areas of operations.



*CSR Vision*  
**IMPROVE LIVES BY PARTNERING WITH  
COMMUNITIES TO DELIVER LASTING SOLUTIONS**

The vision is based on four key pillars:



**Commitment  
TO IMPROVE LIVES**

We believe in helping improve lives of farmers & farm families, and women & children in communities around where we live and work. Our approach is to help provide them with better information, access to education and healthcare facilities, and enable them to make better choices in their lives.



**Commitment  
TO PARTNERSHIPS**

The challenges facing us are huge and require everyone to come and work together to find solutions and make a meaningful difference. We believe in the power of partnerships with credible NGOs, Government, like-minded companies and individuals to deliver long-term benefits to the communities and are committed to them.



**Commitment  
TO SUSTAINABLE DEVELOPMENT**

We believe in developing lasting solutions, while addressing critical community needs and ensuring sensitisation, participation and ownership of the community members on the project interventions to have sustainable outcomes and long-term impact.



**Care  
AND CONCERN**

Care and concern is intrinsic to the Monsanto pledge & values and we live it through our work. Our efforts in CSR are empathetic to the needs of the communities and reflect in the way we work with them to build solutions that help transform their lives and livelihood.

*Our CSR efforts span these thematic areas :*

**Sustainable Agriculture:**

It is our constant endeavour to improve the rural productivity through key support initiatives, including farm infrastructure, access to water and water conservation and building market linkages to ensure sustainability across India's agricultural system.

**Health, Nutrition and Education:**

Cognizant of the inadequate access and poor quality of healthcare in rural India. Our health and nutrition programme seeks to provide access to sanitation facilities, personal and community hygiene and drinking water solutions in the villages, thereby improving the lives of the communities. We also support the rural children in the food and nutrition space by supporting the Government's mid-day meal programme.

Education has always been a critical growth engine for empowerment of communities and progress of the nation. Underlining our commitment towards strengthening learning outcomes by enhancing school effectiveness, improving quality of teaching practices and infrastructure support.

**Supporting Disaster Rehabilitation Efforts:**

Our disaster rehabilitation effort provides sustained support to the people and communities affected by natural calamities, and help them rebuild their lives.

## A brief on our CSR programmes



### SHARE - Sustainable Harvests – Agriculture, Resources & Environment.

With stagnant or diminishing natural resources in the country a matter of grave concern, we are engaged in helping small and marginal farmers gain easy access to information & techniques, and build capabilities to make their efforts sustainable. Projects under SHARE are aimed at sustainably increasing productivity of farmers through input-output capacity building, imparting best package of practices through creation of demo/model plots and irrigation infrastructure and alternate livelihood opportunities. We are evaluating NGO partners for implementing projects in this space.

### DISHA

DISHA covers our efforts in the Health, Nutrition and Education areas focussed on rural communities, providing better access to drinking water through supply and water conservation efforts, sanitation facilities & education support. The livelihood projects under the programme will include skill-based training for women to enhance incomes and improve lives.

The nutritional challenges existing in children will be addressed by supporting the Government's mid-day meal programme. On the education front, other efforts include improving learning levels of children through improved learning tools, providing inclusive classrooms, teacher trainings in Government primary schools.

### IMPROVING EDUCATION THROUGH MID-DAY MEALS



This three-year school nutrition project in partnership with Akshaya Patra Foundation will address the predominant problem of nutrition in children. The project will provide nutritious school meals to 15,000 children in 150 Government schools in Odisha & Uttar Pradesh, along with sensitisation on hygiene and nutrition awareness for fostering education and bringing about a positive impact on the health and nutrition of children. In another project, we are working on providing food and nutritional security through supply of nutritious vegetables grown in the kitchen garden in Jaipur, Rajasthan, to Akshayapatra centralised mechanised kitchen serving 1,50,000 children in 1,400 Government schools. Solar Dehydrating Plants have been installed to ensure supply of nutritious vegetables even during the off-season.

### IMPROVING LEARNING LEVELS



In association with Deshkal Society, the project will enhance the learning levels of children from agricultural communities in Purnia (Bihar). It will promote learning levels by improving the teaching-learning practices and strengthening the School Education Committees (SEC) for creating an effective school system. The project will cover 165 primary schools and upper primary schools, with around 48,000 students over 2 years.

### COMMUNITY ENGAGEMENT EFFORTS



By providing Water & Sanitation facilities & additional livelihood opportunities



This 3 year program is a collaborative effort with Action For Food Production (AFPRO) covering five villages in Silvassa, UT of Dadra and Nagar Haveli and 25 villages of Maharashtra. The project focusses on increasing rural household access to safer and sustainable drinking water sources, creation of community irrigation and watershed development infrastructure, access to sanitation facilities by constructing toilets and community hygiene sensitisation trainings, livelihood opportunities with skill-based trainings like poultry, goat rearing, sewing etc., contributing to household incomes.



*Being socially responsible has always been at the core of what we do. We remain deeply committed to partnering and supporting progress of rural communities by helping develop sustainable solutions to their challenges.*

– ARNAB DAS

Lead - Corporate Marketing,  
Sustainability & CSR

## Commitment to people growth

**A progressive and sustainable organisation is founded on the strength of its people. Our commitment to developing people continues to find endorsement in various awards and accolades during the year.**

### *Great Place to Work*



Monsanto has been selected as one of the “**Best Companies to Work For in India**” in 2014, according to the Great Places to Work® survey. The Great Place to Work® (GPTW) Institute is a pioneer in studying and recognising the best workplaces around the world. Over 600 companies across 20 industries participated in the study this year, making it one of the largest such studies in India. MIL ranked 35 overall, and ‘No. 1 in the Industry’ for the Biotech and Pharmaceuticals industry.

In another fete, Great Place to Work® also inducted Monsanto into the “**GPTW India Hall of Fame**” this year. With this achievement, Monsanto has acquired a place of pride, being among a handful of companies to be so inducted - this is a testament to the committed and collaborative efforts of our employees to deliver innovative agricultural solutions.

### *Diverse and Inclusive Work Culture*

During the year, MIL underwent an external benchmarking (WILL Forum) process aimed at outlining the Company’s standing in terms of its Diversity and Inclusion efforts in India. A representative set of employees contributed to the survey aimed at benchmarking Monsanto’s D&I initiatives with other reputed firms.

The survey and the benchmarking process highlighted that the Company has a diverse and inclusive workplace culture that is embodied by open access to leadership and provides employees opportunities to contribute to critical business decisions. The Company was also recognised as one of the Best Employers for Women.

### *Developing People Capabilities*

People are at the heart of what we do and we are committed to continuously developing people capabilities to meet the needs of a growing business. There is a comprehensive rewards and recognition (R&R) programme in place to keep the workforce engaged and motivated. Performance-linked incentive programmes, Rapid Recognition awards, welfare initiatives, insurance schemes, annual get-togethers involving employees and their families et. al., form a key part of our R&R efforts.

Multiple training and development programmes have been conducted over the past year focussed on developing leadership abilities and functional skills of our employees. Given an increasingly millennial workplace, a substantial focus has been on developing people management abilities of team leaders. All people leaders have been covered in the workshops to develop their capabilities and effectively contribute to making Monsanto India

an open and collaborative organisation with a truly engaged workforce.

### *Open and Transparent Workplace*

An endeavour to maintain an open and transparent workplace underscores our commitment to developing people. The workplace is friendly and collaborative and provides a conducive environment for the contrarian view to be heard and respected. There are well laid out processes for grievance redressal, with a core response team setup, that safeguard the rights of the individuals and guards against victimisation.

As on March 31, 2015, the employee strength at MIL stood at 352.



*Our people are the secret to being a Great Place To Work. We believe in getting a set of bright and enthusiastic people together and empower them to solve business challenges. At Monsanto India, empowerment is more than a value system; it is an ethos imbued in the operational fabric of the Company, helping us grow in an ambiguous and challenging environment.*

– ALIND SHARMA,  
Director – Human Resources

## Commitment to ESH and Human Rights



**At Monsanto, our commitment to our people, partners, vendors and farmers extends beyond business and profitability. We are deeply committed to upholding human rights and are continuously working to enhance employee safety, health and sustainability. Building a safety culture is a priority agenda for MIL; in fact, a 2014 organisational survey showed that 97% employees agree that Monsanto is a 'Safe Place To Work'.**

Our safety programmes go beyond risk mitigation to promote leadership involvement and employee engagement. Our Silvassa site won the prestigious 'Appreciation Award' in the Manufacturing Category in the 11<sup>th</sup> edition of CII's Western Region Safety, Health and Environment (SHE) Excellence Award 2014-15. Our vehicle safety and employee health initiatives won global Safety and Health awards from Monsanto Corporate, respectively.

Human Rights is a key priority area of our strategic framework and our inclusive approach ensures that there is no child labour at our sites. Child labour and field safety are key thrust areas in our supply chain and we have in place a comprehensive programme involving intensive grower sensitisation, training and third party auditing.



### India Vehicle Safety Programme

Since 2004, we are running a robust vehicle safety programme which has reduced road incidents significantly as measured by a key metric - Collision per Million Miles (CPMM). Apart from mandatory trainings, we proactively track driver behaviours using vehicle data recorders (VDR). A core 10-member India Vehicle Safety Team (IVST), comprising business leaders and 80 empowered Driving Safety Coordinators (DSC) passionately drive our programme demonstrating our strong management commitment.

We have expanded our safety programmes outside our gate and implemented a robust Off-the-Job or safety outreach programmes which is committed to 'Saving Lives and Improving Lives' to benefit our farmer customers and other community members.



### Human Rights Programme

Apart from child labour, we put lot of thrust on field safety in our maize seed producing areas across several states.

As part of our Snake Anti-Venom programme, we provide free anti-venom kits and awareness training to rural communities. This programme has saved 21 lives in cases of snake bites since inception in 2008.

We sensitise growers about field hazards inherent in agriculture activities and facilitate use of recommended personnel protective equipment (PPE) to reduce field injuries.

Above initiatives have increased awareness in rural communities on field hazards and are acknowledged as best practices in seed industry.

Monsanto's sustained vehicle safety focus has reduced collision rates by more than

# 80%

over the past decade.

Monsanto India Region safety outreach for community spanned

# 5,78,217

individuals with 177 events conducted across the country.



*Our ESH-Human Rights programmes demonstrate care and concern for employees, their families and community. They are holistically designed to promote employee engagement and sustainable development.*

– MAHESH CHANDAK,  
India ESH & Human Rights Lead

## Our Board of Directors



 **Sekhar Natarajan,**  
Chairman

Sekhar Natarajan is a veteran who has steered and guided Monsanto India's growth for over three decades. With his guidance, he has consistently helped the Company evolve as a major contributor to Indian agriculture's growth story. A strategic thinker with rich global experience in Business Development and Mergers and Acquisitions (M&A), he offers business guidance and represents the Company at industry forums. Before taking over the Company's reins as Chairman, he held several leadership positions across functions – Chief Financial Officer, Business Development Head, Sales and Marketing Head, and Global Corporate Strategy Lead at Monsanto's headquarters in St. Louis, USA. A Chartered Accountant and Cost Accountant, he is currently also a Managing Partner of M/s. S. N. Consultants that provides advice and strategic directions to several local and international companies.



 **Shilpa Shridhar Divekar,**  
Managing Director

Shilpa Shridhar Divekar took over as Managing Director of Monsanto India Limited (MIL) with effect from September 1, 2014 after seven years of successfully leading teams across Business, Strategy and Corporate Affairs. An MBA, Cost Accountant and Post Graduate in Commerce, she is an accomplished professional with over 13 years of experience across Consulting and Food & Agriculture sectors. In her role at the helm of the Company's Corporate Engagement function, she has interacted closely with key external stakeholders across Central and State Governments, Media, Industry and Farmer Associations to focus on Monsanto's Corporate Marketing & Communications. In this role, she also contributed to the development of Monsanto's Sustainability and Corporate Social Responsibility programmes focussed on India. Her diverse career experience spans the agriculture and food sector at Bunge & Monsanto and the consulting industry at Arthur Andersen & KPMG.





 **H. C. Asher,**  
Independent Director

H. C. Asher, a well-recognised expert in corporate and commercial laws, is a Senior Partner at M/s. Crawford Bayley & Co., a leading firm of Advocates and Solicitors in Mumbai. An M.A. and LL.B from Mumbai University, he joined the Board of Monsanto India Limited in 1973. He is also a Director on the Boards of several other reputed companies.



 **Pradeep Poddar,**  
Independent Director

Pradeep Poddar is on Monsanto India Limited Board since January 2006 and has extensive experience in the consumer goods industry, having served in senior management positions at Glaxo, Heinz and the Tata Group. Until recently, he was leading Tata's foray into water and functional beverages globally, as the Managing Director of Mount Everest Mineral Water Limited, a Tata Enterprise.

He represents Tata's interests on the Board of Nourishco – the Joint Venture Company with Pepsico. He is also a trustee on the Board of United Way, Mumbai.

In recognition of his contribution to the food industry, he was conferred the Udyog Ratna Award in 2001 by the Karnataka Government and the Wisitex Foundation.

He is a Chemical Engineer from UDCT, Mumbai, and an MBA from IIM, Ahmedabad.



 **C. Ravishankar,**  
Director

C. Ravishankar has been associated with Monsanto since September 2009 and brings to the table over 19 years of rich experience in manufacturing, commercial and consulting domains. He is currently the Company's Supply Chain Lead. Prior to Monsanto, he worked with Hindustan Unilever in manufacturing and sales & marketing, and in various roles with strategy consulting firms Accenture, the Boston Consulting Group and KPMG. His contribution to Monsanto has been extensive and he has been instrumental in delivering tools critical for customer-connect and planning like Dr. DEKALB® Farm Care and IDEA. He has led the Company's Maize business growth as Category Lead - Maize. He has initiated several measures to renew the India Supply Chain Team in alignment with Monsanto's Global Supply Chain structure.

## NOTICE

Notice is hereby given that the 65<sup>th</sup> Annual General Meeting of the Members of Monsanto India Limited (CIN-L74999MH1949PLC007912) will be held on Friday, August 7, 2015 at 11.00 a.m. at Y. B. Chavan Main Auditorium, Ground Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai – 400 021, to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2015, and the Profit and Loss Account for the year ending that date and the Reports of the Directors and the Auditors.
2. To declare a Final Dividend on equity shares.
3. To appoint a Director in place of Mr. Sekhar Natarajan (DIN - 01031445) who retires by rotation and being eligible, offers himself for reappointment.
4. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 to 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, (117366W/W-100018) as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting be and is hereby ratified at such remuneration plus service tax and reimbursement of out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee and the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for implementing and giving effect to this resolution.”

### SPECIAL BUSINESS :

5. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and such other applicable provisions, if any, of the Companies Act, 2013, (the “Act”) and the Rules made thereunder and the Articles of Association of the Company, approval of the Members be and is hereby accorded to the appointment of Ms. Shilpa Shridhar Divekar (DIN - 06619353) as the Managing Director of the Company for a period of three years with effect from September 1, 2014.”

“RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions of the Principal Agreement, as amended, entered into by the Company with Ms. Shilpa Shridhar Divekar for her appointment and, as set out in this Notice, with authority to the Board of Directors of the Company to alter and/or vary the terms and conditions of the said appointment in accordance with the applicable provisions of the Act and/or any schedules thereto.”

“RESOLVED FURTHER THAT in event of loss or inadequacy of profits in any financial year during the period of appointment, remuneration, perquisites, benefits and amenities as provided in the Principal Agreement referred to in the Explanatory Statement shall be made available to Ms. Shilpa Shridhar Divekar.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to enhance, enlarge, alter or vary the scope and quantum of remuneration, perquisites, benefits and amenities payable to Ms. Shilpa Shridhar Divekar, from time to time, provided that any revision in the quantum of remuneration, perquisites, benefits and amenities shall not exceed the statutory limits as may be prescribed by Section 197 or any other applicable provisions of the Act.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things as may be necessary or expedient and sign and execute all documents or writings as may be necessary, usual or expedient for the purpose of giving effect to this resolution and for matters concerned therewith or incidental thereto.”

6. To ratify remuneration payable to the Cost Auditors for the financial year ending March 31, 2016 by passing the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and subject to guidelines and approvals of the Central Government as may be applicable, the Members hereby ratify a consolidated remuneration of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) plus service tax, as applicable and out of pocket expenses payable to M/s ABK & Associates, Cost Accountants who have been appointed by the Board of Directors of the Company to audit cost accounting records with respect to Chemical business of the Company for the financial year ending March 31, 2016.”

7. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution :

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and Clause 49(VII) of the Listing Agreement, and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Audit Committee and the Board of Directors of the Company to authorise the Management of the Company to carry out transaction(s) in ordinary course of business and on an arm’s length price, as may be appropriate, for

- (i) payment of royalty to the Company’s ultimate holding company, i.e. Monsanto Company, USA and / or any of its subsidiaries, including wholly owned subsidiaries and / or its associate companies and / or any of its joint venture companies, for use of germplasm for corn hybrids, of an aggregate value not exceeding ₹ 10 Crore and ₹ 15 Crore respectively for the financial years ending March 31, 2016 and March 31, 2017,
- (ii) payment of charges for product development for corn seeds, to the Company’s ultimate holding company, i.e. Monsanto Company, USA and / or any of its subsidiaries, including wholly owned subsidiaries and / or its associate companies and / or any of its joint venture companies, of an aggregate value not exceeding ₹ 50 Lakh for the financial year ending March 31, 2016 and an aggregate value not exceeding ₹ 75 Lakh for the financial year ending March 31, 2017,
- (iii) testing of samples of IPA Salt and K-Salt with the Company’s ultimate holding company, i.e. Monsanto Company, USA and / or any of its subsidiaries, including wholly owned subsidiaries and / or its associate companies and / or any of its joint venture companies, free of cost,
- (iv) import of miscellaneous items of equipment, apparatus, tool, device, gadget, for aiding corn breeding function, from the Company’s ultimate holding company, i.e. Monsanto Company, USA and / or any of its subsidiaries, including wholly owned subsidiaries and / or its associate companies and / or any of its joint venture companies of an aggregate value not exceeding ₹ 2 Crore for each of the financial years ending March 31, 2016 and March 31, 2017,
- (v) reimbursement of expenses to and by the Company’s ultimate holding company, i.e. Monsanto Company, USA and / or any of its subsidiaries, including wholly owned subsidiaries and / or its associate companies and / or any of its joint venture companies, of an aggregate value not exceeding the following limits :

- a. Expenses charged to and by your Company :
  - i. ₹ 6.00 Crore each for the financial year ending March 31, 2016; and
  - ii. ₹ 8.00 Crore each for the financial year ending March 31, 2017,

on principal terms mentioned in the Explanatory Statement annexed hereto and to authorize the Audit Committee to approve ancillary terms and to authorise the Management of the Company to enter into appropriate agreement(s) or contract(s).”

“RESOLVED FURTHER THAT each of the Board of Directors, Audit Committee and the Management of the Company be and is hereby authorized, as may be appropriate or relevant, to implement and to give effect to the above resolution and from time to time, to take all steps whatsoever and do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient or incidental thereto including finalizing the ancillary and incidental terms in relation to each transaction and to sign deeds, applications, documents and writings in relation thereto.”

8. To consider, and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended and Clause 49(VII) of the Listing Agreement, and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Company be and is hereby accorded to the Audit Committee and the Board of Directors of the Company to authorise the Management of the Company to procure of a Radicle Emergence Test Imager (RET imager) equipment from the Company’s ultimate holding company, i.e. Monsanto Company, USA and / or any of its wholly owned subsidiaries and / or its associate companies, of an aggregate value not exceeding \$ 30,000 i.e. INR 18.60 lakhs (approx.) on principal terms mentioned in the Explanatory Statement annexed hereto and to authorise the Management of the Company to enter into appropriate agreement(s) or contract(s).”

“RESOLVED FURTHER THAT each of the Board of Directors, Audit Committee and the Management of the Company be and is hereby authorized, as may be appropriate or relevant, to implement and to give effect to the above resolution and from time to time, to take all steps whatsoever and do all such acts, deeds, matters and things as each of them may consider necessary, relevant, usual and / or expedient or incidental thereto including finalizing the ancillary and incidental terms in relation to each transaction and to sign deeds, applications, documents and writings in relation thereto.”

By Order of the Board of Directors

Chandana Dhar

Mumbai: June 5, 2015 Company Secretary & Compliance Lead

**IMPORTANT NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be considered at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer books of the Company will remain closed from **Tuesday, July 21, 2015 to Thursday, July 23, 2015** (both days inclusive) for annual closing and determining the entitlement of the Members whose names appear in the Register of Members as on July 20, 2015 to the final dividend for the year ending March 31, 2015.
4. The payment of final dividend, if any, upon declaration by the Members at the forthcoming Annual General Meeting, will be made on or after August 7, 2015 as under:
  - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL") as at the end of the day on July 20, 2015.
  - b) To all those Members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on July 20, 2015.
5. Members are requested to intimate, indicating their folio number, the changes, if any, of their registered addresses to the Company at its registered office or to the Company's Registrar and Share Transfer Agents ("RTA") viz. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078, in case shares are held in physical form or to their respective Depository Participant ("DP") in case the shares are in dematerialized form.

The particulars recorded with the DPs will be considered for making the payment of dividend either by issuing physical

instruments or through Electronic Clearing System ("ECS"). The Members are requested to take appropriate action in the matter, in their own interest, to avoid delay in receiving the payment of dividend.

Where dividend payments are made through ECS, intimations regarding such remittances would be sent separately to the Members.

6. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/electronic form. The equity shares of the Company have been registered with both NSDL as well as CDSL to enable Members to hold and trade the securities in dematerialized/electronic form. In view of the numerous advantages offered by the depository system, Members holding shares in the Company in physical form are requested to avail of the facility of dematerialisation.
7. Members desiring any information regarding the accounts are requested to write to the Company Secretary at least 7 days prior to the Annual General Meeting, so as to enable the Company to keep the information ready.
8. In accordance with the provisions of Section 205C of the Companies Act, 1956, (which are still applicable as the relevant Section under the Companies Act, 2013 is yet to be notified), the Company has transferred unclaimed final dividend for the year ending March 31, 2007 and 1st Interim dividend for the year 2007-08 to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government.
9. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain the status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post, etc. In terms of the IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006-07, as on date of the 64th Annual General Meeting held on August 22, 2014, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors" Section on the website of the Company viz. [www.monsantoindia.com](http://www.monsantoindia.com).
10. In terms of Sections 205A(5) and 205C of the Companies Act, 1956, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the IEPF. Members, who have not encashed their final dividend warrants for the year 2007-08 or thereafter, are requested to write to the Company or the RTA.

In case of non-receipt of the dividend warrants, the Members are requested to contact the Company's RTA/the Registrar of Companies as under:

Dividend for the financial year	Contact	Action by Member
Up to 1994-95	Office of the Registrar of Companies, Maharashtra, Mumbai "EVEREST" 5th Floor, 100, Marine Drive, Mumbai-400 002.	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978
1995-96 to 2007-08 (interim)	Non-recoverable since the unpaid amount has been transferred to Investor Education and Protection Fund	-
2007-08 (Final) to 2014-15 (interim)	Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400078.	Request letter on plain paper.

#### 11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted vide Notification F. No. 01/34/2013-CL-V-Part-I dated March 19, 2015 enacting the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide Members, facility to exercise their right to vote on resolutions proposed to be passed at the 65th Annual General Meeting by electronic means, and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the Members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.

The Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.

Members who have not cast their votes by e-voting shall be entitled to exercise their right to vote by ballot (fill in the enclosed Ballot Form and post it to the address mentioned in the enclosed Business Reply Envelope) or polling paper at the meeting. Instructions for casting votes by ballot can be found on the ballot form.

#### Instructions and other information relating to remote e-voting:

In case of Members receiving e-mail:

- i. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii. Click on "Shareholders" tab.
- iii. Now, select "MONSANTO INDIA LIMITED" from the drop down menu and click on "SUBMIT".
- iv. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat Members as well as physical Members)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/DP are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.  Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the Company Name 'MONSANTO INDIA LIMITED' on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts, they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutiniser to verify the same.

**In case of Members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - (B) The voting period begins on August 3, 2015 at 9 a.m. and ends on August 6, 2015 at 5 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 31, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 31, 2015.
- Mr. Ganapati Nadkarni, Chartered Accountant in Practice (Membership No. 039297) or failing him, Mr. Alwyn D'souza, Practicing Company Secretary (Membership No. F.C.S No.5559, Certificate of Practice No.5137) has been appointed as the Scrutiniser to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutiniser shall, immediately after the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three (3) days of conclusion of the meeting, a consolidated Scrutiniser's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company, who shall counter-sign the same.

- V. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.monsantoindia.com](http://www.monsantoindia.com) and on the website of CDSL immediately after the result is declared by the Chairman and communicated to BSE and NSE Limited.
12. Electronic copy of the Notice of the 65th Annual General Meeting of the Company, inter alia, indicating the process of e-voting along as stated herein with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/DP(s) for communication purposes unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies of the Notice of the 65th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
13. The Members holding shares in physical form can avail of the nomination facility by filing Form SH-13 (in duplicate) pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or its RTA and, in case of shares held in demat form, the nomination has to be lodged with their DP. For convenience, nomination form is attached at the end of the Annual Report.
14. Pursuant to amended Clause 5A of the Listing Agreement with the Stock Exchanges, shares held physically and remaining unclaimed by Members due to insufficient/incorrect information or any other reason, have been transferred (in the demat mode) to one folio in the name of 'Unclaimed Suspense Account' with one of the DP(s).
15. Members may also note that the Notice of the 65th Annual General Meeting and the Annual Report for F.Y. 2014-15 will also be available on the Company's website [www.monsantoindia.com](http://www.monsantoindia.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication related to this AGM or otherwise, the Members may also send requests to the Company's investor email: [investorcare.india@monsanto.com](mailto:investorcare.india@monsanto.com).

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business mentioned under Item Nos. 5 to 8 of the accompanying Notice:

### ITEM NO. 5

The Board of Directors at its meeting held on July 30, 2014, appointed Ms. Shilpa Shridhar Divekar as an Additional Director with effect from September 1, 2014, pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. The Board at the said meeting also appointed Ms. Shilpa Shridhar Divekar as Managing Director from September 1, 2014 for a period of 3 years.

Prior to such appointment, Ms. Shilpa Shridhar Divekar was responsible for creating and leading an integrated Marketing & Product Management function across the Company's corn, cotton seed and traits, vegetables and Roundup® herbicide businesses in India. In addition, she has led the Company's corn business through a turnaround phase and prior to that the Strategy function for India business.

An MBA, Cost Accountant and a Post Graduate in Commerce, Ms. Shilpa Shridhar Divekar has extensive and diverse experience of over 13 years across the agriculture and food sectors at Bunge & Monsanto and the consulting field of Arthur Andersen & KPMG. Her consulting career involved working with clients across a variety of sectors on engagements involving strategy, process realignment, business integration, acquisitions and organizational change.

During her 13+ years of involvement in the Agriculture sector, she has successfully guided the India-focused Seed Breeding R&D team of the Company to develop future products to meet farmers' needs and also played a key role in the Company's success in leading, scaling up and executing public-private partnerships with various State Governments aimed at enhancing income and improving livelihoods of lakhs of corn farmers across states in India.

The Board of Directors at its said meeting held on July 30, 2014 also approved the salary and all other terms and conditions of appointment of the said Managing Director, subject to approval of the Members in a general meeting. Further, the Board at its meeting held on January 30, 2015, has also approved increase in remuneration payable to Ms. Shilpa Shridhar Divekar, the Managing Director with effect from January 1, 2015, vide the Principal Agreement dated September 1, 2014, subject to approval of the Members in the general meeting.

The material terms and conditions of appointment of Ms. Shilpa Shridhar Divekar, as contained in the Principal Agreement between the Company and Ms. Shilpa Shridhar Divekar are as follows:

(i)	Basic Salary	₹ 5,400,000/- per annum
(ii)	Other Allowances	₹ 2,235,000/- per annum
(iii)	Incentive/ Performance bonus	As determined by the Board/ Nomination and Remuneration Committee from time to time and within the overall Company's Scheme, target at ₹ 37,80,000/- per annum
(iv)	House Rent Allowance	As per Company's Policy (₹ 2,700,000/- per annum)
(v)	Medical Benefits	a) Medclaim Policy as per Company's Scheme – family floater program, coverage ₹ 3,50,000/-. b) Reimbursement of medical expenses to the extent of ₹ 21,000/- per annum.
(vi)	Leave Travel Allowance	₹ 450,000/- per annum
(vii)	Insurance:	<ul style="list-style-type: none"> <li>Group Personal Accident Policy: As per Company's Scheme.</li> <li>In addition, the cost of insurance cover against the risk of any financial liability or loss because of any error of judgment as the 'Managing Director' of the Company, as may be approved by the Board from time to time.</li> </ul>
(ix)	Leave entitlement	As per Company's Scheme.
(x)	Contribution to the Provident Fund, Superannuation Fund or any other Fund	As per Company's Scheme.
(xi)	Gratuity	As per Company's Scheme.*
(xii)	Automobile	A fully maintained Motor Car for official use as per the rules of the Company.
(xiii)	Communication facility	Mobile phone and residence landline telephone facilities will be reimbursed, to the extent of calls made for and incidental to the business of the Company.
(xiv)	Stock Options or Stock Appreciation Rights Plan	Eligible to participate in the Stock Options/ Stock Appreciation Rights Plans etc. as in existence/ to be declared by Monsanto Company, USA from time to time. Actual cost of this Plan will be paid for by the Company.
(xv)	The terms and conditions of the said appointment and/or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.	
(xvi)	The Agreement may be terminated by either party giving the other party ninety (90) days' notice.	
(xvii)	The Managing Director shall not be entitled to receive any fees for attending meetings of the Board.	

