



Farmers Progress Through Innovation

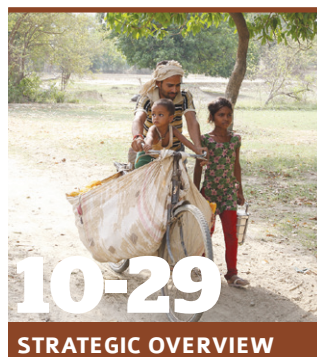


Manoj Kamalaskar
Abhona Village, Kalwan Taluka, Nashik District, Maharashtra
A proud DEKALB® farmer with his family

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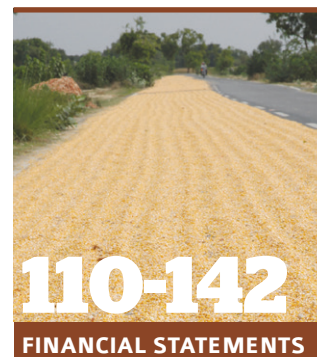
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Members are requested to:

- a) direct all shares related correspondence to Link Intime India Private Limited (R & T).
- b) bring their copy of the Annual Report to the Annual General Meeting.
- c) send their queries, if any, relating to the accounts of the Company, at least, 10 days before the Annual General Meeting, so that the necessary information can be made available at the Meeting.

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.

**Indian agriculture has come a long way since five decades and two “Green Revolutions”.
From chronic food scarcity to becoming a food exporter.
From traditional techniques to modern and unconventional methods.
From unsustainable practices to sustainable farming methods.**

Despite rising farm output and reliability, introduction of new technologies, continuous innovations, and factors like uncertainty in global commodities, market linkages and price realisation are some of the key aspects that impact...

The Prosperity of Farmers.

The Government of India has embarked on bringing yet another revolution - this time the “Evergreen Revolution” with farmers as the central focus. From providing them with increased credit to evaluating and enhancing their soil quality, to introducing them to advanced agricultural practices, insuring them, and covering more area under irrigation, this “Evergreen Revolution” is all about farmers’ progress. It’s all about a mission to...

Empower Farmers and Double their Income by 2022.

Despite an average 30,000 hectares of cultivable land decreasing each year, low yields compared to global standards and less than half of the cultivated land being irrigated, this mission is well on its way to achieve its objective.

At Monsanto India Ltd. (MIL), we understand this challenge and intend to play a pioneering role in achieving the objective of empowering farmers and doubling their incomes by 2022 through our robust technology and innovation prowess.

Each year, we continue to make significant investments in Research & Development, focussed on developing new hybrids that can further enhance the quality of our high-yielding seeds to improve farmers’ productivity. We leverage Information Technology to stay connected with farmers 24x7, keep them informed of various developments relating to weather, sowing and harvesting time, modern agricultural practices, improving their socio-economic status by facilitating them to sell their harvests at the right price and providing almost any information that they may require. Our experts also assist farmers in enhancing their farm yields by providing solutions to improve soil quality and helping them adopt sustainable agriculture practices.



30,000
hectares of cultivable land
decreasing every year



**At MIL, our focus is to help
Farmers progress
through innovation**

Monsanto Global

Monsanto is a Fortune 500 Company.

With a presence in 69 countries and over 20,000 employees, we are focussed on empowering and enriching farmers' lives.

We are amongst the world's leading advanced agriculture company. We focus on supporting farmers globally through our range of agricultural products, processes and partnerships that advance sustainable agriculture.

Our leading in-the-seed trait technologies facilitate farmers in enhancing yield and on-farm efficiency while reducing their on-farm costs. We have done this with our leading seed brands in crops like corn, cotton, oilseeds, fruits and vegetables. We believe, with limited natural resources (land, water and energy) these innovative and modern agricultural practices are the most sustainable solution. It shall not only facilitate in addressing the challenges of food crises across the globe, but also empower the farmers to earn more. Besides seeds and traits, we also manufacture agrichemicals that are used by farmers, consumers, and lawn-and-garden professionals for protection against weeds.

