

MONSANTO INDIA LIMITED
(CIN: L74999MH1949PLC007912)
REGD. OFFICE :
AHURA CENTRE, B WING, 5TH FLOOR
96, MAHAKALI CAVES ROAD, ANDHERI (EAST)
MUMBAI - 400 093. INDIA
PHONE +91 22 2824 6450 / 6702 9851
FAX +91 22 2824 4707 / 6702 3361

MONSANTO 

June 5, 2019

The Manager Listing Department National Stock Exchange of India Limited Exchange Plaza, 5 th Floor Plot No. C/1, G Block Bandra-Kurla Complex Bandra (E), Mumbai – 400 051. Scrip Code: MONSANTO	The Manager Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001 Scrip Code: 524084
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Dear Sir/Madam,

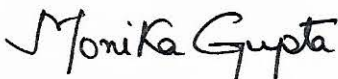
OUTCOME OF THE SHAREHOLDERS' MEETING CONDUCTED VIDE ORDER dated April 22, 2019 OF NATIONAL COMPANY LAW TRIBUNAL

Kindly note that the National Company Law Tribunal (NCLT) Convened Meeting ("the Meeting") of the Equity Shareholders of the Company was held on June 04, 2019 at 11:00 a.m at Rangaswar Hall, Y. B. Chavan Centre, 4th Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai – 400 021.

The Company had provided its shareholders the facility to cast their vote through postal ballot and remote electronic voting system administered by LinkIntime India Private Limited before the meeting. The facility for voting through electronic means as well as ballot papers had been provided at the Meeting venue. Mr. Ganpati Nadkarni, Chartered Accountant in practice (Membership No. FCA 039297) was the Scrutinizer appointed vide order of the NCLT, Mumbai Bench dated April 22, 2019 to conduct the postal ballot process, remote e-voting and voting through electronic means as well as ballot papers at the Meeting, in an independent and fair manner. The Post ballot and e-voting was conducted between May 4, 2019 to June 3, 2019.

The details of the combined voting results (i.e. results of remote e-voting, postal ballot together with that of the poll conducted at the venue) are appended in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Scrutiniser has also submitted his consolidated report on June 4, 2019. Copy of the same is appended for your reference. You are requested to kindly take above information on your records.

Thanking you,
Yours faithfully,
FOR MONSANTO INDIA LIMITED



MONIKA GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS-24820



OUTCOME OF VOTING AT THE TRIBUNAL CONVENED MEETING OF THE SHAREHOLDERS
(As per Regulation 44(3) of Listing Regulations)

Date of General Meeting	June 4, 2019
Total number of shareholders as on book closure	18,787
Number of shareholders' present in the meeting either in person or through proxy	
Promoters and promoter group	4
Public	52
No. of shareholders attended the meeting through Video Conferencing	
Promoters and promoter group	Nil
Public	Nil

Resolution Required : (Special as per criteria specified under Section 230 of the Companies Act, 2013)		1 - Approval of the Scheme of Amalgamation of Monsanto India Limited (the Transferor Company) with Bayer CropScience Limited (the Transferee Company) and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	14,127,828	14,127,828	100.00	14,127,828	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		14,127,828	100.00	14,127,828	-	100.00	0.00
Public Institutions	E-Voting	436,730	405,146	92.77	405,146	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		405,146	92.77	405,146	-	100.00	0.00
Public Non Institutions	E-Voting	2,698,190	896,550	33.23	893,427	3,123	99.65	0.35
	Poll		347	0.01	337	10	97.12	2.88
	Postal Ballot		147,393	5.46	138,968	8,425	94.28	5.72
	Total		1,044,290	38.70	1,032,732	11,558	98.89	1.11
Total		17,262,748	15,577,264	90.24	15,565,706	11,558	99.93	0.07

FOR MONSANTO INDIA LIMITED

Monika Gupta

MONIKA GUPTA
COMPANY SECRETARY & COMPLIANCE OFFICER
ACS-24820

SCRUTINIZER'S CONSOLIDATED REPORT

ON

Postal Ballot and Remote E-voting before the meeting and Poll conducted at the meeting of Equity Shareholders of MONSANTO INDIA LIMITED convened by the National Company Law Tribunal, Bench at Mumbai, on Tuesday, 4th June, 2019.