\*As per the Gratuity Act/ Company policy.

Notwithstanding anything to the contrary herein contained, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration set out in the Principal Agreement, as amended, as minimum remuneration to the Managing Director subject to such approvals as may be required under the applicable provisions of the Companies Act, 2013 and/or any other applicable laws. Also, where in any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration, perquisites, benefits and amenities in terms of the Principal Agreement, the terms of which are appended in the table above.

In addition to the above, upon the recommendation of the Nomination and Remuneration Committee, the Managing

Director will be eligible for annual incentive. The said annual incentive compensation will be variable and does not guarantee a minimum payment to the Managing Director. The funding of annual incentive plan is at the sole discretion of the Nomination and Remuneration Committee and the Board and may be amended in whole or in part or be terminated at any point of time.

The Principal Agreement is available for inspection by the Members of the Company pursuant to the provisions of Section 190 of the Companies Act, 2013, has already been circulated to the Members at its Registered Office at Ahura Centre, 5th Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai 400 093 between 4.00 p.m. and 5.00 p.m. on any working day of the Company up to the date of Annual General Meeting.

Information such as brief resume, nature of expertise in specific functional areas and details of Directorships and Committee memberships, as required to be furnished under Clause 49 VIII (E) of the Listing Agreement is also provided in the relevant section on Corporate Governance.

Except Ms. Shilpa Shridhar Divekar, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent they are Members of the Company.

#### ITEM NO. 6

Proposal for appointment of Cost Auditor for 2015-16 was recommended by the Audit Committee to the Board in its meeting held on May 14, 2015. Pursuant to the provisions of Section 148 of Companies Act, 2013 and Rules made thereunder, it is proposed to re-appoint M/s ABK & Associates, Cost Accountants as Cost Auditors of the Company. M/s ABK & Associates have submitted a letter regarding their eligibility for appointment as Cost Auditors, which will be available for inspection at the Registered Office of the Company during 9.00 A.M to 5.00 P.M on all working days except Saturday, upto and including the date of the 65<sup>th</sup> Annual General Meeting of the Company.

As per Rule 14 of Companies (Audit and Auditors) Rules 2014, remuneration payable to the Cost Auditors is to be ratified by the Members. Hence this resolution is put for the consideration of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6, except as a member of the Company.

#### ITEM NO. 7

Section 188 of the Companies Act, 2013 (the "Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, (the rules enacted by the Ministry of Corporate Affairs under section 188 and subsequently amended vide notification dated August 14, 2014), provides that all transactions involving inter alia sale, purchase or supply of goods or materials or services with a related party, other than transactions entered into by the Company in the ordinary course of business which are on an arm's length basis as defined in explanation (b) to section 188 shall require prior approval of the Members by way of a special resolution where the sale or supply of such goods or materials and services exceeds 10 per cent of the annual turnover of the Company.

Further, Proviso to Clause 49(VII)(C) stipulates that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 10 per cent of the annual consolidated turnover of a company as per the latest audited financial statements of the company. Clause 49(VII)(E) further states that all material related party transactions shall require approval of the Members through a special resolution.

Monsanto Company, USA ('Monsanto USA') is a related party within the meaning of section 2(76) of the Act and Clause 49(VII) of the Listing Agreement. None of the transactions proposed for approval of the members, in the two financial years ending March 31, 2016 and March 31, 2017, are material by themselves. However, these transactions considered together with the other material related party transactions of the Company with Monsanto USA, (purchase of IPA salt of glyphosate technical, approved by the members vide a postal ballot dated November 3, 2014) as described in the resolution at Item No. 7, are expected to exceed 10% of the annual turnover of the Company as per annual audited financial statements ending March 31, 2016 and March 31, 2017. Accordingly, these transactions deemed to be material in terms of Clause 49(VII)(E) of the Listing Agreement for the relevant financial years require approval of the Members by a special resolution. Accordingly, the resolution is being placed before the Members of the Company for approval.

The Audit Committee and the Board of Directors of the Company have reviewed and approved the proposal and recommend the same to Members for their approval for the below mentioned reasons:

#### Royalty on Import of Germplasm

Your Company leverages a global germplasm pool of its ultimate holding company for development of new hybrids more suited to Indian operations. Import of germplasm is essential for the growth of the Company as a leader in the corn hybrid market. It has a direct bearing on the turnover and profits of the Company. The germplasm is supplied by Monsanto USA free of cost. Your Company uses such germplasm for development of new hybrids for the Indian market. On successful commercialization of hybrids containing imported germplasm, your Company pays a royalty to Monsanto USA at 4% of the annual Net Sales. For this purpose, "Net Sales" means the gross invoiced sales after deduction or adjustment for sales returns, discounts, rebates, taxes or any applicable Government levies. No royalty is payable to the ultimate holding company for hybrids developed using local germplasms.

Your Company is known for the quality products manufactured by it and commands a sizeable share in the market. Corn business is important to the Company as it significantly contributes to the turnover and profits of the Company. Since the imported germplasm is the basic technical material used in the manufacture of Corn seeds, it helps the Company in garnering better value proposition for the farmers, thereby ensuring better value for its corn seeds and aiding growth in the Company's turnover. The business of the Company will be significantly impacted if imports of the germplasm are not made or are restricted.

Your Company has conducted a detailed study on transfer pricing rates through an external subject matter expert. Using the "Internal Cup" methodology, the experts have advised us to use 4% rate of royalty for hybrid imports from Monsanto USA. Accordingly your Company has been paying royalty to Monsanto USA at 4% of the Net Sales. The Company expects the same to continue in its import of the germplasm as mentioned in the resolution.

In the accounting year ending March 31, 2015, the total value of Corn sales was ₹ 347.64 Crore out of a total turnover of ₹ 556.43 Crore. The total value of royalty paid on germplasm import for the year ending March 31, 2015 was ₹ 4.80 Crore (4% of sale of hybrids derived from imported germplasms i.e. sale of ₹ 120.03 Crore). Based on these demand and requirement factors, the expected value of payment of royalty at 4% of the annual net sales are estimated at a value not exceeding ₹10 Crore and ₹ 15 Crore<sup>1</sup> respectively for the financial years ending March 31, 2016 and March 31, 2017. The resolution placed before the Members, is on the basis of these estimates. The proposed transactions for the financial year ending March 31, 2015 were certified as having been entered into by the Company on an arm's length basis by an external subject matter expert and are presently also entered into by the Company on an arm's length basis and in the ordinary course of business. If, in the course of business, it is found that the requirement of the Company for the germplasm is higher than these estimates, the Company will approach the Members later for their approval of the additional requirement.

It is in the interest of the Company, therefore, to continue to pay a royalty of 4% of the annual net sales for importing the germplasm from Monsanto USA to continue to manufacture corn seeds.

#### Product Development

Monsanto Company USA carries out product development activities on behalf of your Company for its preparedness for future launches of corn products in India, this is charged to your Company on per hybrid basis. The proposed transactions for the financial year ending March 31, 2015 were certified as having been entered into by the Company on an arm's length basis by an external subject matter expert and are presently also entered into by the Company on an arm's length basis and in the ordinary course of business. The charge for the previous financial year i.e. 2014-15 was ₹ 46.18 lakhs. For the financial years ending March 31, 2016 and 2017, the estimates stand at an aggregate value not exceeding ₹ 50 Lakh<sup>1</sup> for financial year ending March 31, 2016 and an aggregate value not exceeding ₹ 75 Lakh<sup>1</sup> for financial year ending March 31, 2017. The proposed transactions will be entered into by the Company in the ordinary course of business and will be priced on an arm's length basis.

#### Testing of samples of IPA Salt and K-Salt

Your Company is required to test samples of IPA Salt and K-Salt (ingredients of Glyphosate) with Monsanto Company, USA, pursuant to regulatory requirements in the USA and in India. The testings are done by Monsanto in its own laboratories against strict analytical standards through processes which are certified as best in class testing practices. Such testings assure best quality products produced by your Company for the farmers. Monsanto Company, USA does not charge your Company for any of these testing processes. All shipping and other incidental charges are borne by your Company and no payments are made to Monsanto Company, USA. Monsanto Company, USA provides this service to other Monsanto entities in other regions of the world, without charging any cost for this service from such Monsanto entities. The proposed transactions do not involve the payment of price or consideration by your Company, and, accordingly, the question of arm's length pricing does not arise.

<sup>1</sup>The figures are not indicative of the expected production levels of the Company in the forthcoming financial years

#### Import of miscellaneous equipments

Your Company has a specialized corn breeding program which aids development of several varieties of corn hybrids for commercialization. The corn breeding program is required to use these specialized equipments, tools, apparatus, devices, gadgets (together referred as "equipments") for in its functioning. These equipments are designed and manufactured by the Engineering Department of Monsanto USA exclusively for internal usage by the Monsanto Group companies. Neither the unique designs of these equipments nor anything similar to it is available outside the Monsanto Group. Various parts of the equipments are procured by the Engineering department of Monsanto USA and, thereafter, assembled as per the customized design specifications of various Monsanto region requests, including requests from the corn breeding team of your Company. The prices to be charged by Monsanto USA for these equipments to your Company and charged to other Monsanto regions in the past have been the same. The proposed imports are entered into by the Company in the ordinary course of business of your Company and are always priced on an arm's length basis. The proposed transactions for the financial year ending March 31, 2015 were certified as having been entered into by the Company on an arm's length basis by an external subject matter expert and are presently also entered into by the Company on an arm's length basis and in the ordinary course of business. The total cost of imports of such equipments made for the financial year ending March 31, 2015 was ₹ 26 Lakh (approx.). The estimated cost of all equipments to be procured for the year ending March 31, 2016 and March 31, 2017 will not exceed ₹ 2 Crore<sup>1</sup> for each of the financial years.

#### Reimbursement of expenses

Your Company provides and receives products, services from its ultimate holding company, Monsanto Company, USA. Costs for such products and services are debited to your Company or charged by your Company at actual costs and no element of margin / profit is considered for the same. Payments are made within 30 days of finalisation of accounts. Details of some of the transactions are as follows :

- Manpower Cost - In order to leverage global talent pool of employees, certain employees are deputed from time to time to / from your Company. All expenses relating to these specific employees for their period of deputation is debited to your Company.
- Technical support - As a part of global initiative, your Company leverages some of the global competencies/process/IT system for improving its operations. The cost of such technical support is being debited to your Company.
- Stock options - As a part of efforts to hire and retain best talents, Monsanto Company, USA, operates stock options scheme for specific categories of employees. Costs pertaining to employees from Monsanto India Limited are debited to your Company.

The proposed transactions for the financial year ending March 31, 2015 were certified as having been entered into by the Company on an arm's length basis by an external subject matter expert and are presently also entered into by

the Company on an arm's length basis and in the ordinary course of business. For the financial year ending March 31, 2015, the reimbursements have been as follows :

- Expenses charged to your Company - ₹ 4.64 Crore
- Expenses charged by your Company - ₹ 3.98 Crore

Basis estimates made by the management, the following

reimbursements of expenses charged to and by your Company, of an aggregate value not exceeding the following limits are proposed for members' approval :

- i. ₹ 6.00 Crore each for the financial year ending March 31, 2016<sup>1</sup>; and
- ii. ₹ 8.00 Crore each for the financial year ending March 31, 2017<sup>1</sup>.

Pursuant to Explanation 3 of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following particulars of the transactions with related party are given below :

SI. No.	Particulars	Royalty Payment on Import of Germplasm	Product Development Charges	Testing of samples of IPA Salt and K-Salt	Import of miscellaneous equipments	Reimbursement of expenses
1	Name of the related party	Monsanto Company, USA	Monsanto Company, USA	Monsanto Company, USA	Monsanto Company, USA	Monsanto Company, USA
2	Name of the director(s) or key managerial personnel who are related	None	None	None	None	None
3	Nature of relationship	Ultimate Holding Company	Ultimate Holding Company	Ultimate Holding Company	Ultimate Holding Company	Ultimate Holding Company
4	Material terms of the contract/ arrangement/ transactions	<p>A. Price - To be determined on an arm's length basis, not being higher than the price at which Monsanto USA is selling the said germplasm to other purchasers in the other markets subject to variation relevant to the territory to which it is exported.</p> <p>B. Payment Terms : Payment to be made by the Company within 30 days from finalisation of audited financial statements for the financial year.</p> <p>C. Period : 2 years</p>	<p>A. Price - To be determined on an arm's length basis, not being higher than the price which Monsanto USA is charging other Monsanto regions, for the said product testings, subject to variation relevant to the territory to which it is exported.</p> <p>B. Payment Terms : Payment to be made by the Company within 30 days of receipt of invoice.</p> <p>C. Period : 2 years</p>	<p>A. Price Free of cost</p>	<p>A. Price To be determined on arm's length basis, not being higher than the price which Monsanto USA is charging other Monsanto regions, for the said product testings, subject to variation relevant to the territory to which it is exported.</p> <p>B. Payment Terms : Payments to be made in advance of shipment of equipments</p> <p>C. Period : 2 years</p>	<p>A. Price On actuals</p> <p>B. Payment Terms : Payment to be made by the Company within 30 days of receipt of invoice.</p> <p>C. Period : 2 years</p>
5	Monetary value	<ul style="list-style-type: none"> <li>• Not exceeding ₹ 10 Crore<sup>1</sup> for the financial year ending March 31, 2016;</li> <li>• Not exceeding ₹ 15 Crore<sup>1</sup> for the financial year ending March 31, 2017</li> </ul>	<ul style="list-style-type: none"> <li>• Not exceeding ₹ 50 Lakh<sup>1</sup> for financial year ending March 31, 2016; and</li> <li>• Not exceeding ₹ 75 Lakh<sup>1</sup> for the financial year ending March 31, 2017</li> </ul>	Not Applicable Shipping and other incidentals are borne by your Company which are not payable to the ultimate holding company	Not exceeding ₹ 2 Crore <sup>1</sup> for each of the financial years ending March 31, 2016 and March 31, 2017	<p>Financial year ending March 31, 2016</p> <ul style="list-style-type: none"> <li>• Expenses to be charged to and by your Company - ₹ 6 Crore each</li> </ul> <p>Financial year ending March 31, 2017</p> <ul style="list-style-type: none"> <li>• Expenses to be charged to and by your Company - ₹ 8 Crore each</li> </ul>

Sl. No.	Particulars	Royalty Payment on Import of Germplasm	Product Development Charges	Testing of samples of IPA Salt and K-Salt	Import of miscellaneous equipments	Reimbursement of expenses
6	Are the transactions in the ordinary course of business	Yes	Yes	Yes	Yes	Yes
7	Are the transactions on an arm's length basis	Yes	Yes	Yes	Yes	Yes
8	Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes	Yes	Yes	Yes	Yes
9	Ancillary Terms	Such ancillary terms as may be approved by the Audit Committee and substantially in line with terms applicable to other purchasers in the international market, subject to variations as may be approved by the Audit Committee.				

The Company considers that these transactions which are proposed to be entered into with Monsanto USA are in the ordinary course of the Company's business and are on an arm's length basis and has also been so advised.

The Board has recommended the same and the Audit Committee has approved the proposed resolution which is being placed before the Members for their approval.

It is in the interest of the Company to continue import and, for that purpose, to pass the required resolution.

In terms of Clause 49(VII)(E) of the Listing Agreement, related parties shall abstain from voting on the resolution set out at Item No. 7.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No.7.

## ITEM NO. 8

The Shameerpet, Hyderabad plant ("the Plant") of the Company was established in 2007. Currently, the Plant has well equipped in-house Quality Assurance (QA) testing facilities for Corn. To determine the vigor of the seeds, an 11-day long "Soil-based Cold Test" (SCT) is currently conducted at the Plant. The process uses manual evaluation of the seedlings being tested. The QA team of your Company, with the objective to enhance and improve the current process, proposes to import the Radicle Emergence Test Imager (RET Imager) equipment from Monsanto Company, USA ('Monsanto USA'). This will reduce the turnaround time for the vigor testing from 11 days to 7 days.

The other benefits that the proposed import of the RET Imager equipment will render are the following :

- Reduction in turnaround time for vigor testing of corn seeds from 11 days to 7 days; Standardization of process across all Monsanto regions;

- Direct and timely update of Vigor data in SAP by Images produced by the RET Imager;
- Manual intervention in evaluation will be stopped
- Workforce reduction from average five contract head count to two;
- Result repeatability & reliability - Increased confidence on vigor results;
- Improvement in obsolescence management;
- Automation in evaluation - eliminate manual error in seedling evaluation;

Considering all of the above benefits that the RET Imager equipment can provide to the Company, it is recommended to import the same for usage in the QA laboratory of the Company.

The estimated cost of procuring the RET Imager equipment is \$27,891.67. There will be an additional shipment cost of approximately ~\$1000. The total amount payable may undergo a change based on \$ rate fluctuations which are beyond control of the Management of your Company. Hence approval for a rounded up figure of \$ 30,000 is being sought from the Members. The proposed transaction will be entered into by the Company in the ordinary course of business of your Company and will be priced on an arm's length basis. This imaging platform (RET Imager equipment) is developed by Monsanto USA for being used by entities of the Monsanto Group throughout the world. The arrangement does not have an estimated duration as it is going to be part of a new vigor testing platform replacing an old method, which has been with the Monsanto Group for over 25 years.

The RET Imager equipment is designed and manufactured by the Engineering Department of Monsanto USA exclusively for internal usage by the Monsanto Group in its laboratories. Neither the unique design of the RET Imager equipment nor anything

similar to it is available outside the Monsanto Group. Various parts of the RET Imager equipment are procured by Monsanto USA and, thereafter, assembled as per the customized design specifications. The prices to be charged by Monsanto USA to your Company and charged to other Monsanto regions in the past are the same. RET Imager equipments for all global laboratories are manufactured in the same location within the Monsanto Group; thus the cost of the machine is the same.

There is no element of margin in the price proposed to be charged. The only difference will be cost between different regions of the Monsanto Group with respect to shipping and associated items.

The RET Imager equipment was approved by the global business because, among other things, it will bring standardization of the seed vigor testing. The purpose of having the RET Imager equipment is consistent with this approach in that the algorithm

and formatting on the RET Imager equipment is unique and is going to provide standardization of the evaluation of the test. Thus, the RET Imager equipment is being imported by the Company in the ordinary course of its business.

It is in the interest of the Company, therefore, to import the RET Imager equipment from Monsanto USA to continue to manufacture quality Corn seeds.

The Audit Committee has considered and approved the above proposed import of the RET Imager equipment, at its meeting held on May 14, 2015.

Pursuant to Explanation 3 of Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the following particulars of the transaction with related party are given below :

<b>Name of the related party</b>	<b>Monsanto India Limited and Monsanto Company, USA</b>
Nature and duration of the contract	This imaging platform (RET Imager equipment) is developed by the Monsanto Group and will be used by entities of the Monsanto Group throughout the world. The arrangement does not have an estimated duration as it is going to be part of a new vigor testing platform replacing an old method, which has been with the Monsanto Group for over 25 years.
Material terms and conditions of the contract including value	The RET Imager equipment is not available outside of the Monsanto Group, with any other vendor. It is indigenously developed by Monsanto USA.
Manner of determining pricing and other commercial terms, both included as part of contract and not considered as part of contract	The total cost of the RET Imager equipment and manufacturing, not including shipment, is \$27,891.67. Additional shipment cost would be ~\$1000. The total amount payable may undergo a change based on \$ rate fluctuations which are beyond control of the Management of your Company. Hence approval for a rounded up figure of \$ 30,000 is being sought from the Members. Prices for Original Equipment Manufacturer (OEM) hardware were determined from market prices at the time of construction. Prices for manufacturing and construction are based on the standard hourly rate of the Monsanto Technical Discovery Center.
Any advance paid or received	None
Whether all factors relevant to the contract have been considered, if not then details of the factors not considered along with reasons for not doing so have to be mentioned to the Board	Yes
Whether transaction is taken on arm's length pricing (pricing as if the transaction is between un-related parties) and in the ordinary course of business	Yes

The Company considers that these transactions which are proposed to be entered into with Monsanto USA are in the ordinary course of the Company's business and are on an arm's length basis and has also been so advised.

The Board has recommended the same and the Audit Committee has approved the proposed resolution which is being placed before the Members for their approval.

It is in the interest of the Company to continue import and, for that purpose, to pass the required resolution.

In terms of Clause 49(VII)(E) of the Listing Agreement, related parties shall abstain from voting on the resolution set forth above.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No.8.

By Order of the Board of Directors

**Chandana Dhar**

Company Secretary & Compliance Lead

Mumbai: June 5, 2015

Details of Directors seeking appointment / re-appointment in the 65th Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

<b>Name of Director</b>	Ms. Shilpa Shridhar Divekar	Mr. Sekhar Natarajan
<b>Director Identification Number (DIN)</b>	06619353	01031445
<b>Date of appointment</b>	01/09/2014	01/12/2006
<b>Date of Birth</b>	30/11/1973	14/12/1953
<b>Expertise in specific functional areas</b>	She has extensive and diverse experience of over 13 years across the agriculture and food sectors.	He has global experience in Business Development and Mergers and Acquisitions and holds several leadership positions.
<b>Qualifications</b>	MBA, Cost Accountant and Post Graduate in Commerce	Chartered Accountant and Cost Accountant.
<b>Directorship as on March 31, 2015*</b>	<ul style="list-style-type: none"> <li>• Monsanto India Limited (L)</li> <li>• Mahyco Monsanto Biotech (India) Private Limited (U)</li> <li>• Maharashtra Hybrid Seeds Company Limited (U)</li> </ul>	<ul style="list-style-type: none"> <li>• Monsanto India limited (L)</li> <li>• Accelya Kale Consultants Ltd. (U)</li> <li>• Maharashtra Hybrid Seeds Company Ltd (U)</li> </ul>
<b>Committee Chairmanship/ Membership as on March 31, 2015*</b>	<p>Monsanto India Limited</p> <ul style="list-style-type: none"> <li>- Stakeholders' Relationship Committee (M)</li> </ul> <p>Maharashtra Hybrid Seeds Company Limited</p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (M)</li> </ul> <p>Mahyco Monsanto Biotech (India) Private Limited</p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (M)</li> </ul>	<p>Monsanto India Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee (M)</li> <li>- Nomination and Remuneration Committee (M)</li> </ul> <p>Accelya Kale Solutions Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee (M)</li> <li>- Audit Committee (C)</li> <li>- Nomination and Remuneration Committee (M)</li> <li>- Stakeholders' Relationship Committee (M)</li> </ul> <p>Maharashtra Hybrid Seeds Company Limited</p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (C)</li> </ul>
<b>Shareholding in Monsanto India Limited</b>	NIL	800 equity shares

\* Directorships in Private Limited Companies, Foreign Companies, Section 8 Companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders' Relationship Committee of Public Companies have been included in the aforesaid table.

(M) – Member, (C) – Chairman (L) – Listed, (U) – Unlisted



# FINANCIAL SUMMARY FOR 10 YEARS

(₹ in crore)

	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07	2005-06
<b>I. INCOME, PROFIT &amp; DIVIDEND</b>										
Sales (Net)	546.63	576.49	436.54	367.98	358.26	410.14	387.00	365.23	309.22	330.84
Other Income	31.06	19.54	22.79	20.94	13.50	12.54	15.14	66.56	31.39	14.60
Total Income	577.69	596.03	459.33	388.92	371.76	422.68	401.15	431.79	340.61	345.44
Profit Before Depreciation, Interest & Tax	137.31	158.04	86.56	70.42	61.38	69.53	100.51	138.17	87.48	83.80
Depreciation	7.92	11.89	10.89	9.00	10.81	11.48	13.35	12.70	8.09	7.82
Profit Before Interest & Tax (PBIT)	129.39	139.25	75.67	61.42	50.57	58	87	125	79	76
Interest	0.41	0.51	0.7	1.28	0.28	0.29	0.24	0.35	0.24	0.22
Profit Before Tax (PBT)	128.98	138.74	74.97	60.14	50.29	57.76	86.92	125.12	79.15	75.76
Tax	22.68	15.85	7.63	9.95	7.46	3.95	13.39	24.95	8.62	2.99
Profit After Tax (PAT)	106.30	122.89	67.34	50.19	42.83	53.81	73.53	100.17	70.53	72.77
Dividend	62.14	158.82	37.99	34.52	17.26	15.10	20.71	178.66	19.42	112.21
Dividend - ₹ per share	36.00 <sup>(10)</sup>	92.00 <sup>(9)</sup>	22.00 <sup>(8)</sup>	20.00 <sup>(2)</sup>	20.00 <sup>(2)</sup>	17.50 <sup>(3)</sup>	24.00 <sup>(4)</sup>	207.00 <sup>(5)</sup>	22.50 <sup>(6)</sup>	130.00 <sup>(7)</sup>
<b>II. SHARE CAPITAL &amp; CAPITAL EMPLOYED</b>										
Share Capital	17.26	17.26	17.26	17.26	8.63	8.63	8.63	8.63	8.63	8.63
Reserves and Surplus	357.07	327.24	390.16	367.13	365.69	342.95	306.78	257.48	366.34	318.39
Net Worth (Shareholders' Fund)	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11	374.97	327.02
Loans (Secured and Unsecured)	-	-	-	-	-	-	-	-	-	-
Total Capital Employed	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11	374.97	327.02
Represented by										
Fixed Assets (Net)	87.85	88.50	89.16	91.99	92.72	115.60	113.62	114.43	112.62	75.44
Investments	189.48	266.73	250.94	195.78	151.36	80.72	57.97	255.14	182.16	50.16
Net Current/Non Current other Assets	97.00	(10.73)	67.32	96.62	130.24	155.26	143.82	(103.46)	80.19	201.42
Total Assets	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11	374.97	327.02
<b>III. RETURN</b>										
On Sales(PBT) %	24	24	17	16	14	14	22	34	26	23
On Capital Employed(PBIT) %	35	40	19	16	14	17	28	47	21	23
On Shareholders' Funds(PAT) %	28	36	17	13	11	15	23	38	19	22
Per Share (PAT) ₹	61.59	71.20	39.01	29.07	49.62	62.36	85.20	116.05	81.72	84.31

<sup>(1)</sup> Includes divestiture income.

<sup>(2)</sup> Interim dividend of ₹ 10 and Final dividend of ₹ 10.

<sup>(3)</sup> Interim dividend of ₹ 10 and Final dividend of ₹ 7.50.

<sup>(4)</sup> Interim dividend of ₹ 12 and Final dividend of ₹ 12.

<sup>(5)</sup> 1<sup>st</sup> Interim dividend of ₹ 12, 2<sup>nd</sup> Interim dividend of ₹ 180 as a 'special dividend' and Final dividend of ₹ 15.

<sup>(6)</sup> 1<sup>st</sup> and 2<sup>nd</sup> Interim dividend of ₹ 10 and Final dividend of ₹ 2.50.

<sup>(7)</sup> Interim dividend of ₹ 120 including 'special dividend' of ₹ 110 and Final dividend of ₹ 10.

<sup>(8)</sup> Interim dividend of ₹ 10 and Final dividend of ₹ 12.

<sup>(9)</sup> Including Special dividend of ₹ 50, Interim Dividend of ₹ 12 and Final dividend of ₹ 30.

<sup>(10)</sup> Including Interim Dividend of ₹ 18 and Final proposed dividend of ₹ 18.

## DIRECTORS' REPORT

### TO THE MEMBERS,

Your Directors have pleasure in presenting their 65th Annual Report on the business and operations of the Company and the financial results for the Financial Year ended March 31, 2015.