It is our endeavour to make these advanced technologies available to farmers across the globe, who are vital for supporting the global economy and provide food to over seven billion people. For this, we have entered into licensing agreements with other companies for using our seed and trait technology.

Headquarters

- St. Louis, Missouri, United States

Global product portfolio

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

Research and development

Agricultural research and development is our key area of expertise and we spend nearly USD 1.5 bn annually towards developing innovative and sustainable products to assist farmers in enhancing yields and farm income while using minimal resources. Our team works closely with the farmers' community to understand the evolving agricultural needs to deliver relevant and improved products.

Our R&D activities primarily concentrate in the areas of biotech traits, elite germplasm, breeding, genomics research, and improving the present product line seeds and herbicide formulations.



Recognitions

- Shamirpet, India Supply Chain manufacturing site, won the British Safety Council - 2017 International Safety Award in Merit Category
- Silvassa site won Third prize in the Manufacturing Category in the 12th edition of CII's Western Region Safety, Health and Environment (SHE) Excellence Award 2016
- Monsanto #13 on Science Magazine's 2016 Top Employers list
- MIT Technology Review 50 Smartest Companies
- National Organisation on Disability
- Corporate Responsibility Magazine recognises Monsanto as one of the 100 Best Corporate Citizens for 2016
- Diversity Inc Top 50 Companies
- Best Place to Work recognitions
- Great Place to Work® Institute and Fortune® magazine have recognised Monsanto as one of the 50 Best Workplaces for Flexibility, ranking the company No. 11
- Monsanto named by Fortune Magazine as one of the World's Most Admired Companies
- Monsanto Canada makes Canada's Best Diversity Employers list for 2016
- Monsanto receives the 2016 WorldatWork Work-Life Seal of Distinction Award
- Monsanto one of the top 50 companies most loved by its employees in Brazil



Monsanto India Limited

Monsanto India Limited (MIL) is the subsidiary of Monsanto Company (USA). It is Monsanto's only publicly listed entity outside the USA. Monsanto's over six decades presence in the Indian markets makes it one of the largest and most trusted players amongst the farming community. It enjoys a long-standing relationship with the farmers.

Key highlights, 2016-17

635.82



Net sales (₹ Cr)

168.82



EBITDA (₹ Cr)

147.53



PAT (₹ Cr)

268



Employees

4,395.70



Market capitalisation (₹ Cr)

529.62



Net worth (₹ Cr)

MIL, established in 1975, works on the parent company's philosophy of helping farmers to produce more and earn more while conserving natural resources. Over the years, we have empowered Indian farmers through our high-yielding hybrid maize seeds, crop protecting glyphosate herbicide and farm services to promote better agronomic practices.

Through our robust R&D prowess, breeding technology and techniques, extensive agronomic activities, and on-farm technology development, we are deeply committed to improving the agricultural scenario in the country.

We have partnered with various stakeholders to extend our presence and reach out to more farmers and provide them necessary support for a successful harvest. We also work with several NGOs across the country to focus on holistic development farmers and rural communities.

Robust geographic presence:

- Headquartered in Mumbai (Maharashtra, India)
- Branch offices in Mumbai, Kolkata, Coimbatore, Hyderabad and New Delhi
- Manufacturing facilities at Silvassa (herbicide plant), Shamirpet (maize conditioning plant) and Eluru (seed processing plant)
- Maize breeding stations at Udaipur and Bengaluru
- Quality assurance laboratory at Hyderabad

Certifications:

- ISO 14001 for environment safety
- OHSAS 18001 for ESH (environment, safety and health) management system

Product portfolio:

- DEKALB® - India's highest selling hybrid maize seeds
- Roundup® - World's highest selling glyphosate-based herbicide
- Monsanto Farm AgVisory Services (MFAS®) - an IT-based mobile platform that provides farmers valuable information and advice relating to better agronomic practices to help improve their crop yields and quality.