GANPATI M. NADKARNI

B. Com., F.C.A., F.C.S., A.C.I.S. (U.K.)

Chartered Accountant



Office :

4, Jeevan, Next to Kirti College,
K. Dhuru Road,
Off. V. Savarkar Marg, Dadar (W),
Mumbai 400 028.
Tel.: (91-22) 2431 4574, 2438 3337
E-mail : gmnadkarni1@gmail.com

SCRUTINIZER'S CONSOLIDATED REPORT

To,

Mr. Sekhar Natarajan,

Chairman appointed by the National Company Law Tribunal, Bench at Mumbai, for the Meeting of the Equity Shareholders of MONSANTO INDIA LIMITED pursuant to Company Scheme Application No. **820 of 2019**

Dear Sir,

I, Ganpati Nadkarni, Practicing Chartered Accountant (Membership No. FCA 039297) of Mumbai have been appointed as "the Scrutinizer" for the purpose of conducting the voting done through postal ballot, e-voting and the voting conducted through poll at the venue of the meeting of the Equity Shareholders of **MONSANTO INDIA LIMITED** ('the Company') held at Rangaswar Hall, Y. B. Chavan Centre, 4th floor, Gen. Jagannath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai – 400 021, on **Tuesday, 4th June, 2019 at 11:00 a.m.**, pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder and Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulation, 2015, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation of MONSANTO INDIA LIMITED (the Transferor Company) with BAYER CROPSCIENCE LIMITED (the Transferee Company) and their respective Shareholders ('the Scheme'), in terms of the Notice dated **22nd April, 2019**, convening the said meeting.

I do hereby submit my report as under:

1. The Company has appointed Link Intime India Private Limited ("**LIPL**") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules thereunder, and SEBI (Listing Obligations and Disclosure Requirements), Regulation, 2015 relating to voting done through postal ballot / e-voting and voting conducted through poll at the venue of the meeting on the resolution contained in the Notice of the Meeting.
3. The **Cut-off date** was **12th April, 2019** for the purpose of deciding the Equity Shareholders entitled to vote through e-voting and voting conducted through poll at the venue of the meeting by the equity shareholders on the resolution seeking their approval.
4. The voting through e-voting and Postal Ballot commenced at **9:00 a.m.** on **4th May, 2019** and has closed at **5:00 p.m.** on **3rd June, 2019**.



5. My responsibility as a Scrutinizer for the voting process (through postal ballot, e-voting and voting conducted through poll at the venue of the meeting) is restricted to scrutinize the postal ballot / e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the e-voting system provided by LIPL and voting conducted through poll at the venue of the meeting.
6. The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Equity Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. **12th April, 2019**) by **2nd May, 2019**, and also published an advertisement in this regard, in English language in Business Standard and translation thereof in Marathi language in Navshakti on **3rd May, 2019**.
7. The e-voting module was disabled and blocked for voting on **3rd June, 2019, at 5:00 p.m.**
8. On 4th June, 2019, at the venue of the NCLT convened Meeting, at the end of discussion at 11.35 a.m., the Chairman of the Meeting directed for conducting the voting through poll for the Equity Shareholders who were present at the meeting but who had not cast their vote earlier through the e-voting module of LIPL.
9. On completion of the voting at the NCLT convened Meeting at 12.05 p.m., M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company provided to me the list of shareholders who were present at the meeting either in person or through proxies and who had cast their votes, their holding details and the details of the votes cast on the Resolution.
10. I first counted the votes cast at the venue of the meeting. The votes cast through poll were reconciled with the records maintained by the Company through their Registrar and Share Transfer Agents M/s. Link Intime India Private Limited and the authorisations / proxies lodged with the Company.
11. I then unblocked the votes cast through the e-voting module of LIPL in the presence of two witnesses, viz., Mr. Vijay Sonone and Mr. Shailesh Veer, who are not in employment of the Company.
12. The e-voting and voting through poll done, which were incomplete and/or which were otherwise found to be defective have been treated as invalid.
13. For the purpose of determining the number of shareholders voting either in favour or against the resolution I have taken into consideration the following :
 - i. Where shares are held jointly with either one or more of the joint names being different, they are treated as different members.
 - ii. Where shares are held jointly and the order of the joint names differs, they are treated as different members.