### FINANCIAL HIGHLIGHTS

The financial performance of your Company, for the year ended March 31, 2015 is summarized below:

(₹ in Crores)

Particulars	Year ended March 31, 2015	Year ended March 31, 2014
Net Sales	556.43	583.11
Profit Before Taxes	128.98	145.64
Taxation	22.68	15.85
Balance of Profit	106.30	122.89
Add: Balance brought forward from previous year	59.79	135.00
Less: Depreciation on transition to Schedule II of Companies Act, 2013 (Net of deferred tax)	(1.79)	-
Amount Available for Appropriation	<b>164.30</b>	<b>257.89</b>
<b>Appropriated As Under:</b>		
a. Interim Dividend	31.07	107.03
b. Tax on Interim Dividend	6.21	18.19
c. Proposed Final Dividend	31.07	51.79
d. Tax on proposed Final Dividend	6.33	8.80
e. Transfer to General Reserve	-	12.29
Balance in Statement of Profit & Loss	89.62	59.79

### OPERATIONAL HIGHLIGHTS

During the financial year (F.Y.) 2014-15, your Company posted a Profit After Tax (PAT) of ₹ 106.30 Crore as compared to previous year PAT of ₹ 122.89 Crore (a 13% decline). Pre-tax profits were lower by 7% at ₹ 128.98 Crore (previous year ₹ 138.74 Crore). An overall deficit monsoon in Kharif 2014 resulted in the Net Turnover for the year under review, to be at ₹ 556.43 Crore compared to ₹ 583.11 Crore for the previous F.Y. (decline by 5%).

Your Company's seeds' (DEKALB®) sale was lower at ₹ 347.64 Crore in the F.Y. 2014-15 vis-à-vis ₹ 366.33 Crore in the F.Y. 2013-14, indicating a 5% decline. In addition to the impact of delayed and deficit monsoon, the Corn business was also impacted by the lower commodity prices of corn, which resulted in lower acres' planting in both Kharif and Rabi seasons.

Net Sales of Roundup® during the year stands at ₹ 198.99 Crore, lower by ₹ 11.06 Crore (5% decline) compared to the previous year

net sales of ₹ 210.05 Crore. Glyphosate business was impacted by delayed and deficit monsoon which reduced the overall moisture in the ground and adversely impacted herbicide business.

The operating expense in the year is ₹ 211.11 Crore, which is a 3% decrease over previous year, in spite of high inflationary trend.

### DIVIDEND & SHARE CAPITAL

During the financial year 2014-15, your Company had declared an interim dividend of ₹ 18 (Rupees Eighteen only) per equity share. In addition, your Directors are pleased to recommend a payment of ₹ 18/- (Rupees Eighteen only) per equity share as the final dividend for the financial year ended March 31, 2015. If approved, the total dividend (interim and final dividend) for the financial year 2014-15 would be ₹ 36/- (Rupees Thirty Six only) per equity share.

## FIXED DEPOSITS

Your Company has not accepted any public deposits under Chapter V of the Companies Act, 2013 during financial year 2014-15.

## INTERNAL CONTROL

The Company has an internal control system commensurate with the size, scale and complexity of its operations. The Internal Auditors are an integral part of the internal control mechanism of the Company. To maintain its objective and independence, the Internal Auditors report to the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with the operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations, if any, and corrective actions thereon are presented to the Audit Committee of the Board.

## STATUTORY AUDITORS AND AUDITOR'S REPORT

In the 64th Annual General Meeting (AGM) of the Company, M/s Deloitte Haskins & Sells LLP (DHS), Chartered Accountants, (117366W/W-100018), Statutory Auditors of the Company, have been appointed for a period of three years i.e., until the conclusion of 67<sup>th</sup> AGM of the Company subject to ratification of the members in every annual general meeting.

During the year under review, Statutory Auditor's Report to the members does not contain any qualification. Further in compliance with statutory requirements, the Statutory Auditors have not rendered to the Company during the financial year 2014-15, directly or indirectly, any of the services enumerated under Section 144(1) of the Companies Act, 2013.

## COST AUDITORS

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your Board had reappointed M/s ABK & Associates, as the Cost Auditor of your Company for the financial year 2014-15 to conduct the audit of the cost records of the Company.

The report with respect to the audit of cost accounts maintained in respect of insecticides manufactured by the Company, will be submitted to the Central Government in due course.

## SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, the Board of Directors had appointed M/s.Vinod Kothari & Co., Practising Company Secretaries, to undertake the Secretarial Audit of the Company for the year under review.

The Secretarial Audit Report for the FY 2014-15 forms a part of the Board's Report to the Shareholders.

The Board has appointed M/s.Vinod Kothari & Co., Practising Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2015-16.

## EXTRACT OF THE ANNUAL RETURN

In accordance with requirements under Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT 9 is annexed as Annexure 1.

## CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Information required under Section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 has been annexed as Annexure 2. The Policy for the same is available on <http://www.monsanto.com/global/in/whoweare/pages/policies.aspx>.

## DIRECTORS

### A. Changes in Directors

#### Managing Director

Consequent to accepting an overseas assignment with Monsanto Africa region, Mr. Gyanendra Shukla tendered resignation as the Managing Director effective, August 31, 2014. Consequently, he has also ceased to be a Director on the Board of your Company. The Board acknowledges and records its deep appreciation for the valuable contribution rendered by Mr. Gyanendra Shukla during his tenure as a Director and Managing Director of the Company.

Pursuant to the provisions of Section 196 of the Companies Act, 2013, Ms. Shilpa Shridhar Divekar was appointed the Managing Director w.e.f. September 1, 2014. Further pursuant to the provisions of Section 203 of the Companies Act, 2013, Ms. Shilpa Shridhar Divekar has been appointed as a Key Managerial Personnel (KMP) for a period of three years w.e.f. September 1, 2014.

#### Directors retiring by rotation

In accordance with provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Sekhar Natarajan retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

A brief profile of Mr. Sekhar Natarajan, as required by Clause 49(IV)(G) of the Listing Agreement, forms a part of the Notice convening the 65th Annual General Meeting, contained in this Annual Report. The Board recommends the reappointment of Mr. Sekhar Natarajan for members' approval in the ensuing Annual General Meeting.

#### **Demise of Director**

Your Directors, with deep regret place on record the sad demise of Mr. Romesh Chandra Khanna, Non-Executive Director of the Company on November 27, 2014. Mr. Khanna's association with the Company dated back to 1975 when he joined the Board of Directors of the Company. He understood Company's business well and spent quality time advising and deliberating key matters. With an illustrious career as a finance professional spanning several decades, Mr. Khanna retired as a Senior Partner of M/s. A.F.Ferguson & Co., Chartered Accountants in India, in 1989.

His strategic guidance and dynamic deliberations would truly be missed.

#### **B. Familiarisation program for Independent Directors**

Every Independent Director of the Company is provided with ongoing information about the industry and the Company so as to familiarise them with the latest developments. The Independent Directors also visit the facilities at various locations of the Company where they can visit and familiarise themselves with the operations of the Company.

The Company has issued a formal letter of appointment to each of the Independent Directors in the manner as provided in the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement. The terms and conditions of the appointment have been disclosed on the website of the Company (<http://www.monsanto.com/global/in/whoweare/pages/board-of-directors.aspx>)

#### **C. Declaration by Independent Directors**

Your Company has received declarations from Mr. H.C. Asher and Mr. Pradeep Poddar, Independent Directors, under provisions of Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49 of Listing Agreement.

#### **D. Formal Annual Evaluation of Board of Directors, its Committees and Individual Directors**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance,

the directors individually as well as the evaluation of the working of its Committee. A structured evaluation report was prepared after taking into consideration inputs received from the Directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board dynamics, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who are evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the non-independent directors was carried out by the Independent Directors who also reviewed the adequacy and flow of information to the Board. The Directors expressed their satisfaction with the evaluation process.

### **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

A calendar of meetings is prepared and circulated at the beginning of the calendar year to the Directors of the Company.

During the year under review seven Board meetings and six Audit Committee meetings were convened and held. Details of each such meetings, are given in the Corporate Governance Report. The intervening gap between any two meetings was within the period prescribed under the Companies Act, 2013.

### **COMMITTEES OF THE BOARD**

Currently, there are six (6) Committees of the Board, namely

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility (CSR) Committee;
- Risk Management Committee and
- Share Transfer Committee.

The Board decides the terms of reference for these Committees. Minutes of meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided in detail, in the Corporate Governance Report, which forms a part of this Annual Report.

### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

Your Company maintains a Code of Business Conduct and

Anti-Corruption Program. Additionally, a whistle blower mechanism ('Monsanto Speak-Up Protocol for India', available on <http://www.monsanto.com/global/in/whoware/pages/policies.aspx>) has also been developed pursuant to requirements of Section 177(9) and (10) of the Act and the revised Clause 49 of the Listing Agreements with the Stock Exchanges in India. The Company's 'Monsanto Speak-Up Protocol for India' aims at:

- a) informing employees of their obligation to report serious wrongdoing within the Company;
- b) providing employees with guidance on how to raise concerns;
- c) reassuring employees that they should be able to raise genuine concerns in good faith without fear of retaliation; and
- d) providing specific direction on how to contact the Chairperson of the Audit Committee of Board of Directors.

The Company has made available to its employees, anonymous email and telephone hotlines for reporting of any deviations / concerns.

### NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee of the Board of Directors has adopted a Charter which deals with the manner of selection of Board of Directors and Managing Director and their remuneration. This Policy is in compliance with Section 178 of the Companies Act, 2013, read with the applicable rules thereto and Clause 49 under the Listing Agreement with the Stock Exchanges.

The Nomination and Remuneration policy is disclosed as part of this Report (Annexure 3), stated in the Corporate Governance Report and is available on <http://www.monsanto.com/global/in/whoware/pages/policies.aspx>

### PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTY

The particulars of every contract /arrangement entered into by the Company with the related parties referred to in Sub section 1 of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto has been disclosed in Form AOC 2 as Annexure 4.

The Policy on related party transactions as approved by the Board is uploaded on the Company's website and is available on <http://www.monsanto.com/global/in/whoware/pages/policies.aspx>. None of the Directors has any pecuniary relationship or transactions vis-a-vis the Company.

### SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Vinod Kothari & Co., Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year under review. The Secretarial Audit Report in Form No. MR – 3 is annexed as Annexure 5.

### CORPORATE GOVERNANCE CERTIFICATE

The Compliance Certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in Clause 49 of the Listing Agreement is annexed to the report as Annexure 6.

### RISK MANAGEMENT POLICY

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

A Risk Management Committee of the Board of Directors has been constituted to ensure that the Company has implemented an effective ongoing process to identify risk, to measure its potential impact against a broad set of assumptions and then to activate what is necessary to pro-actively manage these risks, and to decide the Company's tolerance level for risk. The Committee shall also ensure that a systematic, documented assessment of the processes and outcomes surrounding key risks is undertaken at least annually for the purpose of making its public statement on risk management including internal control. Also, the Committee shall oversee formal reviews of activities associated with the effectiveness of risk management and internal control processes and to ensure that risks are mitigated and that the Company's objectives are attained.

### DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with Section 134(3)(c) of the Companies Act, 2013 ("the Act"), your Directors, on the basis of information made available to them, confirm the following for the year under review:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

- c) They have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d) They have prepared the annual accounts on a going concern basis.
- e) They have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating efficiently.
- f) They have devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### CORPORATE GOVERNANCE

A detailed report on the corporate governance system and practices of the Company forming part of this report is given as a separate section of the Annual Report.

The requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report.

### MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis on the business and operations of the Company forming part of this report is given as a separate section of the Annual Report.

### MANAGERIAL REMUNERATION

Details of the ratio of the remuneration of each director to the median employees' remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 has been enclosed as Annexure 7.

### PERSONNEL

The Company continues to maintain cordial relationship with its workforce at all locations. Continuous upgradation of core skills, through training programs conducted by internal as well as external agencies, are an integral part of human resources development policy of the Company.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report.

Information as per Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Managerial Personnel) Rules, 2014 as amended, is available at the registered office of your Company for inspection during the business hours on working days of the Company upto the date of the ensuing Annual General Meeting. However, in terms of Section 136 of the Act, this report and accounts are being sent to all members of the Company and others entitled thereto excluding the aforesaid information.

Total number of permanent employees employed with your Company as on March 31, 2015 is 352 as compared to 372 as on March 31, 2014.

### CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

The information required to be furnished pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 is enclosed as Annexure 7 and forms part of this report.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of earnings and expenditure in foreign currency are given in Note 30 and 31 in the Notes to the Accounts.

### POLICY AGAINST SEXUAL HARASSMENT AT WORKPLACE

Pursuant to the provisions of Section 4(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints' Committee. No cases of Sexual Harassment were received during the year.

### ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from its shareholders, Government authorities, vendors, channel partners, and other business associates. Your Directors appreciate the continued support from Monsanto Company, USA and would also wish to place on record their deep sense of appreciation for the committed services by the employees of the Company. Without this support, the Company would not be able to successfully serve its farmer customers whose success eventually determines the Company's success.

For and on behalf of the Board of Directors

**Sekhar Natarajan**  
Chairman

Mumbai: May 14, 2015

# ANNEXURE 1

## FORM NO. MGT 9

### EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2015

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014]

#### I. REGISTRATION & OTHER DETAILS:

1	CIN	L74999MH1949PLC007912
2	Registration Date	08/12/1949
3	Name of the Company	MONSANTO INDIA LIMITED
4	Category/Sub-category of the Company	Company limited by shares
5	Address of the Registered office & contact details	Ahura Centre, 5th Floor, 96, Mahakali Caves Road, Andheri ( East), Mumbai – 400 093 Tel. No. 91-22-6702 9851
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any	Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai - 400078

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company are stated

Sl. No.	Name and Description of main products / services	NIC Code* of the Product/Service	% to total turnover of the Company
1	Pesticides/Herbicides	24219	36.40
2	Hybrid Seeds	01119	63.60

\*Pursuant to NIC Code 2004

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Monsanto Investments India Private Limited	U65191MH2014PTC254886	Holding	53.60	2(46)



Category of Shareholders	No of Shares held at the beginning of the year				No of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>b) Individuals</b>									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	2115080	137161	2252241	13.047	2064393	125255	2189648	12.684	(0.363)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	223204	15000	238204	1.380	609751	15000	624751	3.619	2.239
<b>c) Others (specify)</b>									
Non Resident Indians	240450	0	240450	1.393	55173	0	55173	0.319	(1.074)
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor -Corporate	0	0	0	0	15366	0	15366	0.089	0.089
Market Maker	7093	0	7093	0.041	3174	0	3174	0.018	(0.023)
Clearing Members	32934	0	32934	0.191	37964	0	37964	0.220	0.029
Directors/ Relatives	420052	11844	431896	2.502	800	0	800	0.005	(2.497)
Trusts	700	0	700	0.004	695	0	695	0.004	-
<b>Sub-total (B)(2)</b>	<b>4172175</b>	<b>164325</b>	<b>4336500</b>	<b>25.121</b>	<b>3807785</b>	<b>140575</b>	<b>3948360</b>	<b>22.872</b>	<b>(2.249)</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>4643579</b>	<b>165125</b>	<b>4808704</b>	<b>27.856</b>	<b>4667329</b>	<b>141375</b>	<b>4808704</b>	<b>27.856</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>17097623</b>	<b>165125</b>	<b>17262748</b>	<b>100</b>	<b>17121373</b>	<b>141375</b>	<b>17262748</b>	<b>100</b>	<b>-</b>

#### ii) Shareholding of Promoter-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Monsanto Investments India Private Limited	-	-	-	9252124	53.60	-	-
2	Monsanto Company U.S.A.	3201920	18.55	-	3201920	18.55	-	-

## iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	Monsanto Holdings Private Limited				
	At the beginning of the year	9252124	53.60	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	-	-	-	-
	At the end of the year	-	-	-	-

## iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	Name of the Shareholder	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares of the Company	% of total	No of shares	% of total shares of the Company
1.	MONSANTO HOLDINGS PRIVATE LIMITED	9252124	53.5959	-	-
2.	MONSANTO COMPANY U.S.A.	3201920	18.5481	3201920	18.5481
3.	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD	502502	2.9109	200765	1.163
4.	R C KHANNA (HUF)	389976	2.2591	389976	2.2591
5.	UTI - CHILDRENS CAREER BALANCED PLAN	260034	1.5063	100000	0.5793
6.	M3 INVESTMENT PRIVATE LIMITED	201875	1.1694	167175	0.9684
7.	VINOD MOHAN NAIR	185000	1.0717	-	-
8.	SIVASUBRAMANIAN T	90639	0.5251	76945	0.4457
9.	LATA BHANSALI	51947	0.3009	51947	0.3009
10.	IDFC EQUITY OPPORTUNITY SERIES 2	44402	0.2572	-	-
11.	MONSANTO INVESTMENTS INDIA PRIVATE LIMITED	-	-	9252124	53.5959
12.	DSP BLACKROCK 3 YEARS CLOSE ENDED EQUITY FUND	-	-	118142	0.6844
13.	RELIANCE STRATEGIC INVESTMENTS LIMITED	-	-	117000	0.6778
14.	GOLDMAN SACHS INDIA FUND LIMITED	-	-	85047	0.4927
15.	MORGAN STANLEY INVESTMENT FUNDS GLOBAL OPPORTUNITY FUND	-	-	83352	0.4828

**v) Shareholding of Directors and Key Managerial Personnel (KMP):**

Sl. No	Name of the Director/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1.	Mr. Sekhar Natarajan, Non-Executive Chairman				
	At the beginning of the year	800	0.00	800	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
2.	Mr. Gyanendra Shukla, Former Managing Director*				
	At the beginning of the year	320	0.00	320	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
3.	Mr. R. C. Khanna, Director**				
	At the beginning of the year	3236 (Individual) 3,89,976 (HUF)	0.02 2.26	3236 (Individual) 3,89,976 (HUF)	0.02 2.26
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer /				
	At the end of the year	3236 (Individual) 3,89,976 (HUF)	0.02 2.26	3236 (Individual) 3,89,976 (HUF)	0.02 2.26

\* Resigned as MD w.e.f. August 31, 2014

\*\* Mr. R.C. Khanna expired on November 27, 2014

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				<b>NIL</b>
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>				<b>NIL</b>
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>				<b>NIL</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(in ₹)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Ms. Shilpa Shridhar Divekar <sup>1</sup> MD and KMP (September 1, 2014 to March 31, 2015)	Mr. Gyanendra Shukla <sup>2</sup> Former MD (April 1, 2014 to August 31, 2014)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,14,57,091.00	82,20,649.00	1,96,77,740.00
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	12,000.00	12,000.00
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission	NIL	NIL	NIL
	- as % of profit			
	- others, specify...			
5	Others, please specify-			
	(i) Company's Contribution to PF <sup>3</sup>	3,62,000.00	3,10,500.00	6,72,500.00
	(ii) Incentive Accrued <sup>4</sup>	NIL	71,34,220.00	71,34,220.00
	(iii) Superannuation <sup>5</sup>	NIL	3,88,125.00	3,88,125.00
	<b>Total (A)</b>	<b>1,18,19,091.00</b>	<b>1,60,65,494.00</b>	<b>2,78,84,585.00</b>

<sup>1</sup> Appointed MD w.e.f. September 1, 2014

<sup>2</sup> Ceased to be MD w.e.f. close of business hours on August 31, 2014

<sup>3</sup> Paid in Government PF Fund.

<sup>4</sup> Accrued as incentive for period for which he has served as MD paid in November.

<sup>5</sup> Paid to LIC of India as contribution to Approved Superannuation Fund.

### B. Remuneration to other directors

#### 1. Independent Directors

Sl. No	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. H. C Asher	Mr Pradeep Poddar	
1	Fee for attending Board Committee Meetings	4,50,000	4,40,000	8,90,000
2	Commission	12,50,000	12,50,000	25,00,000
3	Others, please specify	-	-	-
	<b>Total (B)(1)</b>			<b>33,90,000</b>

## 2 Other Non-Executive Directors

Sl. No	Particulars of Remuneration	Name of Directors		Total Amount	
		Mr. R. C. Khanna*	Mr. Sekhar Natarajan	Mr. C. Ravishankar	
1	Fee for attending Board/ Committee Meetings	-	-	-	-
2	Commission	-	-	-	-
3	Others, please specify	-	-	-	-
	<b>Total (B)(2)</b>	-	-	-	-
	<b>Total (B)=(B)(1)+(B)(2)</b>				33,90,000

\* Mr. R.C. Khanna expired on November 27, 2014

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No	Particulars of Remuneration	Key Managerial Personnel		
		Mr. Abdul Alim Sayed, Chief Financial Officer	Ms. Chandana Dhar, Company Secretary & Compliance Lead	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,57,71,276.00	37,08,056.00	1,94,79,332.00
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission - as % of profit - others, specify.			
5	Others, please specify Company's Contribution to PF <sup>1</sup>	4,66,370.00	1,78,950.00	6,45,320.00
	<b>Total</b>	<b>1,62,37,646.00</b>	<b>38,87,006.00</b>	<b>2,01,24,652.00</b>

<sup>1</sup> paid in Government PF fund

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty			NONE		
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NONE		
Punishment					
Compounding					

## ANNEXURE 2

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

**1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.**

The Corporate Social Responsibility Committee (CSR Committee) has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, which has been approved by the Board.

The key philosophy of all CSR initiatives of the Company is guided by the vision of "Help Improve Lives by Partnering with Communities to deliver lasting Solutions", wherein the core objective of the CSR activities will be to stay

- committed to Improving lives of farmers, farm families, women and children of communities where we live and work.
- committed to improving lives by developing solutions that are sustainable and have long term impact.

The Vision is built on the four value pillars:

- Improving Lives
- Sustainable Development
- Partnerships
- Care and Concern

CSR policy is available at the following web link:

[http://www.monsanto.com/global/in/whoweare/documents/csr%20policy\\_monsanto%20india%20limited.pdf](http://www.monsanto.com/global/in/whoweare/documents/csr%20policy_monsanto%20india%20limited.pdf)

**2. The Composition of the CSR Committee**

- Mr. Sekhar Natarajan – Chairman, Non Executive Director
- Ms. Shilpa Shridhar Divekar – Member, Managing Director
- Mr. H.C.Asher – Member, Non Executive, Independent Director and
- Mr. Pradeep Poddar – Member, Non Executive, Independent Director.

**3. Average net profit of the Company for last three financial years – ₹ 91 Crore**

**4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 1.8 Crore**

**5. Details of CSR spent during the financial year**

**(a) Total amount to be spent for the financial year – ₹ 1.8 Crore**

**(b) Amount unspent, if any - ₹ 1.8 Crore, this amount will be spent fully during 2015-16, in addition to the existing spend commitments for 2015-16.**

(c) Manner in which the amount is spent during the financial year is detailed below.

(₹ in Crore)

Sl. No	CSR project or activity identified	Sector in which the project is covered	Location of the projects or programs	Amount outlay (budget)	Amount spent on the projects or programs	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1	Program SHARE	Enhancing rural livelihoods-Sustainable Agriculture	Kalahandi, Orissa	0.39	0	0	PRADAN
2	Program DISHA	Rural Community Development-Complementing Swatch Bharat Abhiyan by addressing water, sanitation & livelihood needs	25 villages across 5 districts- Jalna, Buldanha, Aurangabad, Wardha & Yavatmal of Maharashtra	0.65	0	0	Action for Food Production (AFPRO)
			5 villages in Silvassa, UT of Dadra & Nagar Haveli	0.40	0	0	
3	Program DISHA	Education-through support to mid-day meal program	Orissa & Uttar Pradesh	0.36	0	0	Akshaya Patra
	<b>TOTAL</b>			1.8	0	0	

**6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report**

The management is fully committed to Corporate Social Responsibility and related efforts mandated by the regulation. We wholeheartedly appreciate the effort on behalf of the Government to help the communities grow along with the businesses. The management took support from an external consultant and had extensive engagements with stakeholders across the areas of operation. The learning from the extensive engagements helped identify the broad areas Monsanto India Limited would focus on in their CSR and related efforts.

Post the engagement, the management team engaged with the NGO partners to develop specific project proposals in the sectors given above. The project proposals are long-term in nature and commit funds to the effort areas over the next 2-3 years with clearly articulated impact metrics and milestones. The projects focus on working with the communities to develop sustainable solutions to challenges that the communities continue to face in the areas of sustainable agriculture and livelihoods, health & nutrition and education.

However, all the above-mentioned efforts took a while and the Company was not able to disburse the amount earmarked for CSR in the financial year 2014-15. However as on the date of the Board Meeting i.e. May 14, 2015, all the plans have been finalized, project agreements with the partners have been signed, ₹ 1.04 Crore has been disbursed and work initiated on the projects.

**7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company**

The signatories to this Report state that to the best of their knowledge and belief, implementation and monitoring of CSR activities of the Company is in strict compliance with CSR objectives and Policy of the Company.

**Sekhar Natarajan**  
Chairman, CSR Committee

**Shilpa Shridhar Divekar**  
Managing Director

Mumbai: May 14, 2015

# ANNEXURE 3

## MONSANTO INDIA LIMITED

### NOMINATION AND REMUNERATION POLICY

Monsanto India Limited (“the Company”) has had a Remuneration Committee of the Board, consisting of three Non Executive Directors, pursuant to requirements of the Companies Act, 1956 and non-mandatory requirements of the Listing Agreements. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board on May 30, 2014 renamed the “Remuneration Committee” as “Nomination and Remuneration Committee”.

#### 1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy are in compliance with Section 178 of the Companies Act, 2013, read with the applicable rules thereto and Clause 49 under the Listing Agreement with the Stock Exchanges.

The Key objectives of the Committee and the Policy would be to lay down guidelines and recommend to the Board:

- a) Criteria for appointment, performance evaluation and removal of Directors, Senior Management and Key Managerial Personnel. They shall also lay down guidelines to establish the functional independence of an Independent Director;
- b) A policy on Board diversity;
- c) A succession plan for the Board, the Senior Management and the Key Managerial Personnel;
- d) Criteria for determining reasonable and sufficient remuneration payable to the Directors, the Senior Management and the Key Managerial Personnel.

#### 2. DEFINITIONS

- a) “Board” means the Board of Directors as defined under the Companies Act, 2013.
- b) Key Managerial Personnel (hereinafter referred to as KMP) : Key Managerial Personnel or KMP means—
  - (i) Chief Executive Officer or the managing director or the manager;
  - (ii) Company secretary,
  - (iii) Whole-time director;
  - (iv) Chief Financial Officer; and
  - (v) such other officer as may be statutorily prescribed from time to time.
- c) “Nomination and Remuneration Committee” or “Committee” means the Committee of the Board constituted from time to time under the provisions of Clause 49 of the Listing Agreement and Section 178 of the Companies Act, 2013.
- d) Senior Management (hereinafter referred to as SM) means company employees who are members of its core management team excluding Board of Directors. It would include members of management one level below the executive directors, including functional heads.

#### 3. MEMBERSHIP

- a) The Committee shall be constituted / re-constituted from time to time by the Board of Directors of the Company.
- b) The Committee shall consist of a minimum 3 Non-Executive Directors, of which not less than one half will be Independent Directors. The Chairperson/Chairman of the Company (whether executive or non executive) can be a part of the Committee but shall, at no point, chair the Committee;
- c) Minimum two (2) members shall constitute a quorum for Committee meeting;
- d) The Committee shall either meet in person or through other permitted mode(s) such as videoconferencing;
- e) The Committee may also decide on matters through its resolutions passed by circulation;

- f) The Chairman of the Company shall be a permanent invitee to the Committee;
- g) Details of Committee membership and functioning shall be disclosed in the Annual Report.

#### 4. NOMINATION & REMUNERATION COMMITTEE CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director;
- b) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman; and
- c) Chairman of the Committee could be present at the Annual General Meeting. However, such chairman may choose appropriately and decide who shall answer specific shareholder queries.

#### 5. FREQUENCY OF MEETINGS

Meetings of the Committee shall be held at such regular intervals as may be required. However a minimum of one meeting every financial year is mandatory.

#### 6. DETAILED NOMINATION DUTIES

The Committee shall ensure the following :

- a. Setting a formal and transparent procedure for selecting new Directors for appointment to the Board, SM and as KMP;
- b. Review and update as necessary the existing minimum selection criteria with regards to education, work experience, or as may deemed suitable, for SM and KMP;
- c. Evaluate the composition and constitution of the current Board, SM, and KMP based on the criteria set above. Recommendations to be made to the Board based on such findings;
- d. To review the suitability for continued service of each Board member when his or her term expires and when he or she has a change in status such as employment change etc., and shall recommend whether or not the Director should be reappointed;
- e. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- f. Lay down the criteria for establishing the independence of an 'Independent Director';
- g. Lay down criteria for performance evaluation of the Independent and Executive Directors, the Chairman, the entire Board;
- h. Review the performance of the Executive Board members, SM and the KMP based on the existing performance management system of the Company;
- i. Lay down a repository of potential causes/reasons for termination of contract for any of the Independent Directors;
- j. Evaluate the Company Policy on potential causes/reasons for termination of service and make recommendations of change, if any;
- k. Lay down guidelines on the 'confidentiality clause' to be serviced by a Board member, SM, or KMP;
- l. To ensure that there is at least one successor each for all Executive Directors, SM and KMP; and
- m. To ensure that there is diversity in the Board structure, SM and KMP which may include diversity on gender, race, religion, age, national origin, disability, or any other characteristic protected by applicable central or state law.