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 and conserving more, we sustain both the 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 the 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 the 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 futures fuelled by more robust local economies.



Our Pledge

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.



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.

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.

Transparency

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

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.

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.

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.


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.

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.

Chairman's Review



Our Hon'ble Prime Minister Mr. Narendra Modi, has the vision of making farmers the central focus of this 'Evergreen Revolution', with the clear objective of doubling farmers' income by 2022.

Dear Shareholders,

These are dynamic and changing times in the history of Indian agriculture, as the country moves towards yet another agricultural Revolution coined the 'Evergreen revolution' to address the challenges faced by the sector and the farmers. Our Hon'ble Prime Minister Mr. Narendra Modi, has the vision of making farmers the central focus of this 'Evergreen Revolution', with the clear objective of doubling the farmers' income by 2022. The government has also unveiled a seven-point strategy that emphasises on stepping-up irrigation, providing better quality seeds, preventing post-harvest loss, creating a national farm market, covering more farmers under crop insurance, and promoting ancillary activities and food processing.

As we all gear up towards this agenda, there is one major challenge - the area under crop cultivation continues to decrease. Responding to queries in the Parliament, the Union government has stated that cultivable land in the country is decreasing by 30,000 hectares each year. This has been attributed to diversions for non-agricultural purposes such as urbanisation, roads, industries and housing. Though this decline seems marginal at this stage, when put in perspective with our growing population, the situation warrants close attention. Besides, as the government is rightly focussed on moving away from the concept of 'food security' to 'nutrition security', the use of scientific and technological intervention becomes imperative to develop crops that can enhance nutrition quotient while addressing the challenge

of our comparatively low productivity. New and advanced technologies like farm sensors that facilitate real-time traceability and diagnosis of crop, livestock and farm machine, use of genetic engineering tools, soil health testing and improvement, precision farming, automation of planting and harvesting, and drip irrigation have already done wonders to agriculture productivity in several countries. It is only through a large-scale adoption of such technologies that we can help to usher in an Evergreen Revolution.

At MIL, this is exactly what we have been doing for several years, and I believe that being one of leading players in the segment, it is our responsibility to continue to play a pioneering role in this transformative effort. We bring to play several years of experience and expertise in the field of agricultural biosciences and possess some of the most advanced technologies that enable us to empower farmers. We are therefore well placed in the industry to play our role and support the government in this mission-critical activity. The quality of our products have proven capabilities in enhancing farmers' yields. While our maize hybrids have generated bumper harvests for the farmers, our glyphosate-based herbicides have effectively helped in curbing growth of weeds that impact agricultural productivity. In addition to this, our highly advanced IT-based mobile platform, 'FarmRise', provides a gamut of technical, weather, and market-related information to farmers anytime, anywhere. Nearly four million farmers are already

registered with us and enjoying the benefits of our FarmRise services. In the coming years, we intend to expand this services to reach out to many more farmers.

While scaling-up our business, we have also given equal importance to CSR, Organisational Health and Safety, Human Rights and our Employees. Our CSR activities primarily focus on the areas of promoting sustainable agriculture, health and sanitation, education and integrated community development. As far as human rights are concerned, we have ensured that none of the people whom we deal with employ child labour. For safety, our robust vehicle safety programme ensures that the incidents of collision keep declining every year. We also lay importance to safety of growers through several programmes including distribution of free anti-venom kits. For employees, we ensure an engaging and learning work culture. In fact, MIL has been consistently rated amongst the 'Best Companies to Work for in India' as per the Great Places to Work® survey.

We are happy that our innovative products and services have enabled the country's farmers to prosper. We will continue to invest in R&D to further improve and contribute towards the betterment of farmers and growth of India's agriculture sector.