- iii. When shares are held singly in more than one folio, they are treated as single member.
- iv. Where shares are held jointly in more than one folio by the same persons in the same order, they are treated as single member.

14. The consolidated result of the voting seeking approval of the equity shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Scheme of Amalgamation of MONSANTO INDIA LIMITED with BAYER CROPSCIENCE LIMITED and their respective Shareholders

Consolidated Report on result through Postal Ballot / E-voting and the Voting conducted through poll at the venue of the meeting of Equity Shareholders.

a) Votes in favour of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of votes cast
Postal Ballot	334	138968	-
E-voting	109	15426401	-
Poll at the venue	16	337	-
Total	459	15565706	99.93

b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of votes cast
Postal Ballot	21	8425	-
E-voting	8	3123	-
Poll at the venue	1	10	-
Total	30	11558	0.07

c) Invalid Votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot	18	21162
E-voting	0	0
Poll at the venue	0	0
Total	18	21162



15. Based on the report on results of voting by Postal Ballot and e-voting and voting at the meeting pursuant to provisions of the Companies Act, 2013 read with applicable rules made thereunder, as well as SEBI Circular bearing No. CFD/DIL3/CIR/2017/21 dated 10th March 2017, the resolution is passed with the requisite majority.
16. The combined list of Equity Shareholders who voted "FOR/AGAINST/INVALID" for the above resolution through voting conducted through poll at the venue of the meeting and postal ballot / e-voting process are being handed over to the Company Secretary of the Company.
17. All relevant records of the voting conducted through poll at the venue of the meeting and e-voting are being handed over to the Company Secretary of the Company for safe keeping.

G. M. Nadkarni



Ganpati Nadkarni
Membership No. FCA 039297,
Practising Chartered Accountant

Place: Mumbai
Dated: June 4, 2019

SCRUTINIZER'S REPORT

ON

Postal Ballot and Remote E-voting before the meeting and Poll conducted at the meeting relating to Public Shareholders of MONSANTO INDIA LIMITED convened by the National Company Law Tribunal, Bench at Mumbai, on Tuesday, 4th June, 2019.

GANPATI M. NADKARNI

B. Com., F.C.A., F.C.S., A.C.I.S. (U.K.)

Chartered Accountant



Office :

4, Jeevan, Next to Kirti College,
K. Dhuru Road,
Off. V. Savarkar Marg, Dadar (W),
Mumbai 400 028.
Tel.: (91-22) 2431 4574, 2438 3337
E-mail : gmnadkarni1@gmail.com

SCRUTINIZER'S REPORT

To,

Mr. Sekhar Natarajan

Chairman appointed by the National Company Law Tribunal, Bench at Mumbai, for the Meeting of the Equity Shareholders of MONSANTO INDIA LIMITED ('the Company') pursuant to Company Scheme Application No. **820 of 2019**

Dear Sir,

I, Ganpati Nadkarni, Practicing Chartered Accountant (Membership No. FCA 039297) of Mumbai, have been appointed as "the Scrutinizer" for the purpose of conducting the voting done through postal ballot and e-voting before the meeting and Poll at the venue of the meeting by the Public Shareholders of the Company, on the resolution seeking approval of Public Shareholders of the Company, pursuant to Circular No. CFD/DIL3/CIR/2017/21 dated 10th March, 2017 issued by the Securities and Exchange Board of India ("SEBI Circular"), to the Scheme of Amalgamation of MONSANTO INDIA LIMITED (the Transferor Company) with BAYER CROPS SCIENCE LIMITED (the Transferee Company) and their respective shareholders ("the Scheme") in terms of the Notice dated 22nd April, 2019.