Further, The Committee should, before recommending a candidate for Directorship on the Board, or being a member of the SM, or accepting a position of a KMP in the Company, consider the qualities in such candidate, such as the following :

#### FOR EXECUTIVE DIRECTORS, SM AND KMP

##### Developing People and Teams :

- Takes time to understand the strengths, development needs, and career aspirations of others (especially direct / matrix reports)
- Coaches, structures on-the-job experiences, and identifies formal training opportunities to help others succeed.

**Influencing :**

- Knows how to get things done both through formal channels and informal networks
- Promotes ideas persuasively; advocates for ideas that are in the company's best interest

**Modelling the Monsanto Pledge :**

- Demonstrates integrity and authenticity; is genuine and consistent in interactions with others.
- Engages in dialogue: listens carefully to diverse points of view and engages in thoughtful dialogue to broaden understanding of issues

**Critical Thinking about the Business :**

- Thinks about business issues broadly and strategically (beyond immediate area of responsibility / geography), demonstrates business acumen
- Understands issues from the perspective of customers and other external stakeholders and applies to decision-making in balance with internal priorities

**Inspiring Others :**

- Sets direction: uses relevant business / industry information to develop a clear vision for the team, helps team members understand their role in achieving the vision and goals
- Enrolls others in the vision; demonstrates enthusiasm for what needs to be achieved and inspires others to follow

**Relationship and Network :**

- Recognizing, respecting and leveraging the talents, skills and resources of others, both in and outside of Monsanto.
- Working effectively with teams and networks across geographic, political, demographic, functional and other cultural and organizational boundaries.

**Courage and Candour :**

- Know what you believe and be willing to respectfully express opinions to improve the common good, particularly when it means challenging the status quo.
- Courageously face new challenges and opportunities; leaving behind the familiar in an exploration of the unknown

**Agility :**

- Demonstrate a high level of comfort with ambiguity.
- Adapt quickly to changes in our business; Strong ability to respond quickly to new opportunities

**Initiative and Foresight :**

- Anticipate and plan for the future
- Take action instead of waiting to be told what to do, or waiting for the environment to become more stable

**Result Orientation :**

- Passion about making the right things happen in the right way at the right time -- in spite of potential barriers
- Discipline in operational excellence

**FOR NON - EXECUTIVE DIRECTORS AND INDEPENDENT DIRECTORS :**

Although Non-Executive Directors need to establish close relationships with Executives and be well informed, all Non-Executive Directors need to be independent of mind and willing and able to challenge, question and speak up.

The other criteria for appointment that the Committee may look for may include, but not be limited to :

- Integrity and high ethical standards;
- Sound judgement;
- An ability and willingness to challenge and probe. Within the "collegiate" environment of a unitary Board, Non-Executive Directors must have the strength of character to obtain full and satisfactory answers to their questions;

- Strong interpersonal skills. The effectiveness of a Non-Executive Director depends on exercising influence whilst not giving orders. To exercise influence, a Non-Executive Director must have the trust of his or her colleagues on the Board.

New Board members are required to possess the particular skills, experience and expertise that will best complement Board effectiveness at that time. In its evaluation of candidates for the Board, the Committee will have regard to normally accepted nomination criteria including, but not limited to :

- the ability to exercise sound business judgment;
- a position of leadership or prominence in a specified field;
- absence of conflicts of interest or other legal impediments to serving on the Board;
- a willingness to devote the required time;
- availability to attend Board and Committee meetings;
- appropriate experience and/or professional qualifications; and
- integrity and moral reputation.

Annually the Nomination and Remuneration Committee shall determine whether or not a Non-Executive, Independent Director fulfils the tests of independence, by referring to the guidelines described in the Companies Act, 2013 and the Listing Agreements and other salient factors. To aid the determination by the Nomination and Remuneration Committee, every Non-Executive, Independent Director shall, on appointment, and subsequently on an annual basis, submit to the Nomination and Remuneration Committee a declaration in the form as provided by the Committee on his/her independence. The Committee shall review the return and decide on whether such Director shall continue to be considered independent.

## 7. DUTIES OF THE COMMITTEE ON REMUNERATION OF DIRECTORS, SENIOR MANAGEMENT AND KEY MANAGERIAL PERSONS

### Remunerating Executive Directors, Key Managerial Persons (KMPs) and Senior Management :

Monsanto India Limited will provide an opportunity for competitive rewards to attract and retain talent and foster a sense of ownership in the Company. The Company's focus is on total compensation, which includes competitive base pay, annual cash incentives and long-term incentives. These will be aligned and in sync with the global Human Resources' policies and framework of the Company.

The base pay of the employees recognizes their skills, experience and role responsibilities. In most years, the base pay will increase in line with the cost of labor movement in the relevant market, i.e. the amount that companies are using to increase base pay from one year to the next, using information from a variety of professional salary surveys to determine market rates. The incentive levels will also depend on the levels of employment of the employees within the hierarchical organisation of the Company.

The Company will provide base pay adjustments based on market movements amongst comparable companies (pegged at the 50th percentile) which may consist of a broad range of diverse companies including :

- Science-based, research-focused, organizations from the biotechnology, pharmaceutical or related industries
- Specialty or diversified chemical companies requiring ongoing introduction of new products
- Brand-focused general industry leaders
- Industry specific groups (Seed, Ag Chem, Biotech)

The Company's annual incentive program will be based on

- performance of the Company globally;
- in the India region; and
- the employees' individual performance.

Rating of the employees' individual performances and the incentive amounts will be decided in consultation with the respective managers of such employees, the functional leads and the Chairman of the Company.

The Company encourages employees to act as owners to achieve results. With the opportunity to define and drive their long-term growth strategy, managers are provided incentives that bear results over a long period of time. The Long-Term Incentive (LTI) awards, which are granted to employees who are in management roles, are designed to recognize the role they play in defining and driving Monsanto's longterm growth strategy. Long-term incentives are delivered through a combination of Stock Options (60%) and Restricted Stock Units (RSUs) (40%).

All components of the total compensation will be confirmed to the employees (as applicable) in writing at the time of joining and every time any change is made to their compensation.

#### **Remunerating Non-Executive Directors**

The Committee should consider remunerating the Non Executive Directors with

- a combination of fees for attending meeting of the Board and its Committees, and
- annual commission, appropriate to the size and nature of the Company, as permitted by the statutory provisions and further as approved by the members of the Company.

Duties of the Committee in relation to remuneration matters will also include :

- Recommending to the Board criteria to establish remuneration of the Non executive Directors is reasonable, sufficient and appropriate as per the statutory requirements;
- Recommending to the Board criteria to establish the remuneration of Executive Directors, SM and KMP such that it is designed to be reasonable to attract, motivate and retain talent as per the demands of the job;
- Ensuring that balance is maintained between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.

### **8. EVALUATION OF BOARD MEMBERS, SENIOR MANAGEMENT AND KMP**

The Committee, if deemed necessary, may conduct a performance evaluation relative to its purpose, duties, responsibilities and effectiveness and recommend any changes, it considers necessary for the approval of the Board of Directors. The Committee may conduct such evaluation and reviews at such intervals and in such manner as it deems appropriate.

For evaluation of the Board members, the Committee may consider the following aspects for an evaluation :

- Adherence to processes;
- Adherence to charter of the Committee / Board;
- Effectiveness and contribution to the respective positions.

### **9. COMMITTEE GUIDELINES**

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated;
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee;
- c) The Company Secretary of the Company shall act as Secretary of the Committee, if required;
- d) Committee is empowered to delegate any of its administrative powers to one or more of its members or the Secretary of the Committee; and
- e) Committee members, may, at their discretion, consider any other matters as may be requested by the Board.

### **10. REVIEW OF NOMINATION AND REMUNERATION COMMITTEE CHARTER**

The adequacy of this charter shall be reviewed and reassessed by the Committee at such intervals as the Committee deems appropriate and recommendations, if any, shall be made to the Board to update the same from time to time.

## ANNEXURE 4

### AOC-2

#### Particulars of contracts/arrangements made with related parties

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

All the contracts or arrangements or transactions of the Company with related parties have been priced at arm's length basis.

Details of related party transactions of the Company for the financial year ended March 31, 2015 can be found on Page No. 109-110

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship – Monsanto Company, USA, Ultimate Holding Company.
- (b) Nature of contracts/arrangements/transactions - Purchase of key raw material (IPA Salt of Glyphosate technical) from Monsanto Company, USA, for Roundup® business the Company.
- (c) Duration of the contracts / arrangements/transactions - Ongoing on the basis of Purchase Order.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any - Negotiated Price based on exchange rate parity reviewed on periodic basis. Value of transactions for the financial year ending March 31, 2015 – ₹ 109.26 Crore (approved limit ₹ 150 Crore)
- (e) Date(s) of approval by the Board, if any - July 11, 2014. The above transaction has also been approved by the shareholders, vide a postal ballot dated November 3, 2014.
- (f) Amount paid as advances, if any:- NIL

For and on behalf of the Board of Directors

Mumbai: May 14, 2015

**Sekhar Natarajan**  
Chairman

# ANNEXURE 5

## FORM NO. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule no.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
Monsanto India Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Monsanto India Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
6. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
  - a. Explosives Act, 1884 and Explosives Rules, 2008
  - b. Petroleum Act, 1934
  - c. The Static and Mobile Pressure Vessels (Unfired) Rules 1981
  - d. The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder
  - e. The Karnataka Ground Water (Regulation and Control of Development and Management) Act, 2011
  - f. Seeds Act, 1966 read with Seeds Rules, 1968
  - g. Seed Control Orders 1983 read with Essential Commodities Act, 1955
  - h. Insecticides Act, 1968 read with Insecticides Rules, 1971

- i. The Maharashtra Agricultural Produce Marketing (Development and Regulation) Act, 1963
- j. Plant Quarantine (Regulation of Import into India) Order, 2003
- k. Protection of Plant Varieties and Farmers' Rights Act, 2001
- l. Himachal Pradesh Non-Biodegradable Garbage (Control) Act, 1995 read with Himachal Pradesh Non-Biodegradable Garbage Controls Rules, 1996
- m. Karnataka Ground Water (Regulation for Protection of Sources of Drinking Water) Act, 1999
- n. Maharashtra Groundwater (Regulation for Drinking Water Purposes) Act, 1993 read with Regulation
- o. Biological Diversity Act, 2002 read with Biological Diversity Rules, 2004
- p. Agricultural Produce (Grading and Marking) Act, 1937 read with generally applicable Grading and Marking Rules, 1988 and Organic Agricultural Produce Grading and Marking Rules, 2009 & Cotton Grading and Marking Rules, 1971
- q. Rajasthan Forest Act, 1953 read with Rajasthan Forest (Produce and Transit) Rules 1957;
- r. Uttar Pradesh Plastic and other Non-Biodegradable (Regulation of Use and Disposal) Act, 2000;
- s. Andhra Pradesh (Agricultural Produce and Livestock) Markets Act, 1966 read with Andhra Pradesh (Agricultural Produce and Livestock) Markets Rules, 1969;
- t. Hazardous Micro-organisms / Genetically Engineered Organisms or Cells Rules, 1989;
- u. Destructive Insects and Pests Act, 1914;
- v. The Karnataka Agricultural Pests and Diseases Act, 1968;
- w. The Protection of Plant Varieties and Farmers' Rights Act, 2001;
- x. Himachal Pradesh Instruments (Control of Noises) Act, 1969;
- y. Public Liability Insurance Act, 1991;
- z. Environmental (Protection) Act, 1986 Read with Environmental Protection Rules, 1986;
- aa. The Hazardous Wastes (Managements Handling and Transboundary Movement) Rules, 2008;
- bb. The Water (Prevention & Control of Pollution) Act, 1974 Read with Water (Prevention & Control of Pollution) Rules, 1975;
- cc. Water (Prevention and Control of Pollution) Cess Act, 1977.

We have also examined compliance with the applicable clauses of the following:

- a. The Listing Agreements entered into by the Company with the stock exchanges.

### MANAGEMENT RESPONSIBILITY:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

### RECOMMENDATIONS AS A MATTER OF BEST PRACTICE:

In the course of our audit, we have made certain recommendations for good corporate practices, separately placed before the Board, for its necessary consideration and implementation by the Company.

### WE FURTHER REPORT THAT:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period, the Company has incurred following specific event/ action listed below that can have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

1. Pursuant to sanctioning of Scheme of Arrangement by Hon'ble Bombay High Court on February 6, 2015, between Monsanto Holdings Pvt. Ltd. (MHPL) and Monsanto Investments India Pvt. Ltd. (MIPL) and respective shareholders, the business division of MHPL carried out through its investments in subsidiaries/ joint ventures in group and affiliate entities have been demerged in MIPL, a registered NBFC w.e.f. appointed date. The Scheme became effective from February 27, 2015. By virtue of the same, 53.6% of the Company was acquired by MIPL. The acquisition was exempted under Regulation 10 (1) (d) (iii) and therefore no open offer was required to be made.

Vinod Kothari & Company  
Company Secretaries in Practice

Place: Kolkata  
Date: 8th May, 2015

ACS 4718  
C P No. 1391

## ANNEXURE 6

### AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Monsanto India Limited

We have examined the compliance of conditions of Corporate Governance by Monsanto India Limited ("the Company") for the year ended 31st March 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
(Registration No. 117366W/W-100018)

Mumbai: May 14, 2015

P.B.Pardiwalla  
(Partner)  
(Membership No. 40005)

## ANNEXURE 7

### DISCLOSURE IN BOARD'S REPORT PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONS) RULES, 2014

**(i) Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:**

• Shilpa Shridhar Divekar (MD w.e.f. September 1, 2014)	11.49 : 1
• Gyanendra Shukla (Ceased to be MD w.e.f. August 31, 2014)	15.61 : 1
• H C Asher, Independent Director	1.65 : 1
• Pradeep Poddar, Independent Director	1.64 : 1

**(ii) Percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

8%

**(iii) Percentage increase in the median remuneration of employees in the financial year:**

Median 8%

**(iv) Number of permanent employees on the rolls of Company:**

352 as on March 31, 2015

**(v) Explanation on the relationship between average increase in remuneration and Company performance:**

The average increase in remuneration during FY 2015 was 8% as compared with previous financial year. Profit Before Tax of the Company during the financial year ended March 31, 2015 was ₹ 128.98 Crore as compared to ₹ 145.64 Crore during financial year ended March 31, 2014. As always, average increase in remuneration is guided by factors like economic growth, inflation, external competitiveness, talent retention, employee performance.

**(vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:**

The Key Managerial Persons' (KMP) remuneration details are provided as a separate annexure to the Directors' Report. Remuneration for the KMP comprises of fixed and variable components. In addition to individual performance assessment, the key parameters to determine variable pay are business and Company's performance. Therefore, remuneration paid to the KMP is not directly comparable against the performance of the Company. However, Company's performance has a significant impact on the variable remuneration to Key Managerial Personnel.

**(vii) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

March 31	Market cap (₹ cr)	P/E ratio
2015	4938.44	46.45
2014	2588.59	21.06

**Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:**

Not Applicable

**(viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

The median percentile increase for the people leaders is 8% while the median percentile increase for individual contributors is also 8%, hence the ratio works out to be 1. (8%/8%=1)

**(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company;**

Please refer item number 6.

**(x) Key parameters for any variable component of remuneration availed by the directors:**

As per the Remuneration Policy of the Company, annual incentive is one of the variable component of the remuneration availed by employees. Pursuant to the same, the Executive Director receives short term incentive, which is determined by the performance of the director, the financial results of the Company and also the results of the ultimate holding company in the USA.

Further the executive director also receives a long term incentive which is based on the global stock program which is made available to employees above a certain grade within the Company's hierarchy.

Non-Executive Directors receive a commission which is capped at 1% of the net profits, as permitted by the Companies Act, 2013 and approved by the shareholders at the 64th Annual General Meeting held on August 22, 2014.

**(xi) Ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; and**

Not Applicable

**(xii) Affirmation that the remuneration is as per the remuneration policy of the Company.**

The Directors affirm that compensation changes in the Company are in line with the Nomination and Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Mumbai: May 14, 2015

**Sekhar Natarajan**  
Chairman

## ANNEXURE 8

### CONSERVATION OF ENERGY, R&D, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

(Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014)

#### A. CONSERVATION OF ENERGY

(a) Steps taken or impact on conservation of energy	We have initiated and implemented the introduction of LED bulbs in the Company as a step to reduce electric energy consumption
(b) Steps taken by the Company for utilizing alternate sources of energy	We are in the process of installing solar panels for our lighting requirements in the sites. We are also evaluating alternative sources of fuel to replace existing usage of LPG
(c) Capital investment on energy conservation equipments	LED lighting ₹ 0.14 Cr

#### B. TECHNOLOGY ABSORPTION

**(i) Efforts made towards technology absorption:**

- Paradigm shift in breeding methods – Transitioning from conventional approach to molecular marker based approach
- Process improvement (mechanization, direct print, barcode labels, hand held, I pods & electronic transfer of data)– Reduced conventional seed to seed activities and increased automation to reduce human error
- Predictive analytics – Blending experience with historical data based predictions on product performance
- Molecular approach to identifying QTLs
- Enhanced efforts on exotic germplasm introgression

**ii) Benefits derived like product improvement, cost reduction, product development or import substitution:**

- Increased locally bred products
- Optimization of human resources & investments in testing & breeding
- Increased predictability of product performance in target markets.
- Better SKU management due to wider adaptable products.
- Abiotic & biotic stress tolerant products - (DKC9149 with better moisture stress tolerance; DKC9144 with good RUST tolerance; DKC8144 with early maturity and high yield potential; DKC9141 with high stalk rot tolerance; and DKC9155 with better kernel quality & reduced days to maturity)
- Data turnaround time has improved significantly.

**(iii) Imported technology (imported during the last three years reckoned from the beginning of the financial year)-**

- (a) **details of technology imported:** Germplasm, Shelling line, Planter, Combine, Direct print, breeding tools and mobile applications
- (b) year of import; Germplasm import is a continuous process; Shelling line in 2012; Planter in 2013; COMBINE, Single ear sheller, Direct print in 2014; breeding tools and mobile applications in 2015 reflecting in improved data generation and quality
- (c) **whether the technology been fully absorbed:** Yes
- (d) **if not fully absorbed, areas where absorption has not taken place, and the reasons thereof:** Not Applicable

**(iv) Expenditure incurred on Research and Development**

Expenditure on R&D	₹ (in crore)
a) Capital (including CWIP)	5.10
b) Recurring	19.24
c) TOTAL	24.34

#### C FOREIGN EXCHANGE EARNINGS AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows – The details of earnings and expenditure in foreign currency are given in Notes 30 and 31 in the Notes to the Accounts.

## REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2015.

Your Company believes that corporate governance is at the core of the Company's policies and systems for managing and supervising itself, including its organization, its values, business policies and guidelines, as well as all internal and external regulatory and monitoring mechanisms. The Company has set itself the objective of expanding its capacities and becoming globally competitive in its business. As a part of its growth strategy, the Company believes in adopting the 'best practices' in the area of Corporate Governance across various geographies. Effective and transparent corporate governance guarantees that your Company is managed and monitored in a responsible manner focused on value creation. This fosters the confidence of our domestic and international investors, the financial markets, our customers and other business partners, employees and the public in the Company.

Our corporate governance philosophy is based on the following principles:

- Appropriate size and composition of the Board with each Director bringing in key expertise in different areas;
- Systematic information flow to the Directors to enable them to effectively discharge their fiduciary duties;
- Ethical business conduct by the management and employees;
- Appropriate systems and processes for internal controls on all operations, risk management and financial reporting; and
- Timely and accurate disclosure of all material operational and financial information to the stakeholders.

### BOARD OF DIRECTORS

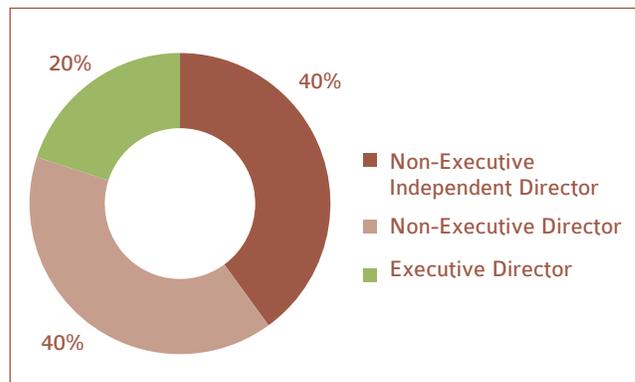
#### Composition

The Board of Directors, along with its Committees, provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company. The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities and ensuring that the management observes the highest standards of ethics, transparency and disclosure.

The Board consists of Executive and Non-Executive Directors. As required under Section 149(1) of the Companies Act, 2013, and Clause 49(II)(A)(1), Ms. Shilpa Shridhar Divekar, a Woman Director, has been appointed on the Board. Currently, the Board

consists of five members, one of whom is Executive (Managing Director) and four others are Non-Executive Directors including the Chairman of the Company. One-third of the Board consists of Independent Directors.

Percentage of Board Composition:



Mr. Gyanendra Shukla resigned as the Managing Director of your Company with effect from August 31, 2014. The Board of Directors at their meeting held on July 30, 2014, appointed Ms. Shilpa Shridhar Divekar as Managing Director of your Company with effect from September 1, 2014.

Your Directors, with deep regret place on record the sad demise of Mr. Romesh Chandra Khanna, Non-Executive Director of the Company, on November 27, 2014. Mr. Khanna's association with the Company dated back to 1975 when he joined the Board of Directors of the Company. He understood Company's business well and spent quality time advising and deliberating key matters. With an illustrious career as a finance professional spanning several decades, Mr. Khanna retired as a Senior Partner of M/s. A.F. Ferguson & Co., Chartered Accountants in India, in 1989.

His strategic guidance and dynamic deliberations would truly be missed.

Monsanto Company, USA has certain rights enshrined in the Articles of Association pertaining to the appointment of Directors.

#### Number of Board Meetings

During the financial year ended March 31, 2015, seven (7) meetings of the Board of Directors were held on May 30, 2015, June 23, 2014, July 11, 2014, July 30, 2014, November 03, 2014, January 30, 2015 and March 27, 2015. The maximum time-gap between any two consecutive meetings did not exceed four (4) months. The necessary quorum was present in all the meetings.

The Board meets at least once in a quarter to review the quarterly financial results and operations of the Company. In addition to the above, the Board also meets as and when necessary to

address specific issues relating to the business. The tentative annual calendar of Board Meetings for approving the accounts for the ensuing year is decided well in advance by the Board and is published as part of the Annual Report.

All the Directors have informed your Company periodically about their Directorship and membership on the Board Committees of other Companies. As per disclosure received from Director(s),

none of the Director(s) holds membership in more than ten (10) Committees and Chairmanship in more than five (5) Committees. None of the Directors of the Company are related to each other. All Non Executive Directors are liable to retire by rotation. The appointment, tenure and remuneration of the Managing Director once approved by the Board is subject to the further approval of the members of the Company.

The details of the composition, nature of Directorship, the number of meetings attended and the directorships in other companies of the Directors of the Company are detailed below in Table 1:

**Table : 1 Composition of the Board of Directors**

Name of the Director	DIN	Category	Attendance		No. of directorships(1)		Committee position(2)	
			At the Board Meetings	At the last AGM	Listed companies	Others	Chairman(3)	Member
Mr. Sekhar Natarajan	01031445	Non-Executive Chairman	7	YES	1	2	1	2
Mr. Gyanendra Shukla%	02922133	Managing Director	3	YES	1	1	-	1
Ms. Shilpa Shridhar Divekar@	06619353	Managing Director	3	NA	1	2	-	1
Mr. R. C. Khanna*	00007293	Non-Executive	0	NO	1	-	2	1
Mr. H. C. Asher	00024863	Non-Executive, Independent	7	YES	3	6	2	5
Mr. Pradeep Poddar	00025199	Non-Executive, Independent	6	YES	2	1	1	3
Mr. C. Ravishankar	06755061	Non-Executive	5	YES	1	1	-	-

% Mr. Gyanendra Shukla resigned as a Director of the Company w.e.f. August 31, 2014.

@ Ms. Shilpa Shridhar Divekar was appointed as Managing Director w.e.f. September 1, 2014.

\* Mr. R.C. Khanna expired on November 27, 2014.

(1) Directorship other than in foreign/non-profit organizations.

(2) Membership/Chairmanship in Audit and Stakeholders' Relationship Committees of all public limited companies, whether listed or not, including Monsanto India Limited.

(3) Chairmanship in Audit and Stakeholders' Relationship Committees excluding the membership.

### Board Procedures

The Board Meetings are governed by structured agenda for the meeting. The agenda along with comprehensive notes and background material are circulated at least seven days before each meeting to all the Directors for facilitating effective discussion and decision making. The Companies Act, 2013 read with the relevant rules made thereunder, now facilitates the participation of a Director in Board/Committee Meetings through video-conferencing or other audio visual mode. Accordingly the option to participate in the Meeting through video-conferencing was made available to the Directors except in respect of such Items which are not permitted to be transacted through video-conferencing.

The Board members may bring up any matter for consideration of the Board, in consultation with the Chairman. Presentations are made by the Managing Director, CFO and other Business Heads on the Company's operations and other matters on a periodic basis. The proceedings of the meetings of the Board and its Committees are recorded in the form of minutes and the draft minutes are circulated to the Board for their perusal before they are finalised.

### Committees of the Board

Currently, there are six (6) Committees of the Board, namely

- Audit Committee;
- Nomination and Remuneration Committee;

- Stakeholders' Relationship Committee;
- Corporate Social Responsibility (CSR) Committee;
- Risk Management Committee; and
- Share Transfer Committee.

The Board decides the terms of reference for these Committees. Minutes of meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

### AUDIT COMMITTEE

Role of the Audit Committee is in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014, and Clause 49 of the Listing Agreement and includes overseeing the Company's financial reporting process, approval or any subsequent modification of transactions of the company with related parties, reviewing the financial statements and the adequacy of internal audit. The role of Audit Committee also includes periodic discussions with the Internal Auditors and the Statutory Auditors about their scope of audit and adequacy of internal control systems. The Audit Committee also recommends appointment/re-appointment of Statutory Auditors and also reviews and monitors the auditor's independence and performance, and effectiveness of audit process.

The Audit Committee comprises of;

- Mr. Pradeep Poddar – Chairman, Non Executive, Independent Director
- Mr. H. C. Asher – Member, Non Executive, Independent Director and
- Mr. Sekhar Natarajan – Member, Non Executive Director

all being Non-Executive Directors. Mr. H. C. Asher and Mr. Pradeep Poddar are Independent Directors. Company Secretary acts as Secretary to the Audit Committee.

The Chairman, Managing Director, Chief Financial Officer, Head - Legal Affairs, Internal Auditors and Statutory Auditors are invited to the Audit Committee meetings.

The Audit Committee met during the Financial Year on May 30, 2014, July 11, 2014, July 30, 2014, November 03, 2014, January 30, 2015 and March 27, 2015. Details of members' attendance at the Committee's meetings are given in Table 2.

**Table 2: Attendance Details in the Audit Committee Meetings**

Name of the Member	Meetings Held	Attendance
Mr. R. C. Khanna*	6	0
Mr. H. C. Asher	6	6
Mr. Pradeep Poddar	6	6
Mr. Sekhar Natarajan**	6	3

\*Mr. R.C.Khanna was member until November 27, 2014.

\*\*Audit Committee has been reconstituted and Mr. Sekhar Natarajan has been inducted as a member of the Committee with effect from July 30, 2014.

### NOMINATION AND REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and Clause 49(IV) of Listing Agreement, the existing Remuneration Committee has been renamed as Nomination and Remuneration Committee with effect from May 30, 2014. The role of the Committee *interalia*, includes:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The Nomination and Remuneration Committee comprises of;

- Mr. H. C. Asher - Chairman, Non Executive, Independent Director
- Mr. Pradeep Poddar – Member, Non Executive, Independent Director and
- Mr. Sekhar Natarajan – Member, Non Executive Director.

The Company Secretary acts as Secretary to the Nomination and Remuneration Committee.

During the Financial Year, the Committee met on July 30, 2014, November 03, 2014 and January 30, 2015. Details of members' attendance at the Committee's meetings are given in Table 3.

**Table 3: Attendance Details in the Nomination and Remuneration Committee Meetings**

Name of the Member	Meetings Held	Attendance
Mr. R. C. Khanna*	3	0
Mr. H. C. Asher	3	3
Mr. Pradeep Poddar	3	3
Mr. Sekhar Natarajan**	3	2

\*Mr. R.C. Khanna was member until November 27, 2014.

\*\*The Nomination and Remuneration Committee has been reconstituted. Mr. H.C. Asher has been appointed as Chairman of the Committee and Mr. Sekhar Natarajan has been inducted as a member of the Committee with effect from July 30, 2014.