Yours sincerely,

Sekhar Natarajan
Chairman



Message from the Managing Director



Dear Shareholders,

At the outset, I would like to express my sincere gratitude for the farmers of our country who continue to toil amidst hardships and seek to do the best they can on their farms to contribute food to our nation and in turn create their own livelihoods.

“It isn’t the farm that makes the farmer, it is the love, the hard work and the character.”

Two consecutive years of drought did not deter the zeal of our farmers to continue to embrace this noble endeavour. It was heartening indeed that after two years, most parts of our country were blessed with adequate rainfall in 2016. The farmers of our country responded to this and contributed an impressive 4.9 percent growth in agriculture.

The continued commitment of farmers, everlasting appetite for innovation and unstinted support to the Company’s

DEKALB® and Roundup® brands has helped the Company deliver growth and meet your expectations. At the Company, we recognise that, “we succeed when farmers succeed”. Agriculture in our country is on a journey and there is an immense amount of work to be done for sustainable development of agriculture, lowering risk exposure for our farmers and lasting enhancement to their livelihoods.

The Government of our country recognises the potential of our farmers to contribute to economic momentum. Significant focus on rural welfare and creation of rural infrastructure – both social and agriculture – will provide a robust backbone for the farm economy. Crop insurance and steps towards market linkages through the National Agriculture Marketing portal seek to address fundamental risks of weather vagaries and commodity price fluctuations. Alongside these foundational measures, the government is also focused on access to micro-irrigation and soil health to boost farm productivity.

The Company too recognises the productivity potential that India’s vast arable land has and believes in delivering innovations to tap this potential through

new products, solutions and knowledge transfer. Tremendous adoption by our farmers is testimony to the relevance of innovation brought forward by us and encourages us to continue to understand the evolving needs of farmers and bring the most suitable innovation forward swiftly.

“The difference between setting a goal and achieving it is in having a plan and working it.”

- Les Brown

This has been a year of all-round performance with > 18 percent growth in sales and > 45 percent growth in PAT.

Our DEKALB® corn seed portfolio was well placed to serve a higher planted area of corn and consistent performance of our hybrids in the prior two years of tough monsoons saw more farmers growing them this year. Our portfolio has been preferred by farmers who cultivate corn across the Rabi, Spring and Kharif seasons.



Our Roundup® business has been resilient even with low acid price competition from China-based imports and a prolonged dry spell in Southern India. We saw demand bouncing back in the latter part of the year reinforcing the trust in our product quality and Roundup® brand.

“When the customer comes first, the customer will last”
- Robert Half

We are guided by our mission to ‘partner the nation and its farmers in their quest towards prosperity and progress’. This year marked the commencement of transformation efforts to become an even stronger, more forward-looking Company focused on farmers by embracing the possibilities of digital innovation.

This transformation has been embraced across the Company and our endeavour is to:

- Leverage analytics to inform decision-making across Breeding, Technology Development, Supply Chain and Sales
- Seek customer insights to focus our efforts
- Modernise our supply chain and quality capabilities
- Accelerate R&D discovery and delivery
- Streamline processes for speed and efficiency

“The best minute you spend is the one you invest in people...”
- Ken Blanchard

The Company’s people make possible the high standard of service and delivery to farmers. We value and recognise our people for their simplest contributions and their most innovative, for the small and large contributions they make day after day. Our commitment to people has been demonstrated in extensive focus on functional training as well as managerial and leadership development interventions to equip them to embrace transformation efforts and build capabilities to understand and use data and analytics. Simultaneously, there has been a keen eye and specific initiatives aimed at maintaining high levels of engagement. An energised, committed and capable team has made possible delivery to our farmers and meeting your expectations as share owners.

“We can change the world and make it a better place. It is in your hands to make a difference”
- Nelson Mandela

Making a real and lasting difference is the spirit with which the Company’s undertakes efforts towards serving communities. The philosophy guiding our social responsibility endeavor embodies the principles of:

- Creating lasting value for the communities we live and work in;
- Demonstrating the values of Integrity and Sharing
- Partnering extensively with state and civil society organisations to combine passion and skills.