I do hereby submit my report as under:

1. The Company had appointed Link Intime India Private Limited ("**LI IPL**") as the Agency for providing the e-voting platform to the equity shareholders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the SEBI Circular dated 10th March 2017, relating to voting done through e-voting.
3. The **Cut-off date** was **12th April 2019**, for the purpose of deciding the Equity Shareholders entitled to vote through postal ballot and e-voting on the resolution seeking their approval.
4. The voting through postal ballot and e-voting had commenced at **9:00 a.m. on 4th May, 2019** and has closed at **5:00 p.m. on 3rd June, 2019**.
5. My responsibility as a Scrutinizer for the voting process is restricted to scrutinize and ensure that the voting process was carried out in a fair and transparent manner and to prepare a Scrutinizer's



Report of the votes cast in **Favour or Against** the resolution stated in the Notice, based on the reports generated from the Postal Ballot / e-voting system provided by LIPL and the Poll conducted at the venue of the meeting and the reports provided by M/s. Link Intime India Private Limited, the Registrar and Share Transfer Agents of the Company.

6. The Company has, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, to the Public Shareholders of the Company (holding the equity shares as of the cut-off date, i.e. **12th April 2019**) by **2nd May, 2019**, and has also published an advertisement in this regard, in English language in Business Standard and translation thereof in Marathi language in Navshakti, on **3rd May, 2019**.
7. The e-voting module was disabled and blocked for voting on **3rd June, 2019** at 5.00 p.m.
8. The voting done through ballot paper / e-voting and at Poll at the venue of the meeting were reconciled with the records maintained by the Company through their Registrar and Share Transfer Agents M/s. Link Intime India Private Limited and the authorizations lodged with the Company.
9. The voting done, which were incomplete and/or which were otherwise found defective have been treated as invalid.
10. For the purpose of determining the number of shareholders voting either in favour or against the resolution I have taken into consideration the following :
 - i) Where shares are held jointly with either one or more of the joint names being different, they are treated as different members.
 - ii) Where shares are held jointly and the order of the joint names differs, they are treated as different members.
 - iii) When shares are held singly in more than one folio, they are treated as single member.
 - iv) Where shares are held jointly in more than one folio by the same persons in the same order, they are treated as single member.
11. The result of the voting seeking approval of the Public Shareholders of the Company to the Scheme is as under:

Resolution

Approval of the Scheme of Amalgamation of MONSANTO INDIA LIMITED with BAYER CROPSCIENCE LIMITED and their respective shareholders.



Report on result of voting by Public Shareholders

a) Votes in favour of the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of votes cast
Postal Ballot	334	138968	-
E-voting	105	1298573	-
Poll at the venue	16	337	-
Total	455	1437878	99.20

b) Votes against the Resolution:

Manner of Voting	Number of members voted (in person or by proxy)	No. of votes cast by members	% of total number of votes cast
Postal Ballot	21	8425	
E-voting	8	3123	-
Poll at the venue	1	10	-
Total	30	11558	0.80

c) Invalid Votes:

Manner of Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Postal Ballot	18	21162
E-voting	-	-
Poll at the venue	-	-
Total	18	21162

12. Based on the report on results of voting by Postal Ballot and e-voting and voting at the meeting as required under Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 issued by the Securities and Exchange Board of India, the resolution is passed with the requisite majority

13. The combined list of Public Shareholders who voted "FOR/AGAINST/INVALID" for above resolution through e-voting process, is being handed over to the Company Secretary of the Company.

14. All relevant records and electronic data files related to voting are being handed over to the Company Secretary of the Company for safe keeping.

G. M. Nadkarni

Ganpati Nadkarni
Membership No. FCA 039297,
Practising Chartered Accountant
Place: Mumbai
Dated: June 4, 2019