### Nomination and Remuneration Policy

The Board has approved a Nomination and Remuneration Policy of the Company which has been uploaded on the website of the Company. This Policy is in compliance with Section 178 of the Companies Act, 2013, read with the applicable rules thereto and Clause 49 under the Listing Agreement with the Stock Exchanges.

The Nomination and Remuneration Committee has adopted a Charter which deals with the manner of selection of Directors and Managing Director and their remuneration.

#### 1. Criteria of selection of Non-Executive Directors

- a. The Non-Executive Directors shall be of high ethical standards and integrity with relevant expertise, experience and particular skills that will complement Board effectiveness.
- b. In case of appointment of Independent Directors, the Nomination and Remuneration Committee shall determine whether or not an Independent, Non-Executive Director fulfils the tests of independence, by referring to the guidelines described in the Companies Act, 2013 and the Listing Agreement and other salient factors.
- c. To aid determination, every Independent, Non-Executive Director shall, on appointment and subsequently on an annual basis, submit to the Nomination and Remuneration Committee a declaration in the form as provided by the Company on his/her independence.
- d. The Nomination and Remuneration Committee shall consider the following criteria while recommending to the Board the candidature for appointment as Director:
  - Professional qualification, appropriate experience and the ability to exercise sound business judgment;
  - An ability and willingness to challenge and probe;
  - Strong interpersonal skills and a willingness to devote the required time;

- A position of leadership or prominence in a specified field.

- e. The Nomination and Remuneration Committee shall ensure that the Director to be appointed is not disqualified for appointment under Section 164 of the Companies Act, 2013.

#### 2. Criteria of selection of Executive Directors or Key Managerial Personnel (KMP)

- a. The Executive Directors or KMP demonstrates integrity and authenticity and is genuine and consistent in interactions with others, and also promotes ideas that are in the Company's best interest.
- b. The Executive Directors or KMP shall recognize, respect talent, resources and skills of others and work effectively with teams and network across geographic, political, demographic, functional and other cultural boundaries.
- c. The Executive Directors or KMP thinks about business issues broadly and strategically and understands issues from the perspective of customers and other external shareholders.
- d. The Executive Directors or KMP shall be disciplined in operational excellence, anticipate and plan for the future, demonstrate a high level of comfort with ambiguity and have strong ability to respond quickly to new opportunities.

#### 3. Remuneration to Directors

The Board is comprised of one Executive Director (Managing Director) and four Non-Executive Directors.

The Managing Director receives a monthly salary, perquisites and performance pay as per the policies of the Company and as per the agreement executed by and between her and the Company for her appointment. No sitting fee is paid to her for attending the meetings of the Board of Directors or Committees thereof. In the event, the Managing Director desires to leave the services of the Company, she is required to serve to the Company 90 days' notice in writing. However, the Company may, at its sole discretion relieve the Managing Director of her duties at any time during her notice period.

The criteria for making payment to the Managing Director are:

1. Salary paid to the Managing Director is recommended by the Nomination and Remuneration Committee and approved by the Board and the Shareholders. Perquisites, retirement benefits and performance pay are also paid/provided to the Managing Director in accordance with the Company's compensation policies, as applicable to all employees of the Company.

2. Remuneration paid to the Managing Director is determined keeping in view the industry benchmarks.

Mr. Sekhar Natarajan and Mr. C. Ravishankar do not/did not receive any salary, sitting fees or commission from the Company. All other Non-executive Directors receive sitting fees for attending the meetings of the Board of Directors and Committees thereof and commission on the net profits of the Company, as decided by the Board, within the overall limits approved by the Shareholders.

The criteria for making payments to other Directors are:

1. The Directors are paid sitting fees of ₹ 50,000/- for each meeting of the Board and the Audit Committee and ₹ 25,000/- each for other Committee meetings attended by them.

2. Shareholders of the Company have approved payment of commission in the aggregate not exceeding 1% of net profits calculated in accordance with Section 197 read with Section 198 and 123(2) of the Companies Act, 2013, collectively, to all the Directors of the Company (excluding Managing Director, Whole Time Director and Directors nominated by Monsanto Co., USA). The Board decides proportion and manner of payment of such commission every year subject to the above said overall limit approved by the Shareholders.

The remuneration paid or payable to the Directors is given in Table 4.

**Table 4: Remuneration paid/payable to the Directors**

				(₹ In lakhs)
Name of the Director	Sitting Fees	Salary & Perquisites	Incentive/ Commission	Total
Mr. Sekhar Natarajan	-	-	-	-
Mr. Gyanendra Shukla*	-	59.39	71.34	130.73
Ms. Shilpa Shridhar Divekar**	-	72.62	31.03	103.65
Mr. H. C. Asher	4.50	-	12.50	17.00
Mr. Pradeep Poddar	4.40	-	12.50	16.90
Mr. R.C. Khanna***	-	-	-	-
Mr. C. Ravishankar	-	-	-	-

\* Resigned w.e.f. August 31, 2014

\*\* Appointed w.e.f. September 1, 2014

\*\*\* Deceased on November 27, 2014

The Company has no stock option/pension plan for the Directors of the Company. However, employees of the Company including Managing Director of the Company and nominee Directors of Monsanto Company, USA who are in full time employment, are entitled for the Stock Options declared by the parent company i.e. Monsanto Company, USA, from time to time.

## PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committee. A structured questionnaire was prepared after taking into consideration inputs received from the directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board dynamics, execution and performance of specific duties,

obligations and governance. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who are evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the non-independent directors was carried out by the independent directors who also reviewed the adequacy and flow of information to the Board. The directors expressed their satisfaction with the evaluation process.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with Section 178 of the Companies Act, 2013 and Listing Agreement, the Investors'/Shareholders' Grievances Committee has been renamed as Stakeholders' Relationship

Committee with effect from May 30, 2014. The Committee considers redressal of Investors' complaints/grievances. It also considers matters concerning complaints regarding transfer of shares, non-receipt of dividends and Annual Report, dematerialisation of share certificates, etc.

The Stakeholders' Relationship Committee comprises of;

- Mr. H.C.Asher – Chairman, Non Executive, Independent Director,
- Mr. Sekhar Natarajan – Member, Non Executive Director
- Mr. Pradeep Poddar – Member, Non Executive, Independent Director and
- Ms. Shilpa Shridhar Divekar – Member, Managing Director.

During the Financial Year, the Company received 164 complaints. All complaints have been resolved by the Company.

### SHARE TRANSFER SYSTEM

The Company's shares, being in compulsorily dematerialized (demat) form, are transferable through the depository system. Transfer of shares in physical form are processed by the Registrars and Share Transfer Agents (RTA) and approved by the Share Transfer Committee of the Company. The share transfers are processed within a period of 15 days from the date of receipt of the transfer documents by RTA subject to requisite documents being in order.

The Company has a Share Transfer Committee currently comprising of:

- Mr. Sekhar Natarajan – Chairman, Non Executive Director
- Ms. Shilpa Shridhar Divekar - Managing Director,
- Mr. Abdul Alim Sayed – Chief Financial Officer,
- Mr. Indranil Saha – Planning and Analysis Lead and
- Ms. Chandana Dhar - Company Secretary & Compliance Lead.

Share Transfer Committee has been reconstituted due to resignation of Mr. Gyanendra Shukla as the Managing Director on August 31, 2014. Ms. Shilpa Shridhar Divekar has been inducted as a member of the Committee in place of Mr. Gyanendra Shukla with effect from September 1, 2014.

The Committee meets once every week or as and when required and approves all matters related to shares i.e. transfers, transmission, dematerialisation and rematerialisation of shares.

### CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Corporate Social Responsibility Committee has been constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Committee

- a) formulates and recommends to the Board, a CSR Policy for the Company which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act 2013;
- b) recommends the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c) monitors the CSR Policy of the Company from time to time.

The Committee reports regularly to the Board such matters as are relevant to the Company.

The CSR Committee currently comprises of;

- Mr. Sekhar Natarajan – Chairman, Non Executive Director
- Ms. Shilpa Shridhar Divekar – Member, Managing Director
- Mr. H.C.Asher – Member, Non Executive, Independent Director and
- Mr. Pradeep Poddar – Member, Non Executive, Independent Director.

The Company Secretary acts as Secretary to the Corporate Social Responsibility Committee.

During the Financial Year, the Committee met on July 30, 2014, November 03, 2014 and January 30, 2015. Details of members' attendance at the Committee's meetings are given in Table 5.

**Table 5: Attendance Details in the CSR Committee Meetings**

Name of the Member	Meetings Held	Attendance
Mr. Sekhar Natarajan	3	3
Mr. H. C. Asher	3	3
Mr. Pradeep Poddar	3	3
Ms. Shilpa Shridhar Divekar	3	3

#### CSR Policy:

The CSR Policy is in compliance with the provisions of Section 135 of the Companies Act, 2013 and read with applicable rules thereto. The CSR Policy as approved by your Directors has been placed on the website of the Company.

The CSR Policy provides details about the principles on which the Company develops its CSR initiatives and the control mechanisms that the Company is required to put in place for monitoring the CSR projects while ensuring that CSR objectives of the Company are met. Such initiatives taken by the Company during the year have been reported as an Annexure to the Directors' Report.

## RISK MANAGEMENT COMMITTEE

Pursuant to the provisions of Clause 49(VI)(C) of the Listing Agreement, a Risk Management Committee has been constituted to reinforce the Company's efforts towards an ongoing process for risk management. The process includes

1. Identification of potential risks
2. Decision on Company's tolerance level for risks
3. Measurement of its potential impact of identified risks against a broad set of assumptions and
4. Pro-active management of such identified risks.

The Committee shall also ensure that a systematic, documented assessment of the processes and outcomes surrounding key risks is undertaken at least annually for the purpose of making its public statement on risk management including internal control. Also, the Committee shall oversee formal reviews of activities associated with the effectiveness of risk management and internal control processes and to ensure that risks are mitigated and that the Company's objectives are attained.

The Risk Management Committee comprises of;

- Mr. Sekhar Natarajan – Chairman, Non Executive Director
- Mr. H.C. Asher – Member, Non Executive, Independent Director
- Mr. Pradeep Poddar – Member, Non Executive, Independent Director and
- Mr. C. Ravishankar – Member, Non Executive Director.

The Committee meets as and when required.

## APPOINTMENT OF INDEPENDENT DIRECTORS

Pursuant to the provisions of Section 149 of the Act and the revised Clause 49 of the Listing Agreement with the Stock Exchanges, every listed public company is required to have at least one-third of the total number of directors as independent directors. Such independent directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. Accordingly, the Company had sought approval of shareholders for appointment of Mr. H.C. Asher and Mr. Pradeep Poddar, both Non Executive, Independent Directors of the Company. The appointments were approved in the 64th Annual General Meeting of the Company for a term for two consecutive years upto date of 66th Annual General Meeting.

The Company has issued a formal letter of appointment to each of the Directors in the manner as provided in the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement. The terms and conditions of the appointment have been disclosed on the website of the Company. ([www.monsantoindia.com](http://www.monsantoindia.com))

## INDEPENDENT DIRECTORS' MEETING

Section 149(8) of the Act has prescribed the Code for Independent Directors in Schedule IV for every company that has Independent Directors. Clause VII of this Schedule requires every company to convene a separate meeting of the Independent Directors.

During the year, the Independent Directors met on January 12, 2015, to:

- Review the performance of Non-Independent Directors and the Board as a whole;
- Review of performance of the Chairman; and
- Assess quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the Meeting.

### Familiarization Program for Independent Directors

Your Directors has adopted Familiarization Program ("the Program") for Independent Directors pursuant to Clause 49 of the Listing Agreement. The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. Such Program will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The document adopted for the Program has been uploaded on the Company's website ([www.monsantoindia.com](http://www.monsantoindia.com)) for your information.

## MANAGEMENT

Management of the Company has developed and implemented policies, procedures and practices that attempt to translate the Company's future plans into reality. The management also identifies, measures, monitors and minimizes the risk factors in the business and ensures safe, sound and efficient operations. These are internally supervised and monitored through the India Regional Leadership Team (IRLT) of the Company.

## MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report forms a part of this Annual Report.

## INTERNAL CONTROL SYSTEMS

The Company has both, external and internal audit systems in place. Auditors have access to all records and information of the Company. The Board and the management periodically review the findings and recommendations of the auditors and take corrective actions wherever necessary. The Board recognizes the work of the internal and statutory auditors as an independent check on the information received from the management on the operations and performance of the Company.

The integrity and reliability of the internal control systems are achieved through clear policies and procedures, process automation, careful selection, training and development of employees, and an organization structure that segregates responsibilities.

## RELATED PARTY TRANSACTIONS

During the financial under review, your Company has had transactions / contracts / agreements that are classified as "Related Party Transactions" under provisions of the Act and the Rules framed there under. These contracts/arrangements/agreements have been in the ordinary course of business, to facilitate the business of the Company and have been approved by the Audit Committee and Board of Directors.

Transactions for purchase of IPA salt of Glyphosate from Monsanto Company, the ultimate holding company, are material in nature as these transactions exceed 10 per cent of the annual turnover of the Company as per the latest annual audited financial statements. Accordingly, in terms of Clause 49 (VII)(E) of the Listing Agreement, approval of the members by a special resolution was sought vide postal ballot notice dated November 3, 2015. The resolution was passed with requisite majority.

Suitable disclosures as required by Accounting Standards (AS-18) have been made in the Notes to the financial statements. The Board has approved a policy for related party transactions which has been uploaded on the Company's website.

As required under Clause 49 of the revised Listing Agreement with the Stock Exchanges, the Company has formulated a Related Party Transactions Policy which has been put up on the website of the Company at [www.monsantoindia.com](http://www.monsantoindia.com).

## POLICY AGAINST SEXUAL HARASSMENT AT WORKPLACE

Your Company has a long standing tradition in maintaining employees' well-being and is committed to providing a workplace to all employees' that is free from sexual harassment. Your Company has zero tolerance to any form of conduct which can

be considered harassing, diminishes the dignity of any person, or creates offensive work environment. The Company has put in place a policy for redressal for sexual harassment at workplace. As per the Policy any employee may report his/her complaint to the Internal Complaints' Committee.

## MEANS OF COMMUNICATION

During the financial year under reference, quarterly results were published in widely circulated national and local daily newspapers i.e. The Business Standard and Sakaal. Financial Results were not sent individually to the shareholders.

As per the requirement of Clause 47(f) of the Listing Agreement, the Company has designated an e-mail ID ([investorcare.india@monsanto.com](mailto:investorcare.india@monsanto.com)) exclusively for the purpose of registering the complaints by investors. The said email ID has also been displayed on the Company's website.

The Company's results and official news releases are displayed on the Company's website ([www.monsantoindia.com](http://www.monsantoindia.com)). There were no presentations made to the institutional investors or analysts during the financial year.

## DISCLOSURES

### Material Transactions with the Company

Except the details of transactions given in Note no. 33 of Notes forming part of the Financial Statements, the Company had no material transactions with its promoters, directors or the management, their relatives etc. that may have a potential conflict of interest with the Company.

### Compliances in respect of Capital Markets

The Company has complied with all regulatory requirements of capital market and has not been imposed any penalty/strictures by the Stock Exchanges or SEBI or any other statutory authorities.

### Shareholding of Directors

Mr. Sekhar Natarajan holds 800 equity shares in individual name. No other Directors are holding any shares in the Company.

## CODE OF CONDUCT

The Board has adopted a Code of Conduct for all Directors and senior management personnel of the Company. The Code of Conduct is posted on the website of the Company.

All Directors and senior management personnel affirm compliance with the Code on annual basis. Based on the affirmations received from Directors and senior management personnel, the Managing Director of the Company has signed the following certificate:

To the shareholders of Monsanto India Limited

I, Shilpa Shridhar Divekar, Managing Director of the Company, hereby certify that the Board members and Senior Management personnel have affirmed that they have complied with the "Code of Business Conduct" of the Company for the financial year ended March 31, 2015.

Mumbai: May 14, 2015

Shilpa Shridhar Divekar  
Managing Director

## INSIDER TRADING POLICY

### Prohibition of insider trading

In compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, (as amended from time to time) and to preserve the confidentiality and prevent misuse of unpublished price sensitive information, the Company has adopted (i) a Code Of Conduct For Prevention Of Insider Trading, and (ii) a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

## WHISTLE BLOWER POLICY

Your Company is committed to conducting business with the highest standard of honesty and integrity and expects all their employees to maintain high standards. Your Company maintains a Code of Business Conduct and Anti-Corruption Program. Additionally, a whistle blower mechanism ('Monsanto Speak-Up Protocol for India') has also been developed pursuant to requirements of Section 177(9) and (10) of the Act and the revised Clause 49 of the Listing Agreement with the Stock Exchanges in India. The Company's 'Monsanto Speak-Up Protocol for India' aims at:

- informing employees of their obligation to report serious wrongdoing within the Company;
- providing employees with guidance on how to raise concerns;
- reassuring employees that they should be able to raise genuine concerns in good faith without fear of retaliation; and
- providing specific direction on how to contact the Chairperson of the Audit Committee of the Board of Directors under an exceptional circumstance.

The Company has made available to its employees, anonymous email and telephone hotlines for reporting of any deviations / concerns. The said Whistle Blower Policy has been uploaded on the website of the Company.

Ms. Shilpa Shridhar Divekar's current Directorship/Committee membership are as follows:

Sr. No	Name of the Company	Nature of Interest	Chairmanships or memberships of Committee of the Board
1.	Monsanto India Limited	Managing Director	Member - SRC
2.	Mahyco Monsanto Biotech (India) Private Limited	Additional Director	Member - NRC
3.	Maharashtra Hybrid Seeds Company Limited	Alternate Director	Member - NRC

NRC : Nomination and Remuneration Committee

SRC : Stakeholders' Relationship Committee

## Compliance with Mandatory and Non-mandatory Requirements

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement with the Stock Exchanges. Further, the Company has adopted non-mandatory requirements of Clause 49 of the Listing Agreement; viz. the Company has appointed separate persons to the post of Chairman and Managing Director.

## BRIEF PROFILE OF DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED

Ms. Shilpa Shridhar Divekar was responsible for creating and leading an integrated Marketing & Product Management function across Monsanto's corn, cotton seed and traits, vegetables and Roundup® herbicide businesses in India. In addition, Ms. Shilpa Shridhar Divekar has led Monsanto's corn business through a turnaround phase and prior to that the Strategy function of India.

An MBA, Cost Accountant and a Post Graduate in Commerce, Ms. Shilpa Shridhar Divekar has extensive and diverse experience of over 13 years across the agriculture and food sectors at Bunge & Monsanto and the consulting industry at Arthur Andersen & KPMG. Her consulting career involved working with clients across a variety of sectors on engagements involving strategy, process realignment, business integration, acquisitions and organizational change.

During her 13+ years of involvement in the Agriculture sector, she has successfully guided the India-focused Seed Breeding R&D team of Monsanto to develop future products to meet farmers' needs and also played a key role in Monsanto's success in leading, scaling up and executing public-private partnerships with various State Governments aimed at enhancing income and improving livelihoods of lakhs of corn farmers across states in India.

Mr. Sekhar Natarajan has spent almost 30 years in Monsanto, guiding and building its contributions to Indian agriculture. Mr. Sekhar Natarajan is a Chartered Accountant and Cost Accountant. He is a strategic thinker with rich global experience

in Business Development and Mergers and Acquisitions (M&A). Currently, he is also a Managing Partner of M/s. S. N. Consultants that provides advice and strategic directions to several local and international companies.

Mr. Sekhar Natarajan's current Directorship/Committee membership is as follows:

Sr.No.	Name of the Company	Nature of Interest	Chairmanships or memberships of Committee of the Board
1.	Monsanto India Limited	Director	Member – AC Member – NRC
2.	Accelya Kale Solutions Limited	Director	Chairman – AC Member – NRC Member – SRC
3.	Maharashtra Hybrid Seeds Company Limited	Director	Chairman – NRC

AC : Audit Committee

RC : Nomination and Remuneration Committee

SRC : Stakeholders' Relationship Committee

## GENERAL INFORMATION FOR SHAREHOLDERS

Address for correspondence	:	Monsanto India Limited, Ahura Centre, 5 <sup>th</sup> Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai - 400 093. Tel: 022-2824 6450/6702 9851 Fax: 022-2824 6452/2824 4707 e-mail: investorcare.india@monsanto.com
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## ANNUAL GENERAL MEETING AND DIVIDEND

Date and Time	:	Friday, August 7, 2015 at 11.00 a.m.
Venue	:	Rangaswar Hall, Y. B. Chavan, 4 <sup>th</sup> Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.
Last Date for Receipt of Proxy Form	:	Wednesday, August 5, 2015 before 11.00 a.m.
Date of Book Closure	:	July 21, 2015 to July 23, 2015 (both days inclusive)
Dividend Payment Date	:	On or after August 7, 2015

## ANNUAL GENERAL MEETINGS (AGM) HELD DURING THE LAST THREE YEARS

Date	Venue	Time	Special Resolution Passed
62 <sup>nd</sup> AGM August 3, 2012	Y.B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.00 a.m.	Issue of shares to Mrs. Madhu Agrawal jointly held with Mr. Shrikant Agrawal whose shares were kept in abeyance and payment of dividend thereon.
63 <sup>rd</sup> AGM August 2, 2013	Y.B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.30 a.m.	Appointment and Remuneration of Mr. Gyanendra Shukla, Managing Director.
64 <sup>th</sup> AGM August 22, 2014	Y.B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.00 a.m.	Payment of Commission to Non-Executive Directors.

### Postal Ballot

During the financial year 2014-15, approval of the members has been sought vide Postal Ballot Notice dated November 3, 2014, under Section 110 of the Companies Act, 2013 and Rule 22 of Companies (Management and Administration) Rules, 2014 pertaining to the provisions of the Section 188 and other applicable provisions of the Companies Act, 2013 and Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 as amended and Clause 49 (VII) of the Listing Agreement for entering into transaction with Related Party for purchase of IPA salt of Glyphosate from the Company's ultimate holding company, i.e. Monsanto Company, USA.

An E-voting facility was also made available to the Members. The Board of Directors of the Company, appointed Mr. Ganpati Nadkarni, Practising Chartered Accountant as the Scrutinizer for conducting the postal ballot voting process. The results of the Postal Ballot via postal ballot forms and e-voting facility were announced on January 21, 2015 at the Registered Office of the Company as per the Scrutinizer's Report. The resolution was passed with requisite majority.

None of the items to be transacted at the ensuing Annual General Meeting is required to be passed by postal ballot.

### Financial Calendar

Financial Year	April 1, 2015 to March 31, 2016
Declaration of financial results for the quarter ending June 30, 2015	: By 2 <sup>nd</sup> week of August, 2015
Declaration of financial results for the quarter ending September 30, 2015	: By 2 <sup>nd</sup> week of November, 2015
Declaration of financial results for the quarter ending December 31, 2015	: By 2 <sup>nd</sup> week of February, 2016
Declaration of financial results for the quarter ending March 31, 2016	: Last week of May, 2016
AGM for the year ending March 31, 2016	: In the month of August, 2016

### Information on Equity Shares

Listing on Stock Exchanges	: <ul style="list-style-type: none"> <li>BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 023.</li> <li>National Stock Exchange of India Ltd., Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.</li> </ul>
Stock Code:	
<ul style="list-style-type: none"> <li>BSE Limited</li> </ul>	: 524084
<ul style="list-style-type: none"> <li>National Stock Exchange of India Ltd.</li> </ul>	: MONSANTO
<ul style="list-style-type: none"> <li>International Securities Identification Number (ISIN)</li> </ul>	: INE274B01011
Listing Fees	: Listing fees of both the Stock Exchanges have been paid for the year 2015-16.
Registrar and Share Transfer Agents/Address for Correspondence	: Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel: 022-2596 3838, 022-2594 6970 Fax: 022-2596 2691 Email: rnt.helpdesk@linktime.co.in
Compliance Officer	: Ms. Chandana Dhar, Company Secretary & Compliance Lead
Dematerialisation of shares and liquidity	: 99.18% of the paid-up capital of the Company has been dematerialised as on March 31, 2015.
Outstanding GDR/ADR/Warrants or any Convertible instruments	: Not Applicable

### Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that:

- Instructions regarding bank details which they wish to have incorporated in future dividend warrants must be submitted to the Depository Participants (DP). As per the regulations of NSDL and CDSL, the Company is obliged to print bank details on the dividend warrants, as furnished by these depositories to the Company.
- Instructions already given by them for shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form.
- Instructions regarding change of address, nomination and power of attorney should be given directly to the DP.

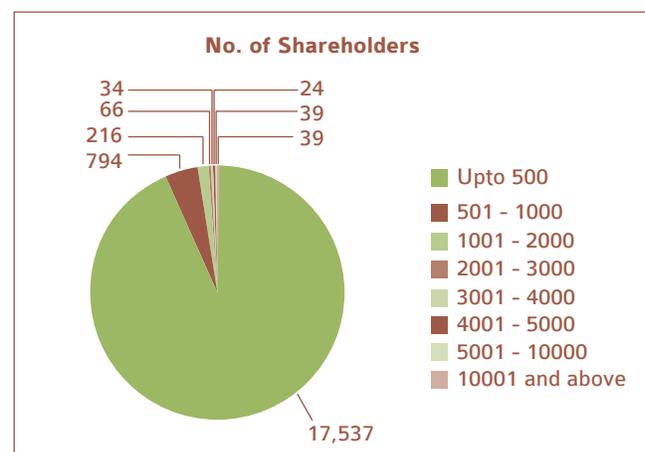
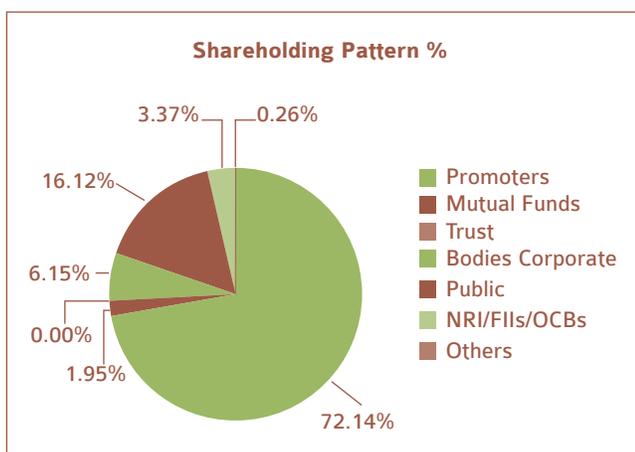
### Shareholding Pattern and Distribution Schedule as on March 31, 2015

#### Shareholding Pattern

Category	No. of Shares	%
Promoters	1,24,54,044	72.14%
Mutual Funds	3,35,926	1.95%
Trust	695	0.00%
Bodies Corporate	10,61,927	6.15%
Public	27,82,981	16.12%
NRI/FIIs/OCBs	5,82,272	3.37%
Others	44,903	0.26%
<b>TOTAL</b>	<b>1,72,62,748</b>	<b>100.00</b>

#### Distribution Schedule

Category	No. of Shareholders	No. of Shares
Upto 500	17,537	10,76,866
501 – 1000	794	5,94,226
1001 – 2000	216	3,12,602
2001 – 3000	66	1,64,012
3001 – 4000	34	1,16,978
4001 – 5000	24	1,09,531
5001 – 10000	39	2,79,837
10001 and above	39	1,46,08,696
<b>TOTAL</b>	<b>18,749</b>	<b>1,72,62,748</b>



## Share Price performance

### High-low share prices on BSE and NSE

Month	BSE			NSE		
	High Price (₹)	Low Price (₹)	Traded Qty	High Price (₹)	Low Price (₹)	Traded Qty
Apr-2014	1,874	1,449	26,383	1,866	1,450	5,76,687
May-2014	2,108	1,715	67,901	2,115	1,717	9,24,298
Jun-2014	2,415	1,714	93,076	2,414	1,710	11,27,213
Jul-2014	2,295	1,700	69,498	2,295	1,751	7,20,372
Aug-2014	2,262	1,863	42,912	2,266	1,861	3,99,658
Sep-2014	3,590	2,172	1,62,825	3,588	2,151	22,37,236
Oct-2014	3,165	2,793	70,853	3,164	2,778	7,87,336
Nov-2014	3,090	2,758	41,337	3,090	2,750	4,95,632
Dec-2014	3,341	2,602	58,089	3,341	2,602	8,58,150
Jan-2015	3,475	2,770	65,214	3,480	2,770	8,63,786
Feb-2015	3,756	3,191	52,563	3,767	3,200	6,49,397
Mar-2015	3,510	2,690	37,339	3,310	2,691	7,86,174

## PLANT LOCATIONS

Herbicides:	1, 4 & 5, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi, Silvassa - 396 240, Union Territory of Dadra & Nagar Haveli
Seeds:	<ul style="list-style-type: none"> <li>Moka Road, Srivara Village, Bellary - 583 103, Karnataka</li> <li>Survey No 677-679, Village: Lalgudi Malakpet, Shamirpet, District: Ranga Reddy - 500 078, Andhra Pradesh</li> <li>Corn Breeding Station, Village- Batheda Ki Sarai, Post - Daroli, Tehsil - Vallabh Nagar, Dist - Udaipur - 313 001, Rajasthan</li> <li>Mega Breeding Station, Kallinayakanahalli, Thondebavi Hobli, Gowribidnur Taluk, Chikkaballapura District, Karnataka - 561 213</li> </ul>

## Other information to the shareholders

### Green Initiative

As a responsible corporate citizen, your Company welcomes and supports the 'Green Initiative' taken by the Ministry of Corporate Affairs, Government of India, enabling electronic delivery of documents including the Annual Report etc. to shareholders at their e-mail address previously registered with the Depository Participants (DPs)/ Company/Registrars & Transfer Agents.

Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses. Those holding shares in demat form can register their e-mail address with their concerned DPs. Shareholders who hold shares in physical form are requested to register their e-mail addresses with Link Intime India Private Limited, by sending a letter, duly signed by the first/sole holder quoting details of Folio No.

## Depository Services

Shareholders may write to the respective Depository or to Link Intime India Private Limited for guidance on depository services.

Address for correspondence with Depositories are as follows: -

- National Securities Depository Limited - Trade World, A Wing, 4<sup>th</sup> & 5<sup>th</sup> Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013. Telephone: (022) 2499 4200, Facsimile: (022) 2497 6351, E-mail: info@nsdl.co.in, Website: www.nsdl.co.in
- Central Depository Services (India) Limited - Phiroze Jeejeebhoy Towers, 17<sup>th</sup> Floor, Dalal Street, Mumbai - 400 001. Telephone: Toll free: 1800-200-5533, E-mail: helpdesk@cdslindia.com, Website: www.cdslindia.com

# MANAGEMENT DISCUSSION & ANALYSIS

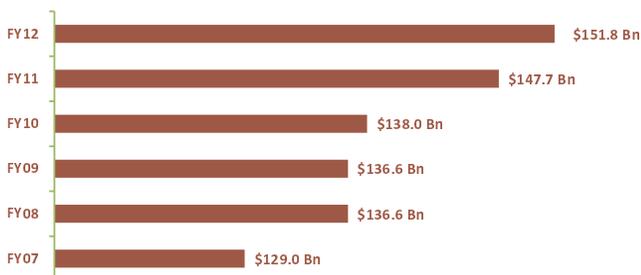
## OVERVIEW

Agriculture continues to be the mainstay of the Indian economy despite the increased Government focus on industrialisation and indigenous manufacturing under the 'Make in India' initiative. Besides being an important source of food security for the nation, India's agriculture and food processing sector plays a pivotal role in economic development, providing employment to more than 50% of the country's workforce and contributing around 15% to the GDP.

With a GDP compound annual growth rate (CAGR) of 3.3%, the total share of agriculture and allied sectors (including agriculture, livestock, forestry and fishery sub sectors) in terms of percentage of GDP stood at 13.9% during 2013-14\*. For 2014-15, CSO has estimated a positive growth rate of 1.1% for agriculture, despite lower rainfall that was only 88% of long-period average.

\*At 2004-05 prices and as per the estimates released by Central Statistics Office (CSO)

**GDP of agriculture and allied sectors in India has been growing at a compound annual growth rate (CAGR) of 3.3%.**



Source: <http://www.ibef.org/industry/agriculture-india.aspx>

Globally too, India, which ranks second in food production, contributes significantly to the world's food basket. With the second largest agricultural land holding in the world (179.9 million hectares), India's agricultural exports have been steadily growing and now constitutes a fifth of the total exports of the country.

From April to September 2014, overall exports of agriculture and processed food products grew to US\$ 11,023.79 million, while those of fruits and vegetables, both processed and fresh, touched US\$ 1,153.81 million. For the same period, exports of animal products went up to US\$ 2,570.82 million.

As per the World Trade Organisation's Trade Statistics, India's agricultural exports and imports contributed 2.69% and 1.31%, respectively, to world trade in 2013-14. India's share in global agricultural exports increased at a CAGR of 18.7% during the same period, from 1.1% in 2000 to 2.7% in 2013.

Investments in the Indian agricultural sector have shown a marked increase following some key initiatives by the government to promote the sector. According to the Department of Industrial Policy and Promotion (DIPP), the Indian agricultural services and the agricultural machinery sectors have cumulatively attracted Foreign Direct Investment (FDI) inflows to the tune of US\$ 2,153.61 million during the period April 2000-December 2014.

Despite the importance of agriculture, the sector continues to be plagued by problems of erratic rainfall and abrupt climate change. Cognizant of these issues, the Government, in the Union Budget for 2015-16, has taken note of these concerns and initiated several measures to positively impact agriculture, including financial support to extend irrigation, enhancing farm/agricultural credit, rationalisation of farm subsidies, among others. The Budget also shows intent to support organic farming and continued support for micro irrigation and watershed management.

Sources: *The Economic Survey 2014-15*, *Media reports*, *Agricultural and Processed Food Products Export Development Authority (APEDA)*, *India Brand Equity Foundation*, *Ministry of External Affairs Investment and Technology Promotion Division*, *Union Budget Plan Outlays*

## INDUSTRY STRUCTURE

The Indian agricultural crop year is categorised as *Kharif* (July-October) during south-west monsoon and *Rabi* (October-March) during the north-east monsoon. Rice, maize, sorghum, pearl millet/bajra, finger millet/ragi (cereals), arhar (pulses), soyabean, groundnut (oilseeds), cotton etc. are among the key *Kharif* season crops. The major *Rabi* season crops include wheat, barley, oats (cereals), chickpea/gram (pulses), linseed, mustard (oilseeds) etc.

With just about 46% of India's net sown area being irrigated (*Source: <http://timesofindia.indiatimes.com/india/40-of-India-still-banks-on-monsoon-for-agriculture/articleshow/47115057.cms>*), a significant land area remains dependent on rainwater, mainly in the four monsoon months from June to September, which account for 75% of total annual rainfall.

Given the dependence of Indian agriculture on monsoon, which remains erratic due to major climatic changes in recent years, the Indian government, in the Budget for 2015-16, announced a new ₹ 1,000 Crores scheme – the Pradhan Mantri Krishi Sinchayee Yojna. The scheme seeks to increase irrigation and thus lower the country's dependence on monsoon for its agriculture.

## SEASON-WISE REVIEW OF AGRICULTURE IN 2014-15

### Kharif Season 2014

Erratic rainfall and dry spells in many parts of the country adversely impacted crop productivity during the *Kharif* season 2014. This led to a decline in the area coverage under most of the crops.

It is estimated that production for most of the crops will be lower than the record levels achieved during the previous year. According to the 2nd Advance Estimates released by the Department of Agriculture & Cooperation, in February 2015, total production of *Kharif* foodgrains is estimated at 123.78 million tonnes, which is lower as compared to the record production of 128.69 million tonnes of foodgrains achieved during *Kharif* 2013-14.

Delayed monsoon impacted the sowing of jowar, bajra and maize in some major states such as Andhra Pradesh, Gujarat, Karnataka, Maharashtra and Rajasthan, resulting in significant decline of 18.56 lakh hectares in the overall area under *Kharif* coarse cereals as compared to the last year.

Maize constitutes ~9% of the total volume of cereals produced in the country and 2nd advance estimates for total production of maize in India stands at 16.46 MT for the *Kharif* season 2014-15.

Though maize production in India has shown an overall increase by ~4.2% CAGR (from ~19.7 million tonnes in 2008-09 to ~24.3

million tonnes in 2013-14), export has been limited on account of relatively lower quality and higher price. Export of maize, which is the third most important foodgrain in India (after rice and wheat), stood at 14% of the total production in 2014-15 – a clear dip from the 2012-13 and 2013-14 levels.

The demand for maize, which is primarily used as animal feed, is expected to go up on account of a growing population and increasing inclination towards higher protein consumption. In terms of both price and nutrition, maize is preferred as poultry feed over both rice and wheat. Moving forward, there is strong long-term potential to increase India's importance on the global maize landscape.

Though India is currently among the top five exporters of maize worldwide, current yield levels of maize are much lower compared to other maize growing countries. Higher prices and lower quality have impacted the export of Indian maize, indicating the need for government policy interventions in the form of price corrections and quality improvement measures to sustain the global competitiveness of Indian maize.

At present, less than 20% of the maize produced in India is used for direct consumption. However, value-added maize usage is increasing as a result of the growing health consciousness among consumers, auguring well for the crop.

### Kharif production

	2014-15 (Mn Tonnes)	2013-14 (Mn Tonnes)
Rice	89.55	91.50
Coarse Cereals	28.73	31.20
Maize	16.46	17.14
Pulses	5.50	5.99
Oilseeds (total of 9 oilseeds)	20.09	22.61
Sugarcane	35.49	35.21
Cotton	35.15	35.90

Source: As per 2nd Advance Estimates, Department of Agriculture & Cooperation

Planting of the 2015-16 main *Kharif* season crops, including rice and maize, will start in late May. Early indications point to a small increase in the 2015 maize production to 22.5 million tonnes, as yields are projected to return to average after low levels in 2014 (FAO estimates).

India Cereal Production	2010-14 average (000 tonnes)	2014 (000 tonnes)	2015 forecast (000 tonnes)	Change 2015/2014 Percent
Rice (paddy)	154856	154552	158242	2
Wheat	90382	95850	92000	(4)
Maize	22426	22030	22500	2
Others	18920	16210	18200	12
Total	286584	288642	290942	1

Note: Percentage change calculated from unrounded data

Source: FAO GIEWS country cereal balance sheets

### Rabi Season 2014

According to data released by Ministry of Agriculture, total area coverage under *Rabi* crops in the country is estimated at 614.69 lakh hectares, which is lower by 29.20 lakh hectares (decrease of 4.53%) as compared to area coverage of 643.89 lakh hectares in 2013-14.

As per Food and Agriculture Organisation (FAO) estimates, despite favourable weather in January and February, the *Rabi* crop harvest was adversely affected due to heavy rains, coupled with strong winds and localised hail, during the initial part of March over the main wheat producing states of northern and central India. Agriculture Ministry estimates indicate that standing wheat, mustard and chana crops were the hardest hit.

Though Bihar, Andhra Pradesh and North East regions are traditionally among the key maize growers during *Rabi* season, the 2014-15 *Rabi* season saw a shift in acreage from maize to wheat due to a 20-25% YoY decline in maize prices.

As per the 2nd Advance Estimates, the total *Rabi* production for 2014-15 was estimated at 133.28 MT, as against 136.88 MT during 2013-14. Rice production in the *Rabi* season has declined to 13.49 MT in 2014-15 from 15.15 MT in the previous season. Wheat production at 95.76 MT was only marginally lower from 95.85 MT in 2013-14.

Sources: FAO, Directorate of Economics and Statistics- Department of Agriculture and Cooperation (GOI), Ministry of Agriculture, Union Budget, Media reports, India Maize Summit '15 report

### OTHER AGRICULTURAL INPUTS

FAO considers the overall food security in India to be satisfactory, given ample food stocks and the provision of highly subsidised rice and wheat through distribution programmes, especially for the below-poverty line families under the National Food Security Act. The thrust on expanding the National Food Security Act 2013 net to more states continues and the Government has targeted coverage of 90% of the states by June 2015.

Low agricultural productivity being a cause for concern, the Indian Government, in Budget 2015-16, has announced ₹ 100 Crores for the establishment of two research institutions (in Assam and Jharkhand) on the pattern of the Indian Agricultural Research Institute, Pusa. The move is expected to give an impetus to agricultural productivity in the country.

Given the increased Government thrust on quality seeds, 2014-15 (*Kharif* & *Rabi*) witnessed a demand-supply surplus of 8.21 lakh quintals of certified quality seeds.

However, adequacy of skilled farm labour, which grew at a meagre 1.1% in 2015, remains a key area of concern.

### OPERATIONAL REVIEW

Hybrid maize seeds (DEKALB®) & Crop Protection (RoundUp®) are the Company's two main business verticals. As per a report released by FICCI in 2014, maize was cultivated on nearly 178 million Ha globally. With large areas under cultivation and the current low productivity levels, maize has a tremendous potential to grow in the coming years. The rising demand for various food, feed and industrial applications, evolution of new production technologies, improving pre and post-harvest processes, are likely to augur well for maize.

### DEKALB® HYBRID MAIZE SEEDS

DEKALB® to remain one of the most trusted products for the Indian farmers. DEKALB® is Monsanto's global brand of high-yielding maize hybrid seed that is renowned for its rich and diverse maize germplasm pool and breeding excellence.

The last year witnessed a decline of 5% in terms of sales revenues, as compared to the previous years. However, MIL managed to gain a 100-200 basis point market share. The decline was primarily recorded on account of a deficit in monsoon in *Kharif* of 2014 and also a decline in total maize acreage owing to a shift to wheat crop in the *Rabi* season.

Owing to the diverse agronomic and environmental conditions, Monsanto India developed 4 new high-productivity hybrids in 2014-15. With this, the DEKALB® portfolio now has 24 hybrid maize seed options for its farmers. We also enhanced our Dr. DEKALB® Farm Care (DDFC) programme to ensure better farmer connect, reaching out to close to 6.4 Lakh members. DDFC is a farm yield, productivity and profit maximising initiative that works as an IT and mobile-based technological platform which addresses specific concerns to maize and aims to equip farmers with better agronomic practices and provide quick resolution to their queries on a priority basis.

### ROUNDUP®

An environmentally responsible herbicide, Roundup®, Monsanto's flagship brand, is a systemic, broad spectrum, 100% glyphosate post-emergent herbicide that provides efficient weed control. It delivers significant cost savings in weed management on account of labour and time saved, and has many uses in agriculture as well as many other locations like public spaces, roadsides, alongside railway tracks, gardens etc. that require weed control. Its benefits have been proven in 125+ countries worldwide and it has shown its effectiveness over 300 different types of weeds.

2014-15 witnessed a pressure on the herbicide business, on account of a decline in sales in the states of Maharashtra and Gujarat. Lower rainfall led to lower weed pressure, as lower moisture levels were witnessed in farms, leading to less weed creeping around crops. This led to lesser demand for herbicides,

eventually leading to pressure on revenues. Tamil Nadu was the only outperformer with sales marginally higher compared to the previous year. Overall, the glyphosate prices declined globally, and are likely to put the segment under pressure in the short-run.

## FINANCIAL REVIEW

The Net Sales for the Year stood at ₹ 556.43 Crores as against ₹ 583.11 Crores recorded in the previous year, driven by decline in sales of maize and Roundup®. The maize sales declined by 5%, at ₹ 347.64 Crores in 2014-15, from ₹ 366.33 Crores in 2013-14, on account of the impact of delayed and deficit monsoon. The maize business was also impacted by the lower commodity prices of maize, which resulted in lower acres' planting in both *Kharif* and *Rabi* seasons. Similarly, Roundup® recorded a de-growth of 5%, declining from ₹ 210.05 Crores in the previous year to ₹ 198.99 Crores in the current year owing to lower off-take because of sub-normal soil moisture and hence low weed pressure in the states like Maharashtra and Gujarat.

The operating expenses for the year stood at ₹ 211.11 Crores, 3% lower than last year's figures. Profit After Tax stood at ₹ 106.30 Crores, 13% lower than ₹ 122.89 Crores recorded in the previous year.

## OUTLOOK AND OPPORTUNITIES

India's economy witnessed a pick-up in growth in 2014. It was marked by a moderate rate of inflation, a comfortable external position coupled with positive policies and lower global oil prices. The formation of the new Government at the Centre has improved the economic growth prospects, which are outlined through higher infrastructure spending, higher authority to states on fiscal positions, and favourable financial and monetary policy reforms on a regular basis. The Government has increasingly focussed on tackling politically difficult structural issues that had earlier stalled investment cycles and restricted economic performance.

Initial government estimates show a GDP growth of 7.4% for the financial year ending March 2015. However, the erratic monsoon affected the summer crop, bringing the agricultural growth down to a miserly 1.1% for the year. Foodgrain production dipped by 3.2% compared to the previous year.

Asian Development Bank's (ADB), The Asian Development Outlook states that the GDP is likely to expand by 7.8% in 2015-16 on the back of easing of structural bottlenecks and improvement in external demand. Growth is expected to accelerate further to 8.2% in 2016-17, owing to a supportive monetary policy stance, lowering inflation levels and an uptick in capital expenditure.

The growing population and rise in per capita income is leading to a higher demand for food and processed commodities. As per a report published by Indian Council of Agricultural Research

(ICAR) in 2011, the demand for foodgrains is expected to touch 345 million tonnes in 2030 and therefore, there is a need for higher impetus towards agriculture. As per the Economic Survey 2014-15, released by the Government of India in February 2015, the Government has undertaken a lot of initiatives in the previous year that will provide the sector a much-needed boost in the years to come. Some of them have been enlisted below:

- Proposed allocation of ₹ 18,000 Crores towards RKVY (Rashtriya Krishi Vikas Yojana) during 2015-16, which is likely to provide impetus to the sector. The funding under this scheme will be allocated towards three components in the form of production growth, infrastructure & assets and sub-schemes & flexi-fund.
- Low agricultural productivity being a cause for concern, the Indian government, in Budget 2015-16, has announced ₹ 100 Crores for the establishment of two research institutions (in Assam and Jharkhand) on the pattern of the Indian Agricultural Research Institute, Pusa. The move is expected to provide an impetus to agricultural productivity in the country.
- 104 varieties of different crops were released by ICAR for different agro-ecological niches. 11,835 tonnes of breeder seeds were developed for recommended varieties of field crops, which will eventually result into enhancement of production and productivity.
- Currently, 59% of the farmers do not get the desired technical assistance and know-how from farm research institutes established through government funding. ₹ 100 Crores has been allotted in the budget towards provision of direct interface to the farmers with agricultural experts. Information Technology is also finding its increased use for dissemination of information to the farmers.
- Numerous farm credit schemes have been announced/introduced by the Government to improve the agricultural credit flow and bring down the overall rate of interest on farm loans, passing on the benefits of interest subvention schemes to farmers possessing Kisan Credit Cards, higher dissemination of post-harvest loans and so on.
- Farm mechanization rate in India is pegged at 40%. Being one of the top agricultural production countries in the world, this is very low, compared to 90% farm mechanization rate in developed countries. Agricultural mechanization enables higher land and labour productivity, allows for multiple cropping and diversification, enabling efficient utilisation of inputs such as seeds, fertilisers, irrigation water etc. Keeping this in mind, a dedicated Sub-Mission on Agricultural Mechanization has been initiated in the Twelfth Plan Period.

In addition to the above, various schemes have been proposed, which are aimed towards adoption of scientific interventions to

mitigate climatic challenges; developing technologies to ensure more crop, per drop; improvement in the quality of production of foodgrains; development of cropping systems; digitisation of agricultural research; development of Farmer's Talent Pool etc.

Going forward, all of the above, showcase a favourable outlook for the sector, with the seeds' segment likely to witness a strong growth owing to increased hybridisation, acceptance of GM seeds in other crops and organised players gaining a higher market share from the unorganised players. On the agrochemicals front, the domestic growth opportunity remains buoyant owing to increased consumption levels on account of increasing awareness and increased affordability coupled with increasing preference for specialty products. With world-class products, solutions and services coupled with excellent knowledge and understanding of science, Monsanto India continues to support government's initiatives and in turn, the Indian farmers to overcome challenges, difficulties and obstacles. The Company's constant focus on R&D for development of innovative and improved products, will help drive its vision and mission of enhancing yields and improving lives of the farmers.

## RISKS, CONCERNS & THREATS

At MIL, the goal is not restricted to driving growth. It encompasses identification, analysis and mitigation of familiar and unforeseen risks which can disrupt operations and impact growth prospects. Your Company's dedicated risk management team has been entrusted with the responsibility to identify risks early and correspondingly, evolve strategies to suitably mitigate these risks or reduce their impact to the minimal.

The following risks have been perceived by your Company in the agricultural space:

### DEPENDENCY ON NATURE

Growth prospects for crop protection and seeds businesses are very promising in India as yields are still far below international benchmarks. However, the demand for your Company's products is influenced greatly by the monsoon conditions. Factors like excessive monsoon or deficient rainfall, extremely hot and dry weather, droughts etc. can have a direct correlation on product sales.

While these weather conditions are beyond our control, the Company continually strives to ensure that the impact of these fluctuations is minimised through pro-active and prompt responses. Among them is the Monsanto Farm AgVisory Services (MFAS), a customised approach developed to enable farmers obtain valuable insights on better and higher crop cultivation. A toll-free number connects the farmer to an advisor and enables him to receive inputs 365 days a year. Simultaneously, registered growers receive customised messages on their cell phones throughout the season enabling them to tackle the vagaries of nature effectively.

### MACROECONOMIC RISKS

Agriculture today is influenced by a wide variety of macro-economic factors like credit policies, interest rates, inflation, wholesale prices, etc. These impact both the supply and demand for agriculture produce and products. As MIL's products enjoy the trust of the farming community, sustained over the last fifteen years, your Company remains confident that going ahead, it would be able to withstand effectively any challenges in the macroeconomic conditions.

### PRODUCTION RISK

Agriculture is often characterised by high variability of production outcomes, that is, by nature a production risk. Production risks are caused by adverse weather, pests, disease, higher input prices, human error, changes in standards and regulations relating to farm produce and processes, market dynamics and misuse of new technologies. Sale of seeds and agrochemicals, both of which are your Company's products, are directly impacted by production risks.

To mitigate this risk, your Company has taken quite a few proactive measures which include scouting for alternate production location, mechanization of operations and improvement of seed production processes, amongst others.

### MARKETING RISK

Marketing risks relate to the possibility of loss in market share for our products due to increased supply of product options available in the market or that the price received will be less than expected because of reduction in customer demand. Presently, your Company is facing headwinds in the demand side of the hybrid maize seed business due to competition, shrinkage in maize crop acreages, decline in maize prices and delayed monsoons.

To mitigate this marketing risk, your Company engages pro-actively with the farming community and guides them to achieve success in their operations at best possible prices. Also, in the coming years, the maize landscape in India is expected to change dramatically with increased demand for maize and with more land being utilised for its cultivation.

### INSTITUTIONAL RISK

Institutional risk relates to the changes in government policies affecting agriculture, such as price support, food quality regulations, and subsidies. Also, government policies and decisions relating to Genetically Modified (GM) crops are bound to impact the farming sector.

MIL is leading player in hybrid seeds in India and is in a position to launch GM maize in next 3-4 years. Unfavourable regulatory instruction on GM seeds or on other areas in agriculture may affect your Company's future growth.

### HUMAN AND PERSONAL RISK

This risk relates to the impact on health and physical well-being of employees and farmers in the course of being in the business of agriculture. Also, many employees drive long distances on unpredictable rural roads making them vulnerable to accidents.

To mitigate this risk, your Company's approach is to equip them with better information and provide a better quality of life through access to education and healthcare facilities. Also, an Industry leading safety programme is in practice to enable employees and the farming community deal with such risks effectively.

### REALISATION RISK

The basic raw material glyphosate used in the manufacture of herbicide Roundup® is imported from China. Import price of glyphosate has declined considerably in recent years. Simultaneously, the industry has witnessed proliferation of competitors who are manufacturing through importing raw material and selling at very low prices. The trend is expected to continue and would continue to exert pressure on margins for the Roundup® brand.

Your Company is taking all steps to maintain high visibility and the premium positioning of the brand to hedge this risk to a significant extent.

### FOREIGN CURRENCY RISK

Sharp Indian rupee depreciation against major currencies could impact MIL's margins since your Company imports glyphosate, the key raw material used in the manufacture of Roundup®.

However, in recent times, the Indian rupee has been remarkably resilient against the dollar, thanks largely to the vastly improved fundamentals and expectations of the economy being poised for high growth. This risk, therefore under current scenario, is largely negated.

### COMPETITION

The plethora of opportunities in the agricultural space has attracted new entrants in the industry. In this competitive market, customers now have access to a wider spectrum of products and services. Further, the intensity of competition, especially from low-cost players, limits the pricing power of your Company.

MIL benefits from parent company's global expertise in agrochemical and seeds segment as well new product development initiatives. Also, differentiated offering in terms of providing MFAS to the farmer free of cost has strengthened brand loyalty. These advantages are expected to thwart the risk of losing out to competition to a large extent.

### ADEQUACY OF INTERNAL CONTROL SYSTEMS

MIL's Internal Quality Control Systems match that of the

best in the industry. These systems are governed by detailed SOP's that cover all aspects of the business and they ensure that every transaction is duly authorised, recorded and reported.

Strict adherence to all rules, policies and statutes and laws is a cornerstone of our implementation. We scrupulously follow all statutory compliances.

We have an independent auditor who is mandated to conduct internal audit of the Company and any deviation, observation or recommendation suggested by the Internal Auditor are reviewed and suitable action is taken under the aegis of the Audit Committee of the Company.

The Company also adheres to the letter and spirit of the laws for environment protection. All employees are sensitised to the Company Code of Conduct, which are followed strictly while conducting the day-to-day business of the Company.

### HUMAN RESOURCES

As a Company, MIL is proud of its people. It is our belief that our people are our real assets and the actuators of the Company's present and future growth.

The Company is involved in the large sector of Agricultural enterprises and work with farmers who are located in the villages of the country. Engaging with farmers requires special skills that need to be upgraded on a yearly basis with inputs on the latest technology advances combined with a strong commercial orientation.

Ensuring that all employees of MIL have the best-in-class training is the responsibility of our HR department. MIL culture is reflected in its larger purpose, which is to improve the lives of farmers, and all its employees and this is a belief that is deeply ingrained within the Company's corporate ethos. Great emphasis is laid on personal skill development and the Company supports all such efforts.

Recognition of the Company's role in this regard has come by way of being awarded the position of one of the best companies to work for by the Great Places to Work Institute, India, in partnership with the Economic Times, and the Company has consistently ranked amongst the top 50 employers in the past.

### CAUTIONARY STATEMENT

This report contains statements that may be "forward-looking" including, but without limitation, statements relating to the implementation of strategic initiatives, and other statements relating to Company's future business developments and economic performance. While these "forward-looking" statements indicate our assessment and future expectations concerning the

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development of our business, a number of risks, uncertainties and other unknown factors could cause actual developments and results to differ materially from our expectations. These factors include, but are not limited to, general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures,

technological developments, changes in the financial conditions of third parties dealing with us, legislative developments, and other key factors that could affect our business and financial performance. Company undertakes no obligation to publicly revise any "forward-looking" statements to reflect future / likely events or circumstances.



# **FINANCIAL STATEMENTS**

# INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
MONSANTO INDIA LIMITED

## REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of MONSANTO INDIA LIMITED ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

## MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

## OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2015, and its profit and its cash flows for the year ended on that date.

## REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, to the best of our knowledge and belief and according to the information and explanations given to us by the management:
- i. The Company has disclosed the impact, as estimated, of pending litigations on its financial position in its financial statements in accordance with generally accepted accounting principles - Refer Note 27 to the financial statements;
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants  
(Firm's Registration No.117366W/W-100018)

MUMBAI, 14 MAY 2015

P.B. Pardiwalla  
(Partner)  
(Membership No. 40005)

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts for the year ended 31<sup>st</sup> March, 2015 of Monsanto India Limited ("the Company")

- (i) Having regard to the nature of the Company's business / activities / results during the year, clauses (v), (ix), (x) and (xi) of paragraph 3 of the Order are not applicable to the Company.
- (ii) In respect of its fixed assets:
- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to information and explanations given to us, no material discrepancies were noticed on such verification.
- (iii) In respect of its inventories:
- As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals except stock lying with third parties for which confirmations have been obtained by management at the year end. In our opinion the frequency of the verification is reasonable.
  - In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
  - In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iv) The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- (v) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit we have not observed any major weaknesses in such internal control system.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
  - There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they became payable.
  - Details of dues of Income Tax, Sales Tax, Service Tax, Excise Duty, Value Added Tax and Cess which have not been deposited as on 31<sup>st</sup> March, 2015 on account of disputes are given below:

Name of the Statute	Nature of Dues	Amount Involved (₹ in crores)	Period to which the amount relates (Assessment Year)	Forum where Dispute is pending
Income Tax Act, 1961	Income Tax demand	35.34	2006-07, 2008-09, 2009-10	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax demand	41.04	2010-11, 2011-12	Commissioner of Income Tax (Appeals)
Various State Sales Tax Laws	Sales Tax / VAT	2.24	2000-01, 2002-03 to 2004-05, 2007-08 to 2012-13	Various levels of State Sales Tax Authorities

Name of the Statute	Nature of Dues	Amount Involved (₹ in crores)	Period to which the amount relates (Assessment Year)	Forum where Dispute is pending
Central Sales Tax Act, 1956	Sales Tax	0.53	1999-00, 2002-03 to 2004-05, 2008-09, 2010-11, 2013-14	Various levels of State Sales Tax Authorities
Central Excise Act, 1944	Excise Duty Demand	0.31	2013 -14 to 2014 - 15	Additional Commissioner of Central Excise
Finance Act, 1994	Service Tax Demand	4.68	2009-10 to 2013-14	Commissioner of Service Tax

- d. The Company has been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder within time.
- (viii) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS LLP  
Chartered Accountants  
(Firm's Registration No. 117366W/W-100018)

P.B. Pardiwalla  
Partner  
(Membership No. 40005)

MUMBAI, 14 MAY 2015

# BALANCE SHEET

as at 31<sup>st</sup> March, 2015

Particulars	Note No.	As at	As at
		31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
		(₹ in Crores)	(₹ in Crores)
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share Capital	3	17.26	17.26
(b) Reserves and Surplus	4	357.07	327.24
		<b>374.33</b>	<b>344.50</b>
<b>2 Non-Current Liabilities</b>			
(a) Other long term liabilities	5	8.82	12.21
(b) Long term provisions	6	9.53	7.31
		<b>18.35</b>	<b>19.52</b>
<b>3 Current Liabilities</b>			
(a) Trade payables	7	118.92	132.92
(b) Other current liabilities	8	37.19	43.17
(c) Short-term provisions	9	49.77	66.11
		<b>205.88</b>	<b>242.20</b>
<b>TOTAL</b>		<b>598.56</b>	<b>606.22</b>
<b>II. ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible assets	10	87.13	88.32
(ii) Intangible assets	10	-	-
(iii) Capital work-in-progress		0.72	0.18
		<b>87.85</b>	<b>88.50</b>
(b) Deferred tax asset	11	4.31	3.74
(c) Long term loans and advances	12	10.81	9.71
		<b>102.97</b>	<b>101.95</b>
<b>2 Current Assets</b>			
(a) Current investments	13	189.48	266.73
(b) Inventories	14	255.10	169.22
(c) Trade receivables	15	24.70	33.01
(d) Cash and cash equivalents	16	6.64	8.53
(e) Short-term loans and advances	17	14.75	21.86
(f) Other current assets	18	4.92	4.92
		<b>495.59</b>	<b>504.27</b>
<b>TOTAL</b>		<b>598.56</b>	<b>606.22</b>

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Sekhar Natarajan**  
Chairman

**Shilpa Shridhar Divekar**  
Managing Director

**H C Asher**  
Director

**P. B. Pardiwalla**  
Partner

**Pradeep Poddar**  
Director

**Abdul Alim Sayed**  
Chief Financial Officer

**Chandana Dhar**  
Company Secretary

Mumbai, 14<sup>th</sup> May 2015

# STATEMENT OF PROFIT & LOSS ACCOUNT

for the year ended 31<sup>st</sup> March, 2015

Particulars	Note No.	For the year ended	For the year ended
		31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
		(₹ in Crores)	(₹ in Crores)
<b>I. Revenue from Operations (Gross)</b>	19	582.88	610.52
<b>Less: Excise Duty</b>		26.45	27.41
Revenue from Operations (Net)		556.43	583.11
<b>II. Other Income</b>	20	21.26	12.92
<b>III. Total Revenue (I +II)</b>		<b>577.69</b>	<b>596.03</b>
<b>IV. Expenses</b>			
(a) Cost of materials consumed and other inputs	21	302.37	293.21
(b) Purchase of stock-in-trade - Agricultural chemicals		-	0.02
(c) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	(65.18)	(48.90)
(d) Employee benefits expense	23	65.08	55.22
(e) Finance costs	24	0.41	0.51
(f) Depreciation and amortization expense	10	7.92	11.89
(g) Other expenses	25	138.11	138.44
<b>Total Expenses</b>		<b>448.71</b>	<b>450.39</b>
<b>V. Profit before exceptional items and tax (III- IV)</b>		<b>128.98</b>	<b>145.64</b>
<b>VI. Exceptional Items</b>			
Depletion in value of fixed assets held for disposal		-	(6.90)
<b>VII. Profit before tax (V + VI)</b>		<b>128.98</b>	<b>138.74</b>
<b>VIII. Tax expense:</b>			
(a) Current tax		23.25	16.00
(b) Deferred tax (credit)		(0.57)	(0.15)
<b>IX. Profit for the year (VII-VIII)</b>		<b>106.30</b>	<b>122.89</b>
<b>X. Earnings per equity share of the face value of ₹ 10/- each (in ₹) :</b>	40		
Basic		61.59	71.20
Diluted - Refer Note 40			

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Sekhar Natarajan**  
Chairman

**Shilpa Shridhar Divekar**  
Managing Director

**H C Asher**  
Director

**P. B. Pardiwalla**  
Partner

**Pradeep Poddar**  
Director

**Abdul Alim Sayed**  
Chief Financial Officer

**Chandana Dhar**  
Company Secretary

Mumbai, 14<sup>th</sup> May 2015

# CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March 2015

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
<b>A. Cash flow from Operating Activities</b>		
Net Profit Before Tax	128.98	138.74
Adjustments for :		
Depreciation and Amortisation	7.92	11.89
Interest Expense	0.41	0.51
Provision for Doubtful Debts	2.92	1.51
Depletion in value of Fixed Assets held (disclosed under exceptional item)	-	6.90
Interest Income	(0.23)	(0.43)
Loss on sale/disposal of Fixed Assets (Net)	0.23	0.14
Gain on sale of investments	(11.06)	-
Dividend Income from Mutual Funds	(8.14)	(11.27)
Net unrealised loss on foreign exchange transactions	0.75	0.53
	(7.20)	9.78
<b>Operating profit before Working Capital changes</b>	<b>121.78</b>	<b>148.52</b>
<b>Changes in Working Capital</b>		
Adjustments for (Increase) / Decrease in operating assets:		
Inventories	(85.88)	(29.84)
Trade Receivables	5.53	0.46
Short Term / Long term Loans and Advances	7.11	7.43
Adjustments for Increase / (Decrease) in operating liabilities:		
Trade payables	(14.89)	28.77
Other long term and current liabilities	(9.41)	15.01
Short term / Long term provisions	8.42	0.72
	(89.12)	22.55
Net cash generated from operations	32.66	171.07
Direct Taxes paid (net)	(23.70)	(17.64)
Net cash generated from Operating Activities	<b>8.96</b>	<b>153.43</b>
<b>B. Cash flow from Investing Activities</b>		
Purchase of Fixed Assets (including capital work in progress)	(9.35)	(11.37)
Interest Income received	0.23	0.44
Bank Balances not considered as cash and cash equivalents	(0.06)	(0.08)
Investment in units of Mutual Funds	(668.09)	(466.85)
Redemption in units of Mutual Funds	756.40	451.07
Sale of Fixed Assets	0.06	-
Dividend Income from Mutual Funds	8.14	11.27
Net Cash used in Investing Activities	<b>87.33</b>	<b>(15.52)</b>

# CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March 2015

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
<b>C. Cash flow from Financing Activities</b>		
Dividend paid	(82.82)	(127.67)
Tax on Dividend	(15.01)	(21.71)
Interest paid	(0.41)	(0.41)
Net cash used in Financing Activities	<b>(98.24)</b>	<b>(149.79)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents (A + B + C)</b>	<b>(1.95)</b>	<b>(11.88)</b>
<b>Cash and Cash Equivalents - Opening Balance</b>	<b>7.50</b>	<b>19.38</b>
<b>Cash and Cash Equivalents - Closing Balance</b>	<b>5.55</b>	<b>7.50</b>
<b>Notes to Cash Flow Statement :</b>		
<b>1 Reconciliation of Cash and Cash Equivalents with the Balance Sheet:</b>		
Cash and Cash Equivalents as per Balance Sheet (Refer Note 16)	6.64	8.53
Less: Earmarked balances		
- Unpaid dividends accounts	0.66	0.62
- Balances held as margin money against guarantees	0.43	0.41
	1.09	1.03
	5.55	7.50
<b>2 Cash and Cash Equivalents include:</b>		
Balances with banks		
i) In current accounts	3.16	0.64
ii) In Deposits	2.39	6.86
	5.55	7.50

- 3 a) Net profit before tax and (Increase) / Decrease in Trade and Other Receivables includes unrealised foreign exchange gain amounting to ₹ 0.14 Crores (Previous Year ₹ 0.03 Crores).
- b) Also, Net profit before tax and Increase / (Decrease ) in Trade and Other Payables includes unrealised foreign exchange loss amounting to ₹ (0.89) Crores (Previous Year ₹ (0.50) Crores).

See accompanying notes forming part of the financial statements

In terms of our report attached

For and on behalf of the Board of Directors

**For Deloitte Haskins & Sells LLP**  
Chartered Accountants

**Sekhar Natarajan**  
Chairman

**Shilpa Shridhar Divekar**  
Managing Director

**H C Asher**  
Director

**P. B. Pardiwalla**  
Partner

**Pradeep Poddar**  
Director

**Abdul Alim Sayed**  
Chief Financial Officer

**Chandana Dhar**  
Company Secretary

Mumbai, 14<sup>th</sup> May 2015

# NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

### 1. COMPANY BACKGROUND:

Monsanto India Limited (the 'Company') was incorporated on 8th December 1949. The Company is engaged in the business of production and sale of agricultural inputs, namely, chemicals and hybrid seeds. The Company's corporate office is located in Mumbai. It has a chemical production unit at Silvassa, hybrid seeds processing and drying units at Hyderabad and breeding stations at Bangalore and Hyderabad.

### 2. SIGNIFICANT ACCOUNTING POLICIES:

#### (A) Basis of preparation of financial statements:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

#### (B) Use of estimates:

The preparation of the financial statements in conformity with Indian GAAP requires Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

#### (C) Tangible Assets and Depreciation :

Fixed Assets are carried of their historical cost of acquisition or construction less accumulated depreciation/amortisation and impairment losses, if any. Cost includes all costs incurred to bring the assets to their present location and condition.

Depreciation on tangible fixed assets has been provided, prorata for the period of use, by the Straight Line Method. Assets acquired after 31 March 2014 are depreciated over the useful lives specified in Schedule II to the Companies Act 2013. The carrying amount of the assets (other than Dryers) as on 1<sup>st</sup> April 2014

is depreciated over the remaining useful life of the asset specified in Schedule II and where the carrying amount of the assets, as on 1<sup>st</sup> April 2014 is nil a per Schedule II, the amount in the books is adjusted in the Surplus in the statement of profit and loss. Dryers are depreciated over 20 years in accordance with technical evaluation made by the Company.

#### (D) Intangible Assets and Amortisation :

Intangible Assets are valued at their cost less accumulated amortisation. Cost includes all costs incurred to bring the assets to their present location and condition.

#### (E) Impairment:

An asset is considered as impaired in accordance with Accounting Standard 28 on Impairment of Assets when at balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss.

#### (F) Investments:

Current investments are stated at the lower of cost and fair value.

#### (G) Inventories:

Inventories are measured at the lower of cost and net realizable value, after providing for obsolescence.

Costs of inventories comprise all costs of purchase – net of CENVAT, costs of inputs for standing crops, cost of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost of raw materials, packing materials and finished goods (traded goods) are determined on weighted average cost basis. Cost of Work in Progress and Finished Goods (manufactured) are determined by the absorption costing method.

#### (H) Revenue Recognition:

(i) Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue on sale of products is recognised on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership have been transferred and no effective ownership control is retained.

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

Sales are stated inclusive of excise duty and net of sales tax and value added tax.

- (ii) Interest income is recognized on a time proportion basis.

### (I) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction. Monetary items denominated in foreign currency are restated using the exchange rates prevailing at the date of the balance sheet. Exchange differences arising on settlement or restatement are recognized in the statement of profit and loss.

### (J) Employee Benefits:

- (i) Contributions to provident fund, a defined contribution scheme are made as required by the statute and expensed to the statement of profit and loss.
- (ii) Contributions to superannuation fund, a defined contribution scheme managed by a life insurance company are expensed to the statement of profit and loss.
- (iii) The Company participates in a group gratuity cum life insurance scheme administered by a life insurance company. Being a defined benefit plan, annual contributions made to the scheme are as per the intimations received from the life insurance company. The Company accounts for liability for future gratuity benefits based on an actuarial valuation by an independent actuary. The net present value of the Company's obligation is determined based on the projected unit credit method as at the Balance Sheet date. Shortfall if any, between the balance in the fund with life insurance company and the actuarial valuation is expensed to the statement of profit and loss.
- (iv) The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by an employee is recognized during the period when the employee renders the service.
- (v) The liability for compensated absences is another long term benefit and is wholly unfunded. The liability for number of days of unutilized leave at each Balance Sheet date is provided for based on an independent actuarial valuation.

- (vi) The actuarial gains and losses are recognized immediately in the statement of profit and loss.

### (K) Earnings Per Share:

The Company reports Earnings Per Share (EPS) in accordance with Accounting Standard- 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit for the year by the weighted average number of equity shares outstanding during the year.

### (L) Taxation:

Income Tax is accounted for in accordance with Accounting Standard- 22 on Accounting for Taxes on Income. Taxes comprise both current and deferred tax.

Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using the substantively enacted tax rates and tax laws. The carrying amount of deferred tax assets at each balance sheet date is reduced to the extent that it is no longer reasonably or virtually certain, as relevant, that sufficient future taxable income will be available against which the deferred tax asset can be realized.

### (M) Operating Lease:

Operating lease payments are recognized as expenditure in the statement of profit and loss on a straight-line basis.

### (N) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

### (O) Cash Flow Statement:

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard – 3 on Cash Flow Statement and presents cash flows by operating, investing and financing activities of the Company. Cash and cash equivalents presented in the cash flow statement consist of cash on hand and balances in current and demand deposits with banks.

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

	As at	As at
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
<b>3. SHARE CAPITAL</b>		
<b>Authorised :</b>		
20,000,000 Equity Shares of ₹ 10/- each	20.00	20.00
<b>Issued and Subscribed :</b>		
17,263,048 Equity Shares of ₹ 10/- each	17.26	17.26
<b>Paid up :</b>		
17,262,748 Equity Shares of ₹ 10/- each fully paid-up	17.26	17.26

### Notes:

#### 1. Rights, preferences and restrictions attached to equity shares :

- Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.
- Every member of the company holding equity shares is eligible for one vote per share held.
- The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013, as applicable.
- Monsanto Company USA, the ultimate holding company has certain rights enshrined in the Articles of Association pertaining to appointment of Directors.

#### 2. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :

Particulars	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	Number	(₹ in Crores)	Number	(₹ in Crores)
Subscribed and Fully paid up :				
Shares outstanding at the beginning and end of the year	17,262,748	17.26	17,262,748	17.26

#### 3. Details of shares held by the holding company and the ultimate holding Company, in aggregate and details of shares, held by each shareholder holding more than 5% shares:

Name of shareholder	As at 31 <sup>st</sup> March, 2015		As at 31 <sup>st</sup> March, 2014	
	Number of shares held	% of holding	Number of shares held	% of holding
Monsanto Company USA , the ultimate holding company	3,201,920	18.55	3,201,920	18.55
Monsanto Holdings Private Limited- holding company (upto 31 <sup>st</sup> March 2014)	-	-	9,252,124	53.60
Monsanto Investments India Private Limited- holding company (w.e.f 1 <sup>st</sup> April 2014)	9,252,124	53.60	-	-

#### 4. Aggregate number and class of shares allotted as fully paid up bonus shares for a period of 5 years immediately preceding the Balance Sheet date:

Particulars	Aggregate number of shares					
	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013	As at 31 March 2012	As at 31 March 2011	As at 31 March 2010
Equity shares of face value of ₹ 10/- each	-	-	300	8,631,174	-	-

#### 5. Shares reserved for issue under commitments :

300 shares are the subject matter of disputes / court proceedings, the Company has not therefore been able to issue / allot rights and bonus share entitlements.

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

	As at 31 <sup>st</sup> March, 2015 (₹ in Crores)	As at 31 <sup>st</sup> March, 2014 (₹ in Crores)
<b>4. RESERVES AND SURPLUS</b>		
(a) Securities Premium Account	139.40	139.40
(b) General Reserve :		
Balance as per last Balance Sheet	128.05	115.76
Add: Surplus transferred from Statement of Profit and Loss	-	12.29
	<b>128.05</b>	<b>128.05</b>
(c) Surplus in the Statement of Profit and Loss :		
Balance as per last Balance Sheet	59.79	135.00
Less: Depreciation (Net of deferred tax) on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life. (Refer Note 39)	1.79	-
Add: Profit for the year	106.30	122.89
Less: Appropriations		
Interim Dividend (₹ 18 /-(Previous year ₹ 62/-) per share)	31.07	107.03
Tax on Interim Dividend	6.21	18.19
Proposed Dividend (₹ 18 /-(Previous year ₹ 30/-) per share)	31.07	51.79
Tax on Proposed Dividend	6.33	8.80
Transfer to General reserve	-	12.29
	<b>89.62</b>	<b>59.79</b>
	<b>357.07</b>	<b>327.24</b>
<b>5. OTHER LONG TERM LIABILITIES</b>		
Trade Payables	-	4.02
Employee related liabilities	1.75	1.58
Others :		
Security Deposits	7.07	6.61
	<b>8.82</b>	<b>12.21</b>
<b>6. LONG TERM PROVISIONS</b>		
Provision for employee benefits:	-	-
Compensated absences ( Refer Note 38 B)	9.53	7.31
	<b>9.53</b>	<b>7.31</b>
<b>7. TRADE PAYABLES</b>		
Acceptances	-	-
Other than Acceptances	118.92	132.92
	<b>118.92</b>	<b>132.92</b>

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

	As at 31 <sup>st</sup> March, 2015 (₹ in Crores)	As at 31 <sup>st</sup> March, 2014 (₹ in Crores)
<b>8. OTHER CURRENT LIABILITIES</b>		
(a) Unclaimed Dividend	0.66	0.62
(b) Other Payables		
i) Statutory Remittances	6.14	5.70
ii) Security Deposits	4.19	1.70
iii) Advance from Customers	20.93	28.60
iv) Employee related liabilities	5.27	6.55
	<b>37.19</b>	<b>43.17</b>
<b>9. SHORT TERM PROVISIONS</b>		
(a) Provision for employee benefits		
i) Compensated absences ( Refer Note 38 B)	0.33	0.33
ii) Gratuity ( Refer Note 38 A)	8.88	2.68
	<b>9.21</b>	<b>3.01</b>
(b) Others		
i) Proposed Dividend	31.07	51.79
ii) Tax on Proposed Dividend	6.33	8.80
iii) Taxation (Net of Advance Tax )	3.16	2.51
	<b>40.56</b>	<b>63.10</b>
	<b>49.77</b>	<b>66.11</b>



# NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

## 10. FIXED ASSETS

SR. DESCRIPTION NO	GROSS BLOCK (AT COST)			DEPRECIATION / AMORTISATION			NET BLOCK			
	As at 01.04.2014	Additions	Disposals	As at 31.03.2015	As at 01.04.2014	For the year	On Disposals	Transition adjustment recorded against surplus in statement of Profit and Loss	As at 31.03.2015	As at 01.04.2014
<b>A TANGIBLE ASSETS</b>										
Land- Freehold*	12.87 (9.91)	0.08 (2.96)	-	12.95 (12.87)	-	-	-	-	-	12.95 12.87
Buildings	43.92 (43.06)	0.91 (0.86)	0.07	44.76 (43.92)	16.73 (14.79)	1.73 (1.94)	0.02	0.03	18.47 (16.73)	26.29 27.19
Plant and Equipment*	80.85 (75.10)	4.85 (5.94)	0.44 (0.19)	85.26 (80.85)	40.86 (34.35)	4.38 (6.66)	0.32 (0.15)	-	44.92 (40.86)	40.34 39.99
Furniture and Fixtures	8.41 (8.24)	0.33 (0.32)	1.75 (0.15)	6.99 (8.41)	5.02 (4.70)	0.84 (0.42)	1.68 (0.10)	0.55	4.73 (5.02)	2.26 3.39
Vehicles	1.70 (0.25)	0.13 (1.45)	-	1.83 (1.70)	0.29 (0.17)	0.20 (0.12)	-	-	0.49 (0.29)	1.34 1.41
Office Equipment	3.51 (3.57)	0.77 (0.27)	0.54 (0.33)	3.74 (3.51)	0.70 (0.81)	0.45 (0.19)	0.49 (0.30)	0.56	1.22 (0.70)	2.52 2.81
Leasehold Improvements	3.98 (3.98)	-	2.40	1.58 (3.98)	3.98 (3.98)	-	2.40	-	1.58 (3.98)	-
Computers & Equipment	7.47 (7.12)	1.74 (1.80)	0.01 (1.45)	9.20 (7.47)	6.81 (5.69)	0.32 (2.55)	0.01 (1.43)	0.65	7.77 (6.81)	1.43 0.66
<b>Total</b>	162.71 (151.23)	8.81 (13.60)	5.21 (2.12)	166.31 (162.71)	74.39 (64.49)	7.92 (11.88)	4.92 (1.98)	1.79	79.18 (74.39)	87.13 88.32
<b>B INTANGIBLE ASSETS - Acquired</b>										
Intellectual Property	2.18 (2.18)	-	-	2.18 (2.18)	2.18 (2.18)	-	-	-	2.18 (2.18)	-
Software	0.71 (0.71)	-	-	0.71 (0.71)	0.71 (0.70)	-	-	-	0.71 (0.71)	-
<b>Total</b>	2.89 (2.89)	-	-	2.89 (2.89)	2.89 (2.88)	-	-	-	2.89 (2.89)	-
<b>Grand Total (A+B)</b>	165.60 (154.12)	8.81 (13.60)	5.21 (2.12)	169.20 (165.60)	77.28 (67.37)	7.92 (11.89)	4.92 (1.98)	1.79	82.07 (77.28)	87.13 88.32

Figures in brackets are in respect of Previous Year

\* Asset given on lease : Land Freehold costing ₹ 2.20 Crores (Previous Year ₹ 2.20 Crores) and Plant and Equipment costing ₹ 4.34 Crores (Previous Year ₹ 4.34 Crores)

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
<b>11. DEFERRED TAX ASSET</b>		
(a) Provision for doubtful debts/ advances	0.11	0.59
(b) Depreciation	1.24	1.31
(c) Provisions under section 43B of Income Tax Act, 1961	2.96	1.84
	<b>4.31</b>	<b>3.74</b>

<b>12. LONG TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good unless otherwise stated)		
(a) Capital Advances	0.15	0.26
(b) Security Deposits	1.00	0.99
(c) Advance Tax (Net of Provisions)	7.98	6.88
(d) Advance to Employees	1.18	1.39
(e) Prepaid Expenses	0.50	0.19
	<b>10.81</b>	<b>9.71</b>

	Face Value	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
	(₹ per Unit)	(No. of Units)	(No. of Units)	(₹ per Unit)	(₹ per Unit)
<b>13. CURRENT INVESTMENTS</b>					
<b>Non -trade, Unquoted and Fully paid</b>					
(at lower of cost and fair value)					
<b>Investments in Mutual funds</b>					
<b>Liquid Funds : Daily Dividend</b>					
1. HDFC Liquid Fund - Premium Plan	10	-	38,437,183	-	39.19
2. ICICI Prudential Liquid - Super IP	100	5,931,932	8,358,011	59.36	83.62
3. Birla Sun Life Cash Plus	100	7,767,940	2,301,291	77.79	23.05
4. DSP BlackRock Liquidity Fund - IP	1000	-	-	-	-
5. Reliance Liquid Fund- Treasury plan	1000	342,320	136,558	52.33	20.87
				<b>189.48</b>	<b>166.73</b>
<b>Liquid Funds : Growth</b>					
1. ICICI Prudential Liquid	100	-	1,977,775	-	35.00
2. Birla Sun Life Cash Plus	100	-	1,825,793	-	35.00
3. Reliance Liquid Fund- Treasury plan	1000	-	98,389	-	30.00
				-	<b>100.00</b>
				<b>189.48</b>	<b>266.73</b>

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	As at 31 <sup>st</sup> March, 2015 (₹ in Crores)	As at 31 <sup>st</sup> March, 2014 (₹ in Crores)
<b>14. INVENTORIES</b>		
(At Lower of Cost and Net Realisable Value)		
(a) Raw Materials (Refer Note i) below)	26.54	12.59
Goods in Transit	10.21	4.60
	36.75	17.19
(b) Packing Materials	5.27	6.60
(c) Work In Progress (Including Inputs for Standing Crops) (Refer Note ii) below)	120.79	108.33
(d) Finished Goods ( Refer Note iii) below)	92.29	37.10
	<b>255.10</b>	<b>169.22</b>
Notes :		
i) Raw materials		
- Agriculture Chemicals	36.75	17.19
ii) Work in Progress		
- Seeds	120.79	108.33
iii) Finished Goods		
- Seeds	55.14	18.94
- Agriculture Chemicals	37.15	18.16
	<b>92.29</b>	<b>37.10</b>
<b>15. TRADE RECEIVABLES ( UNSECURED)</b>		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	3.59	3.04
Considered doubtful	4.11	5.03
Less: Provision for doubtful debts	(4.11)	(5.03)
	-	-
Other Trade Receivables		
Considered good	21.11	29.97
	<b>24.70</b>	<b>33.01</b>
<b>16. CASH AND CASH EQUIVALENTS</b>		
Balances with banks		
i) In Current accounts	3.16	0.64
ii) In Deposit accounts	2.39	6.86
iii) In earmarked accounts		
-Unpaid dividend accounts	0.66	0.62
-Balances held as margin money against guarantees	0.43	0.41
	<b>6.64</b>	<b>8.53</b>

## NOTES

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	As at 31 <sup>st</sup> March, 2015 (₹ in Crores)	As at 31 <sup>st</sup> March, 2014 (₹ in Crores)
<b>17. SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured, considered good)		
(a) Loans and advances to related parties (Refer Note 33)	1.93	4.78
(b) Advances to employees	0.13	0.23
(c) Advances to suppliers	7.19	12.50
(d) Prepaid Expenses	2.76	3.02
(e) Balance with Excise Authorities	2.55	0.88
(f) Tender Deposits	0.19	0.45
	<b>14.75</b>	<b>21.86</b>
<b>18. OTHER CURRENT ASSETS</b>		
(a) Assets Held for disposal	4.90	4.90
(b) Interest Accrued on deposits with banks and other advances	0.02	0.02
	<b>4.92</b>	<b>4.92</b>
	For the Year ended 31 <sup>st</sup> March 2015 (₹ in Crores)	For the Year ended 31 <sup>st</sup> March 2014 (₹ in Crores)
<b>19. REVENUE FROM OPERATIONS</b>		
(a) Sale of products (Refer notes 1 and 2 below)	573.08	603.90
(b) Other operating revenues (Refer note 3 below)	9.80	6.62
	<b>582.88</b>	<b>610.52</b>
<b>Notes :</b>		
<b>1 Sales of manufactured products</b>		
i) Agriculture Chemicals	225.44	237.46
ii) Seeds	347.64	366.33
	<b>573.08</b>	<b>603.79</b>
<b>2 Sales of traded products</b>		
Agriculture Chemicals	-	0.11
	-	0.11
	<b>573.08</b>	<b>603.90</b>
<b>3 Other operating revenue</b>		
Royalty Income	9.07	5.82
Tolling Income	0.73	0.80
	<b>9.80</b>	<b>6.62</b>
<b>20. OTHER INCOME</b>		
(a) Interest Income	0.23	0.43
(b) Dividend Income from Current investment	8.14	11.27
(c) Gain on sale of investments	11.06	-
(d) Miscellaneous Income	1.83	1.22
	<b>21.26</b>	<b>12.92</b>

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
<b>21. COST OF MATERIALS CONSUMED AND OTHER INPUTS</b>		
(a) Raw Materials consumed (Refer Note i) & ii) below)		
Opening Stock	17.19	37.66
Add : Purchases	138.22	96.16
	155.41	133.82
Less : Closing Stock	36.75	17.19
Raw Materials consumed	118.66	116.63
(b) Seed Grower Payments and Production Cost	163.01	158.70
(c) Packing Materials consumed (Refer Note iii) below)	20.70	17.88
	<b>302.37</b>	<b>293.21</b>

### Notes :

<b>i) Particulars of Raw materials Consumed</b>					
Glyphosate IPA Salt		96.71		94.90	
Surfactant		21.95		21.73	
		<b>118.66</b>		<b>116.63</b>	
<b>ii) Raw materials Consumed</b>		% of Consumption		% of Consumption	
Imported		96.84	114.91	99.94	116.56
Indigenous		3.16	3.75	0.06	0.07
		<b>100.00</b>	<b>118.66</b>	<b>100.00</b>	<b>116.63</b>
<b>iii) Packing Materials Consumed</b>		% of Consumption		% of Consumption	
Imported		-	-	-	-
Indigenous		100.00	20.70	100.00	17.88
		<b>100.00</b>	<b>20.70</b>	<b>100.00</b>	<b>17.88</b>

<b>22. CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS AND STOCK- IN- TRADE</b>		
i) (Increase) / Decrease in Stocks		
(a) Opening Stock :		
i) Finished Goods	37.10	41.01
ii) Stock- in- Trade	-	0.09
iii) Work in Progress	108.33	55.87
	145.43	96.97
(b) Closing Stock :		
i) Finished Goods	92.29	37.10
ii) Stock- in- Trade	-	-
iii) Work in Progress	120.79	108.33
	213.08	145.43
	(67.65)	(48.46)
ii) Increase/ (Decrease) in Excise Duty on Finished Goods	2.47	(0.44)
	<b>(65.18)</b>	<b>(48.90)</b>

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
<b>23. EMPLOYEE BENEFITS EXPENSES</b>		
(Refer Note below)		
(a) Salaries and Wages	45.72	45.80
(b) Contribution to Provident and Other Funds	11.80	4.23
(c) Expense on employee stock option (ESOP) scheme (Refer Note 41)	6.79	4.43
(d) Staff Welfare Expenses	0.77	0.76
	<b>65.08</b>	<b>55.22</b>

Note:

Employee benefits expenses above, includes expenses after reduction of reimbursements amounting to ₹ 6.51 Crores (Previous year ₹ 8.66 Crores) by Holding Company, Ultimate Holding Company and some Fellow Subsidiaries towards the value of costs apportioned in accordance with the agreements on allocation of expenses with the respective companies.