Farming communities remain our principal inspiration in all that we do. We focus on rural women and children as

beneficiaries of our societal commitment and are engaged in promoting sustainable agriculture, ensuring human rights, supporting initiatives in water availability, education, healthcare and nutrition. We remain committed to rural communities at the grassroots of our country.

“It isn’t where you came from, it’s where you’re going that counts”
- Elle Fitzgerald

With the confidence reposed by our farmers and support of all the stakeholders, we are encouraged to introduce relevant innovation, build stronger bonds with our farmers and continue our societal focus. On behalf of the Board of Directors, I take this opportunity to thank you for trusting the Company and providing your unstinted cooperation to all of us. We remain committed to delivering value through our DEKALB® and Roundup® brands to our farmers and to you.

Yours sincerely,

Shilpa Shridhar Divekar
Managing Director



Powering Progress by Providing High-Yielding Hybrid Seeds

High-yielding hybrid maize seeds from MIL are sold under Monsanto's globally recognised DEKALB® brand. The hybrid seeds are the outcome of extensive research and development activities carried out at the Company's world-class breeding stations in Bengaluru and Udaipur. Developed after factoring in various agro-climatic conditions and the soil composition across various parts of the country, hybrids from the DEKALB® portfolio have enabled farmers to increase yields significantly and sustainably, thus powering their progress. As of March 31, 2017, the Company has 29 hybrids in its portfolio, which are well-accepted by farmers and channel partners.

Performance Overview

The performance of the DEKALB® brand for the year 2016-17 has been impressive with new hybrids launched in the current as well as in the recent years gaining significant traction. The high yield levels achieved by DEKALB® hybrids launched in the past two-three years as well as increased product awareness boosted demand.

New Launches

In the last few years, the Company has been focussing on enhancing its product portfolio with hybrids that enable maximise farmers' productivity and profitability. To get a better perspective, as on March 31, 2017, of the 29 DEKALB® hybrids available in the market, 18 were launched in the last five years. 2016-17 was an outstanding year for new launches as five of these 18 products were introduced during this period. The products launched have been enjoying a very good response from customers and are now driving the Company's overall business.

The importance of new germplasm can be judged from the very fact that the salience of all these recently launched hybrids was close to 50% of our business.



Refreshing the Portfolio to Address Customers' Needs

DEKALB® 9126	DEKALB® 8164	DEKALB® 9165
DEKALB® 9133	DEKALB® 9164	DEKALB® 9120
DEKALB® 9141	DEKALB® 9149	DEKALB® 9135
DEKALB® 9144	DEKALB® 8161	DEKALB® 9150
DEKALB® 8144	DEKALB® 9162	DEKALB® 9155



Results, Reward and Respect

“The use of DEKALB® hybrids has not only enabled me to scale up my yield levels but also helped me to scale up my respect and recognition in society.”

Brahmedeo Yadav, a corn farmer in Bishanpur, Forbesganj (Uttar Pradesh) who uses DEKALB® hybrids.

Kharif Season: The Company registered high volume growth for the Kharif season (June to August). After two consecutive years of poor monsoons and low maize commodity prices, a normal monsoon season across most parts of the country in 2016-17 resulted in higher acreage of maize cultivation. Additionally, the success of the DEKALB® hybrids in increasing farm yield in the previous Kharif season pushed the demand for the DEKALB® hybrids in 2016-17 Kharif season.

Key focus areas during this season were:

- Grow the market for hybrids launched in recent years and widespread introduction of hybrids launched in the current year
- Encourage farmers to transition to the newer portfolio for better realisation by handholding them throughout the process, through education and field-level efforts

Because of these efforts, the Company achieved excellent performance across the country, especially in the maize growing states of Karnataka, Maharashtra, UP, Odisha and Chhattisgarh.