<b>24. FINANCE COST</b>		
Interest on		
a) Security deposits	0.41	0.41
b) Short payment of income tax	-	0.10
	<b>0.41</b>	<b>0.51</b>

<b>25. OTHER EXPENSES</b>		
(Refer Note ii) below)		
Consumption of Stores and Spare parts ( Refer Note i) below )	0.49	0.62
Power and Fuel	7.34	10.81
Rent	9.00	7.26
Repairs and Maintenance :		
Repairs to Buildings	0.10	0.35
Repairs to Machinery	2.50	2.29
Repairs to Others	0.30	0.32
	2.90	2.96
Insurance	1.17	1.06
Rates and Taxes	5.97	4.83
Freight, Forwarding charges	24.02	18.66
Travel and Entertainment	8.04	11.26
Vehicle Expenses and Hire Charges	8.64	8.33
Loss on sale/disposal of Fixed Assets (net)	0.23	0.14
Advertising and Promotions	25.36	21.60
Cash Discount & Germination claims	12.40	17.87
Royalty	4.80	5.93
Provision for Doubtful debts	2.92	1.51
Bad Debts written off	3.84	0.20
Less : Adjusted against provision	(3.84)	(0.20)
	-	-
Consultancy Fees	6.50	7.40
Foreign exchange Loss (Net)	0.48	1.77
Miscellaneous Expenses (including Research and Development expense of ₹ 3.99 Crores (Previous year ₹ 4.87 Crores )	17.85	16.43
	<b>138.11</b>	<b>138.44</b>

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forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

### Notes :

i) Consumption of Stores and Spare parts	% of Consumption		% of Consumption	
Imported	-	-	-	-
Indigenous	100.00	0.49	100.00	0.62
	<b>100.00</b>	<b>0.49</b>	<b>100.00</b>	<b>0.62</b>

- ii) Other Expenses above, includes expenses after reduction of reimbursements amounting to ₹ 22.02 Crores (Previous year ₹ 25.63 Crores) by Holding Company, Ultimate Holding Company and some Fellow Subsidiaries towards the value of costs (of the Company's facilities) apportioned in accordance with the agreements on allocation of expenses with the respective companies.

	As at	As at
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
<b>26. COMMITMENTS</b>		
i) Estimated amount of contracts remaining to be executed on capital account and not provided	1.12	3.16
ii) Other Commitments –		
a) Dividend on shares held in abeyance (Refer Note 3)	0.05	0.04
b) Contractual arrangement for payment on default on corporate credit card facility availed from a bank.		

### 27. CONTINGENT LIABILITIES IN RESPECT OF THE FOLLOWING MATTERS:

i) Income-tax	85.94	113.25
ii) Sales tax, Excise Duty and Service tax	7.76	2.02
iii) Claims against the Company not acknowledged as debts	0.93	1.35

Future cash outflows in respect of the above matters are determinable only on receipt of judgements/decisions pending before various authorities.

	For the Year ended	For the Year ended
	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
<b>28. AUDITORS' REMUNERATION :</b>		
(a) Statutory Auditor:		
Audit fees	0.14	0.12
Other services	0.05	0.05
Tax Audit	0.05	0.05
Out-of-pocket expenses	-	-
Service Tax on above	0.03	0.03
	<b>0.27</b>	<b>0.25</b>
(b) Cost Auditor:		
Audit fees	0.03	0.02

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
<b>29. VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS</b>		
Raw Materials	121.91	86.47
Components and spare parts	0.68	0.67
Capital goods	2.81	4.81
<b>30. EARNINGS IN FOREIGN CURRENCY (ON ACCRUAL BASIS)</b>		
FOB Value of Exports	37.02	28.38
<b>31. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)</b>		
Travel Expenses	0.43	0.27
Professional Consultancy Fees	1.02	0.78
Salaries	0.24	0.54
Communication Expenses	0.57	0.70
Royalty	4.80	5.93
Others (including reimbursement of expenses)	1.24	1.57

### 32. REMITTANCE IN FOREIGN EXCHANGE ON ACCOUNT OF DIVIDENDS TO NON-RESIDENT SHAREHOLDERS

Dividend in respect of the year ended	No. of Shares	No. of Shareholders	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
			(₹ in Crores)	(₹ in Crores)
2012-13 (Final)	3,201,920	1	-	3.84
2013-14 ( Interim)	3,201,920	1	-	19.85
2013-14 (Final)	3,201,920	1	9.61	-
2014-15 ( Interim)	3,201,920	1	5.76	-

### 33. RELATED PARTY DISCLOSURE:

#### Names of related parties and description of relationship

#### A. Holding Company:

Holding Company- Monsanto Investments India Private Limited w.e.f 1<sup>st</sup> April 2014  
(Previous Year : Monsanto Holdings Private Limited- upto 31<sup>st</sup> March 2014)  
Ultimate Holding Company- Monsanto Company, USA

#### B. Fellow Subsidiaries:

Monsanto Holdings Private Limited (w.e.f. 1<sup>st</sup> April 2014), Monsanto Pakistan Agritech (Pvt) Ltd, Mahyco Monsanto Biotech (India) Pvt Ltd, PT Branita Sandhini, Monsanto Singapore Co PTE Ltd, Monsanto Thailand Ltd, Seminis Beijing Co Ltd, Beijing New Millenium Fen, Monsanto Europe SA, Monsanto SAS, Monsanto Hungaria KFT, Monsanto International SARL, Monsanto Ag Product LLC, Seminis Vegetable Seeds Inc.

#### C. Key Managerial Personnel:

Mr. Gyanendra Shukla, Managing Director (upto 31<sup>st</sup> August 2014)  
Ms. Shilpa Shridhar Divekar, Managing Director (w.e.f. 1<sup>st</sup> September 2014)

# NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

## D. Details of transactions with related party

(₹ in Crores)

Nature of Transactions	Year Ended 31 <sup>st</sup> March 2015					Year Ended 31 <sup>st</sup> March 2014				
	Ultimate Holding Co	Holding Co	Fellow Subsidiary	Key Managerial Personnel	Total	Ultimate Holding Co	Holding Co	Fellow Subsidiary	Key Managerial Personnel	Total
<b>Purchase of Goods</b>	<b>109.26</b>	-	-	-	<b>109.26</b>	<b>66.01</b>	-	-	-	<b>66.01</b>
Monsanto Company, USA	109.26				109.26	66.01				66.01
<b>Sale of Goods</b>	-	-	2.83	-	2.83	-	-	1.80	-	1.80
Monsanto Pak Agri tech Pvt Limited			2.83		2.83			1.80		1.80
Consultancy Fees	-	-	1.00	-	1.00	-	1.16	-	-	1.16
Monsanto Holdings Private Ltd.			1.00		1.00		1.16			1.16
<b>Expenses Towards</b>	<b>4.80</b>	-	-	-	<b>4.80</b>	<b>5.93</b>	-	-	-	<b>5.93</b>
<b>Royalty</b>										
Monsanto Company, USA	4.80				4.80	5.93				5.93
<b>Rent</b>	-	-	2.10	-	2.10	-	2.17	-	-	2.17
Monsanto Holdings Private Ltd.			2.10		2.10		2.17			2.17
<b>Remuneration*</b>	-	-	-	<b>2.79</b>	<b>2.79</b>	-	-	-	<b>3.42</b>	<b>3.42</b>
Gyanendra Shukla (upto 31st August 2014)				1.61	1.61				3.42	3.42
Shilpa Shridhar Divekar (w.e.f 1st September 2014)				1.18	1.18					
<b>Reimbursement of Expenses (Net)</b>	<b>(0.67)</b>	-	<b>30.14</b>	-	<b>29.48</b>	<b>(8.37)</b>	<b>27.74</b>	<b>14.93</b>	-	<b>34.30</b>
Monsanto Company, USA	(0.67)				(0.67)	(8.37)				(8.37)
Monsanto Singapore Pte Ltd			0.64		0.64			0.87		0.87
PT Branita Sandhini			0.06		0.06			0.44		0.44
Monsanto Ag Product LLC			(0.35)		(0.35)			(0.05)		(0.05)
Mahyco Monsanto Biotech India Pvt Ltd.			13.54		13.54			11.89		11.89
Monsanto International SARL					-			(0.01)		(0.01)
Monsanto Hungaria KFT			0.69		0.69			1.61		1.61
Seminis Vegetable Seeds INC			0.16		0.16			0.18		0.18
Monsanto Holdings Private Ltd.			15.40		15.40		27.74			27.74
<b>Payment of Dividends</b>	<b>15.37</b>	<b>44.41</b>	-	-	<b>59.78</b>	<b>23.69</b>	<b>68.47</b>	-	-	<b>92.16</b>
Monsanto Company, USA	15.37				15.37	23.69				23.69
Monsanto Investments India Private Ltd		44.41			44.41					
Monsanto Holdings Pvt Ltd.					-		68.47			68.47
<b>Outstanding at year-end</b>										
<b>Sundry Debtors</b>	-	-	<b>2.83</b>	-	<b>2.83</b>	-	-	-	-	-
Monsanto Pak Agri tech Pvt Limited			2.83		2.83					

\* Excludes provision for gratuity and compensated absences, since these are based on the actuarial valuations done on an overall Company basis. Also excludes an amount relating to expenses reimbursed by holding company and fellow subsidiaries as mentioned under Note -23.

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(₹ in Crores)

Nature of Transactions	Year Ended 31st March 2015					Year Ended 31st March 2014				
	Ultimate Holding Co	Holding Co	Fellow Subsidiary	Key Managerial Personnel	Total	Ultimate Holding Co	Holding Co	Fellow Subsidiary	Key Managerial Personnel	Total
<b>Loans and Advances</b>	<b>0.27</b>	-	<b>1.66</b>	-	<b>1.93</b>	<b>0.33</b>	<b>3.06</b>	<b>1.39</b>	-	<b>4.78</b>
Monsanto Company ,USA	0.27				0.27	0.33	-	-	-	0.33
Monsanto Holdings Pvt Ltd.			0.52		0.52	-	3.06	-	-	3.06
Monsanto Pakistan Agri-tech (Pvt) Ltd			0.07		0.07	-	-	0.01	-	0.01
Seminis Beijing Co Ltd. *			0.00		0.00	-	-	0.00	-	0.00
Monsanto Singapore Pte Ltd			0.07		0.07	-	-	0.11	-	0.11
Beijing New Millenium FEN			0.01		0.01	-	-	0.01	-	0.01
Monsanto Hungaria KFT					-	-	-	0.07	-	0.07
Mahyco Monsanto Biotech India Pvt Ltd.			0.99		0.99	-	-	0.69	-	0.69
PT Branita Sandhini					-	-	-	0.32	-	0.32
Seminis Vegetable Seeds INC					-			0.18		0.18
<b>Sundry Creditors</b>	<b>30.49</b>	-	<b>0.57</b>	-	<b>31.06</b>	<b>32.80</b>	<b>0.07</b>	<b>0.32</b>	-	<b>33.19</b>
Monsanto Pakistan Agritech (Pvt) Ltd					-	-	-	0.06	-	0.06
Monsanto Thailand Ltd					-	-	-	0.02	-	0.02
Monsanto SAS			0.09		0.09	-	-	0.11	-	0.11
Monsanto Ag Product LLC					-	-	-	0.09	-	0.09
Monsanto Europe SAS *			0.00		0.00	-	-	0.01		0.01
Monsanto Company, USA	30.49				30.49	32.80	-	-	-	32.80
Seminis (Beijing) Co Ltd			0.03		0.03	-	-	0.03	-	0.03
Monsanto Holding Pvt Ltd			0.44		0.44	-	0.07	-	-	0.07

\* Amount less than one lakh rupees.

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### forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

- 34.** The dominant source and nature of the risks and returns of the agricultural chemistry and seeds activities of the Company not being significantly different, the Company operates a single segment of activity, "Agricultural Inputs", within the same geography.
- 35.** The Company has incurred the following expenses towards operating leases pertaining to vehicles, office equipments, warehouses and residential premises. Lease agreements are executed for a period ranging from 11 to 48 months.

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
Cancellable	9.25	7.77
Non-Cancellable	6.05	5.74
<b>Charge for the year</b>	<b>15.30</b>	<b>13.51</b>

The Company is obligated under non-cancelable leases pertaining to vehicles and office equipment to pay the following amounts in future as given below:

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
Within 1 year	4.64	4.46
Later than 1 year and not later than 5 years	4.67	4.75

- 36.** There are no Micro, Small and Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days during the year and also as at 31<sup>st</sup> March, 2015. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
- 37.** The Company has continually maintained a position that its income from agricultural activities (which involves growing seeds in various states through local growers), is not taxable. This contention has been upheld by the Honorable Bombay High Court for the Assessment Years 1993-94 to 2001-02 and Assessment years 2003-04 to 2005-06 respectively. The income tax authorities have filed special leave petitions with the Supreme Court against favorable orders received for the aforesaid assessment years and the same have been admitted in the current year.
- 38.** Disclosure as required under AS -15 in respect of employee benefits is as follows:

A. Defined benefit plan- Gratuity:

**I. Reconciliation of opening and closing balance of the present value of the defined benefit obligation for gratuity:**

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
Change in benefit obligations		
Present value of benefit obligations as at 1 <sup>st</sup> April	21.56	18.71
Service cost	2.34	2.23
Interest cost	1.89	1.50
Benefits paid	(2.34)	(0.83)
Actuarial (gain) / loss on obligations	6.48	(0.05)
Present value of benefit obligations as at 31 <sup>st</sup> March	29.93	21.56

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forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

### II. Reconciliation of opening and closing balance of the fair value of plan assets:

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
Fair value of plan assets, as at 1 <sup>st</sup> April	18.88	16.80
Expected return on plan assets	1.67	1.52
Actuarial gain / (loss)	0.17	(0.52)
Employer Contribution	2.68	1.91
Benefits paid	(2.34)	(0.83)
Fair Value of plan assets as at 31 <sup>st</sup> March	21.06	18.88

### III. Actual return on Plan Assets:

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
Expected Return on Plan Assets	1.67	1.52
Actuarial gain / (loss) on Plan assets	(0.17)	(0.52)
Actual Return on Plan Assets	1.50	1.00

### IV. Amount recognized in the Balance Sheet:

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
Fair value of plan assets	21.06	18.88
Present value of benefit obligations	29.93	21.56
Net asset / (liability)	(8.87)	(2.68)

### V. Cost recognized in the Statement of Profit and Loss:

	For the Year ended 31 <sup>st</sup> March 2015	For the Year ended 31 <sup>st</sup> March 2014
	(₹ in Crores)	(₹ in Crores)
Current service cost	2.34	2.23
Interest cost	1.89	1.50
Expected return on plan assets	(1.67)	(1.52)
Actuarial (gain) / loss	6.31	0.47
Net gratuity cost	8.87	2.68

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

### VI. Reconciliation of the Liability recognized in the Balance Sheet:

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
Opening Net Liability	2.68	1.91
Expense recognized	8.87	2.68
Employer Contribution	(2.68)	(1.91)
Amount recognized in the Balance Sheet	8.87	2.68

### VII. Experience Adjustments:

	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014	As at 31 <sup>st</sup> March 2013	As at 31 <sup>st</sup> March 2012	As at 31 <sup>st</sup> March 2011
	(₹ in Crores)				
Liability at the end of the Period	29.93	21.56	18.72	14.60	12.25
Fair value of plan assets as at the end of the period	21.06	18.88	16.80	14.00	9.78
Deficit / (Surplus)	8.87	2.68	1.92	0.60	2.47
Experience adjustments on plan liabilities (Gain)/Loss	0.94	1.05	0.67	1.15	0.10
Experience adjustments on plan Assets Gain/(Loss)	0.17	(0.52)	(0.15)	0.19	(0.47)

### VIII. Actuarial assumptions used:

	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
Discount rate	7.80%p.a	9.25%p.a
Salary escalation rate	11% for first year and 10% thereafter	11% for first year and 10% thereafter
Expected return on plan assets	8.75%p.a	8.75%p.a
Mortality Rate	India Assured Life Mortality (2006-08) Ultimate	India Assured Life Mortality (2006-08) Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The Company's best estimate of contributions expected to be paid to the plan during the annual period beginning after March 31, 2015 is ₹ 12.26 Crores (Previous Year ₹ 5.33 Crores)

The major categories of plan assets as plan % of total plan	31-Mar-15 Gratuity Funded	31-Mar-14 Gratuity Funded
Insurer Managed Funds :	100%	100%
Government Bonds	52%	44%
Infrastructure Bonds	0%	25%
Corporate Bonds	34%	13%
CP/CD	0%	7%
Fixed Deposit	4%	1%
Reverse Repo	0%	10%
Mutual Funds	10%	0%

The above information is certified by the actuary and relied upon by the Auditors.

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

### B. Long term benefit plan- Compensated absences:

The Company has accrued liability for compensated absences based on the actuarial valuation as at the balance sheet date conducted by an independent actuary and provided for the actuarial liability as follows:

Particulars	As at	As at
	31 <sup>st</sup> March, 2015	31 <sup>st</sup> March, 2014
	(₹ in Crores)	(₹ in Crores)
Provision made for liability for compensated absences	9.86	7.64
<b>Actuarial assumptions used</b>	As at 31 <sup>st</sup> March 2015	As at 31 <sup>st</sup> March 2014
Discount rate	7.80%p.a	9.25% p.a.
Salary escalation rate	11% for the first year 10% thereafter	11% for the first year 10% thereafter.

### 39. From 1<sup>st</sup> April 2014, the Company has revised the estimated useful lives of its fixed assets to align with those specified in Schedule II to the Companies Act, 2013, in the manner detailed in Note 2 (C).

Consequently the charge for depreciation for the year is lower by ₹ 0.93 Crores and ₹ 1.79 Crores has been adjusted in the Surplus in the statement of profit and loss.

### 40. EARNINGS PER SHARE (EPS):

	Ref	Year Ended	Year Ended
		31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
		(₹ in Crores)	(₹ in Crores)
Profit Attributable to Equity Shareholders (₹ in Crores)	A.	106.30	122.89
Weighted Average Number of Equity Shares outstanding during the year	B.	17,262,748	17,262,748
Basic Earnings Per Share - (₹)	C=A/B	61.59	71.20

There was no dilution to basic EPS as there are no outstanding potential dilutive shares.

### 41. Monsanto Company USA (MC), the ultimate holding company, has established the Monsanto Company Long Term Incentive Plan in which eligible employees of the Company participate. Eligible employees are granted stock options and equity based awards (options), which vest over a period of 3 years from the date of the grant. The compensation cost is measured by reference to the fair value of the options outstanding on the reporting date, using lattice binomial model and the charge by MC on the Company on exercise of options by employees..

Details of the above options are as follows:

Particulars	31 <sup>st</sup> March 2015	31 <sup>st</sup> March 2014
Outstanding at the beginning of the year	42,075	58,455
Granted during the year	8,263	11,852
Forfeited during the year (on resignations)	(341)	(2,238)
Transfers in/(out)	(17,760)	1,695
Exercised during the year	(9,183)	(27,689)
Outstanding at the end of the year	23,054	42,075

## NOTES

forming part of the Financial Statements for the year ended 31<sup>st</sup> March 2015

42. The Year end Foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

(₹ in Crores)

	As at 31 <sup>st</sup> March 2015						As at 31 <sup>st</sup> March 2014					
	₹	BDT	EUR	NPR	JPY	USD	₹	BDT	EUR	CHF	NPR	USD
a Amounts receivable in Foreign Currency on account of Export of goods & services	4.01	-	-	-	-	0.06	2.59	-	-	-	-	0.04
B Amounts payable in Foreign currency on account of the following - Imports of goods and services	12.81	0.61	0.00*	0.07	0.02	0.11	9.88	0.48	0.00*	0.00*	0.09	0.16

\*Amount less than one lac Euro

### 43. COMPARATIVE FINANCIAL INFORMATION:

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.



# MONSANTO INDIA LIMITED

(CIN: L74999MH1949PLC007912)

Registered Office: Ahura Centre, B-Wing, 5<sup>th</sup> Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai-400 093.

Tel No. 022 2824 6450; Fax No. 022 2824 4707, Website: www.monsantoindia.com; email: investorcare.india@monsanto.com

## Form No. SH-13-Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies

(Share Capital and Debentures) Rules 2014]

To,

(Name of the Company) \_\_\_\_\_

(Address of the Company) \_\_\_\_\_

Pin code \_\_\_\_\_

I/We \_\_\_\_\_ residing at \_\_\_\_\_

\_\_\_\_\_ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following person in whom shall vest, all the rights in respect of such securities in the event of my/our death.

### 1) Particulars of the Securities (in respect of which nomination is being made)

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.	
				From	To

### 2) Particulars of Nominee

Name:	Date of Birth: ___/___/___		Please affix recent passport size photograph of the Nominee signed across
Father's/Mother's/ Spouse's name:	Occupation:	Nationality:	
E-mail id:	Relationship with the security holder:		
Phone No :			
Address: _____			
Pincode _____		Signature of the Nominee _____	

### 3) In case Nominee is a Minor

Date of birth: ___/___/___	Date of attaining Majority ___/___/___	Name of guardian:
Address of guardian: _____		
Pincode _____		

Name of the Security Holder(s)	Signature
1.	
2.	
3.	
Name of witness	Signature of Witness with date
Address of witness: _____	
Pin code _____	
Place: _____ Date: ___/___/___	



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Please fill this Nomination form in duplicate after carefully reading the instruction given below:

1. The Nomination can be made by individual's only holding shares singly or jointly. Non- individuals including Society, Trust, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder cannot nominate.
2. The nominee shall not be a Trust, Society, Body Corporate, Partnership firm, Karta of Hindu Undivided Family and Power of Attorney holder.
3. The shareholder [s] can nominate a minor as a nominee and in that event the name and address of the guardian shall be provided.
4. As per Section 72 of Companies Act 2013, if the shares are held by more than one person jointly, then the joint holders may together nominate a person to whom all the rights in the shares of the Company shall vest, in the event of death of all the joint holders.
5. If the shares are held jointly, subsequent to the death of anyone of the holders, the shares would not be registered in favour of the nominee but would be transferred in the name of the surviving shareholders.
6. The nomination form filled in "duplicate" should be lodged with the Registrar and Share Transfer Agent ("Registrar") of the Company i.e. M/s. LINKINTIME INDIA PVT LTD, C-13 Pannalal Silk Mills Compound, L B S Marg, Bhandup West, Mumbai - 400078. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the Company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. Affixing photograph of the Nominee is not mandatory and if affixed the Nominee should sign across the photograph.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

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## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP. ID\*

Client ID\*

Master Folio No.

I hereby record my presence at the 65<sup>th</sup> ANNUAL GENERAL MEETING held at Y. B. Chavan, Main Auditorium, Ground Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021 on Friday, August 7, 2015 at 11.00 a.m.

Name of Proxy/Representative (in BLOCK Letter) (To be filled in if the Proxy attends instead of the Member)

Signature of the member or proxy/Representative \_\_\_\_\_

\* Applicable for investors holding shares in electronic form



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## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):	E-mail ID :
Registered address:	Folio No/ DP ID-Client ID :

I/ We, being the member (s) of ..... shares of the above named company, hereby appoint

- (1) Name: \_\_\_\_\_ of \_\_\_\_\_ having e-mail id: \_\_\_\_\_
- (2) Name: \_\_\_\_\_ of \_\_\_\_\_ having e-mail id: \_\_\_\_\_
- (3) Name: \_\_\_\_\_ of \_\_\_\_\_ having e-mail id: \_\_\_\_\_

As my/ our proxy to attend and vote (on poll) for me/us and on my/ our behalf at the 65<sup>th</sup> Annual General Meeting of the Company, to be held on August 7, 2015 at 11:00 a.m. at Y. B. Chavan, Main Auditorium, Ground Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai – 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of Financial Statements for the year ended March 31, 2015		
2	Declaration of Dividend on Equity Shares		
3	Reappointment of Mr. Sekhar Natarajan who retires by rotation		
4	Ratification of Appointment of Statutory Auditors and fixing their remuneration		

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<b>SPECIAL BUSINESS</b>			
5	Confirmation of Appointment of Ms. Shilpa Shridhar Divekar as Managing Director		
6	Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2016		
7	Approval to Related Party Transaction with ultimate holding company, Monsanto Company, USA		
8	Approval to Related Party Transaction with ultimate holding company, Monsanto Company, USA		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue  
Stamp not less  
than ₹ 0.15

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy for any other person or shareholder.
4. This is only optional. Please put a 'X' in the appropriate column against the resolutions, indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

MONSANTO





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(CIN L74999MH1949PLC007912)  
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## BALLOT FORM

- 1) Name and Registered Address :  
of the Sole/First named  
Shareholder
  
- (2) Name(s) of the Joint Holder(s) :  
(If any)
  
- (3) Registered Folio No./ :  
DP ID No. and Client ID No.
  
- (4) Number of Share(s) held :
  
- (5) I / We hereby exercise my / our vote(s) in respect of the resolutions set out in the notice of the **Sixty-Fifth Annual General Meeting (AGM)** of the Company to be held on **Friday, August 7, 2015** by recording my / our assent or dissent to the said Resolutions by placing tick (✓) mark in the appropriate box below:

Sl. No.	Resolutions	No. Of Shares	For	Against
			I/We assent to the resolution	I/We dissent to the resolution

### ORDINARY BUSINESS

1	Adoption of Financial Statements for the year ended March 31, 2015			
2	Declaration of Dividend on Equity Shares			
3	Reappointment of Mr. Sekhar Natarajan who retires by rotation			
4	Ratification of Appointment of Statutory Auditors and fixing their remuneration			

### SPECIAL BUSINESS

5	Confirmation of Appointment of Ms Shilpa Shridhar Divekar as Managing Director			
6	Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2016			
7	Approval to Related Party Transaction with ultimate holding company, Monsanto Company, USA			
8	Approval to Related Party Transaction with ultimate holding company, Monsanto Company, USA			

Signed this [day] \_\_\_\_\_ day of \_\_\_\_\_ [Month] 2015 in \_\_\_\_\_ [place]

Signature of shareholder.....

## INSTRUCTIONS

1. This Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
2. Members may also request for physical copy of the Ballot Form by sending an e-mail to investorcare.india@monsanto.com by mentioning their Folio / DP ID and Client ID No.
3. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
4. For detailed instructions on e-voting, please refer to the notes appended to the notice of the AGM.
5. The scrutineriser will collate the votes downloaded from the e-voting system and votes cast through ballot to declare the final result for each of the resolutions forming a part of the notice of the AGM.

### **Process and manner for Members opting to vote by using the Ballot Form :**

1. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it so as to reach the scrutineriser Mr. Ganapati Nadkarni, Practising Chartered Accountant, (Membership No. 039297) at the Registered Office of the Company on or before 11.00 a.m. on August 5, 2015 (48 hours before the meeting).
2. The Ballot Form should be signed by the member as per the specimen signature registered with the Company / Depositories. In case of Joint holding, the form should be completed and signed by the first named member and in his / her absence, by the next named joint holder. A Power Of Attorney (POA) holder may vote on behalf of a member, mentioning the registration no. of POA registered with the Company or enclosing an attested copy of POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on July 31, 2015 and as per the register of members of the Company.
6. A member may request for a duplicate Ballot Form, if so required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the scrutineriser to identify either the member or as to whether votes are in favour or against or if signature cannot be verified.
8. The decision of the scrutineriser on the validity of the Ballot Form and any other related matter shall be final.
9. The results declared along with the Scrutiniser's report, shall be placed on the Company's website [www.monsantoindia.com](http://www.monsantoindia.com) and on the website of CDSL immediately after the result is declared by the Chairman and communicated to the BSE and NSE Limited.