Rabi Season: Good monsoons led to adequate groundwater level, thus facilitating crop cultivation in the Rabi season. During this season, most farmers prefer to grow

only one crop and have the best possible yield for this single crop. Understanding the needs of the farmers, the Company channelised its efforts in the following direction:

- Share agronomy education both at ground level and on mobile advisory platform
- Demonstrate to both farmers and non-users the high yield levels of DEKALB® hybrids
- Spread strong word of mouth of key targeted DEKALB® hybrids in Bihar through the ‘DEKALB® Yield Contest’
- Provide better value and availability through micro-level planning

Driven by these focussed efforts, the Company successfully registered a smooth portfolio transition for its dry season hybrids, especially across the markets of Bihar, Andhra Pradesh, West Bengal and parts of Maharashtra. In fact, the Company is among the market leaders for the maize hybrid seeds for the Rabi season. Another key achievement was the successful introduction and scaling up of ample proportions of hybrids in the market that would be fundamental for future growth.

Spring Season: The Spring season is largely focussed on the markets in North

India. The use of Spring season DEKALB® hybrids has enabled farmers in this region to scale yield levels significantly, thus raising their economic and social conditions. The Company’s key focus during this season were:

- Ensure timely delivery of hybrids through an efficient supply chain
- Promote agronomic practices and crop management techniques for higher yields

Backed by a very successful performance in the Spring season, the Company continued to command market leadership in this segment. In the last three years, the Company’s share in the Spring season segment has only gone from strength to strength. An almost non-existent share in the market around five years back has now catapulted to a share of almost 55%, underlining the success of DEKALB® hybrids in meeting the expectations of the farmers for the Spring season.



Powering Progress through Connect

Farmer Level Initiatives

Improving the farmers' knowledge of the right agronomic practices, new techniques and technologies can significantly increase their farm productivity. The various farmer connect programmes undertaken by the Company thus rightly emphasises on this education. The programmes include:



DEKALB® MARGDARSHAK

The DEKALB® Margdarshak programme is one such strategic initiative that aims to guide and train the farmers on the right farm products and practices. The innovative feature of this programme is that it leverages the leadership trait of the most progressive farmers using the DEKALB® brand into Monsanto Margdarshaks. The Margdarshaks selected by the Company are provided regular agronomic trainings, weather and market information, access to agriculture innovations and knowledge of DEKALB® hybrids. They then disseminate this information to fellow farmers and serve as brand ambassadors for the DEKALB® brand.

The Company presently has 14,000+ Margdarshaks present across 10,000 villages across India, helping to increase agricultural sustainability and farm income.

Field Demonstrations

Driven by the fact that seeing is believing, the farmers for whom these seeds are means of livelihood, always prefer first-hand experience of the performance of the hybrid before utilising it in their field. Considering this, the Company significantly strengthened its demonstration programme with the number of demonstrations increasing by seven times over the last four years.

Demand Generation Campaigns

The Company conducts campaigns in all the major corn growing states across India, reaching out to farmers and explaining the features of its hybrids. Amongst the most successful campaigns launched in 2016-17 was the DEKALB® Yield Contest in Bihar where nearly 27,000 farmers participated. The campaign with a six-month duration encouraged farmers to record their yields from the DEKALB® 9120 and DEKALB® 9081 hybrids on the Company's mobile advisory platform. On the basis of registrations, the Company notified and incentivised the farmers with the best yields at each village level. In addition to this, the Company's sales team connected with more than 4 lakh farmers in other key states like Karnataka, Maharashtra, Madhya Pradesh and Uttar Pradesh through various pre-season campaigns.

Post Season Activities

The Company continued to reach out to farmers through field-level initiatives such as crop shows and harvest days. An important aspect of these activities was to specifically connect with farmers who are



non-users of DEKALB® hybrids to provide them with a first-hand experience of the benefits.

Channel Partner Level

Farmers attain a lot of agronomic information from channel partners. Educating the channel partners facilitates the farmers to gain the right inputs. In the past year, the Company put in extensive efforts for training and educating retailers and distributors so that they understand the features of DEKALB® hybrids and the crop management requirements. These channel partners were also invited at the crop shows organised by the Company to enable them understand the nature of the farmers' queries and how their requirements can be best addressed by DEKALB® hybrids.

The DEKALB® Directors Club set up by the Company is a robust platform for enhancing the relationship with distributors. By acknowledging the channel partners as a critical link in reaching out to the farmers and rewarding them for their contributions, the Company continued to strengthen this leading relationship programme during the year.

Apart from all the above, the Company launched a fresh positioning for the brand DEKALB®, Seed Your Success. The concept was that the Company along with its proven and tested superior performing hybrids also provides knowledge through its mobile advisory platform that assists farmers in getting optimum yields. The Company did a soft launch of this positioning in the key states of Maharashtra, Karnataka, Bihar and Uttar Pradesh. In the coming years, the Company shall continue to work aggressively in brand DEKALB® to further enhance its brand equity.





“Impressive traction was seen in the new hybrids as well as those launched in the past three years. Farmers have received our products well and we remain committed to understand and meet their expectations to power their progress. The continual efforts to connect with farmers, growers and channel partners have resulted in significant increase in the awareness and equity of the DEKALB® brand. The Net Promoter Score (NPS) has more than doubled from that attained around four years ago. We can confidently say that we have embarked upon a journey to better connect with our customers.”

Ajit Kumar

India Marketing Lead



Powering Progress through Enhancing Breeding Capabilities

The demand for corn has increased significantly in recent years driven by its increasing use as feed from poultry and starch industries as well as its usage in the form of a staple food in several countries. Marred with the fact that the arable land globally is shrinking at a fast pace, the need of the hour is to increase farm productivity responsibly.

The goal of corn breeding is to develop products with better adaptation to local environment with higher yields, disease resistance, tolerance to other biotic and abiotic stresses and better quality. This, in turn, translates into better returns for the farmers. The Company continues to invest significantly in breeding and discovery to develop products suitable to local conditions and bring value to farmers. Our state-of-the-art breeding station at Udaipur commenced activities in April 2016 to develop hybrids that are suitable for rainfed markets of Central & North India. This will help the local farmers to get good hybrids and better yields and improve their economic conditions. It has the potential to impact over 3.7 million growers.

In the last couple of years, the India Corn breeding team has transformed the way breeding delivers the products and pipeline. The key activities undertaken during the year in breeding and testing include:

- Developing and implementing strategies such as:
 - Breeding 3.0** to drive step-change improvements in breeding methods,

nursery, testing operations & mechanisation

SMARTER PIPELINE to create a metric-based breeding, plant health & testing system

PRODUCT PLACEMENT to improve grower experience by enhancing product and system recommendations

- Enhanced efforts on plant health and product placement to improve customer experience
- Increased incorporation of advanced tools and technologies such as of molecular markers, GWS, DH to increase breeding efficiencies:
 - Mapped the Quantitative Trait Locus (QTL) and implemented deployment strategies for various traits of economic importance in region e.g. FSR, LW and Southern Rust
 - Major shift is being made from conventional approach to a data & information-driven approach. The use of predictive analytics to increase breeding and advancement efficiency across programmes has also been carried out
- Enhanced testing footprints across India for better product characterisation and placement:
 - Heightened mechanisation & automation with enhanced drivers of quality data
 - Initiated projects on characterising testing locations and prioritising them

for capturing the right data, in the right manner and at the right time

- Centralised operations for greater efficiency and effectiveness to carry out activities in a sustainable way
- Launched 4 products for different market segments of India:
 - DKC9178 for Kharif in Southern & Western India
 - DKC8171 for Dry season in South India
 - DKC9170 for Rabi in Eastern India
 - DKC9162 for Spring season in UP and Punjab

“At Monsanto, we are on a mission to create greater value for our customers by re-imagining plant breeding through constant innovation and passionate execution. This has helped us deliver better products and improve farmer yields.”

HB Hemareddy

Asia Row Crops Breeding Lead



Powering Progress through Integrated Solutions

While the Breeding R&D is resolutely focussed on developing the new pipeline hybrids that can provide better yields under given conditions, the Technology Development and Agronomy segment is focussed on taking this potential pipeline of products into the marketplace after ascertaining their ability to meet the needs of customers and developing specific recommendations to enable customers realise enhanced value. The segment serves as an important bridge between the Breeding R&D and the commercial organisation.

While high quality seeds are critical for enhancing productivity, several other factors including agronomic practices - right planting density, crop management practices, nutrition management, irrigation systems, harvesting process - influence the final outcome. A key initiative this year was to enhance the value-offerings to the customers by disseminating relevant agronomic information and recommendations for maximum yield using new-age tools. The endeavour is to move from being a pure seed player to an integrated solution provider. This is being done through a two-pronged approach:

- Developing the hybrids and segment specific suitable agronomic practices for best yield
- Providing experience to the customers by showcasing the results in large-scale format

Centres of Excellence

The Centres of Excellence (COEs) established by the Company are knowledge transfer and feedback platforms that bring to customers a first-hand experience of the potential of our products in terms of their yield under prescribed management conditions. The COEs are showcased to different participants in the value chain including the government stakeholder, university scientists, channel partners, farmers and internal sales & marketing stakeholders. Our team has done over 700

projects for testing various hybrids under different fertigation and spacing conditions. In addition to this, the technology team also conducted nearly 400 demonstrations of the new hybrids across the country. These initiatives will ultimately facilitate the farmers in choosing the right product with right fertiliser dosages along with the best package and practices to be followed to get the higher yields.

Key Numbers of Technology Development Segment (DEKALB® Corn Business)

Particulars	Total
Centre of Excellence (COEs)	63
Product Performance Testing & Agronomy Solution Projects	710
Product Demonstrations	385
Total	1158

A key function being carried out by the Technology Development & Agronomy team is to help the Breeding R&D function prioritise the traits and kind of products that needs to be developed to meet customer needs. Sharing customer insights with the Breeding R&D team enables them to re-orient their research programme to ensure that from the early stages of product development it is conducting research towards the attributes required by the customers.



“ Advising on not just the right hybrids, but the entire agronomic system that needs to be adopted for maximising yield is what has been our key focus to empower the progress and prosperity of our farmers.”

Dhiraj Pant
Technology Development
Lead - Asia



Powering Progress by Optimising Supply Chain

The vision of India Supply Chain is to deliver the best customer experience through each product and service that it delivers while working as “One Team”. The supply chain is responsible for timely delivery of the Company’s products from the production centres to the end customers, delivering the best quality, and ensuring efficiency in operations. While carrying out these activities, the supply chain team works closely with the local communities and maintains high level of focus on safety, health and the environment.

In 2016-17, the supply chain exhibited a high level of operational excellence for all the three seasons, thus reinforcing its commitment towards customer-centricity.

In fact, while the performance was very good for the Kharif and Rabi seasons, the performance for the Spring season was truly outstanding. Extended cold temperatures in the seed production geographies exerted huge pressure on the supply chain for timely delivery of hybrids to Spring season corn markets. Relentless efforts of Supply Chain for over two months ensured that the hybrids reached the local markets at the right time.

Another key achievement was optimisation of the supply chain which resulted in the lead time reducing to 16-18 days from 25-30 days taken earlier. This reduction in lead time had a direct impact on improving customer service levels.



Supply chain initiatives at various levels to provide the best customer experience

Plant operations	Field production	Quality level	Customer care
<ul style="list-style-type: none"> Imported the state-of-the-art machinery - Colour Sorters which removes discoloured/cut seeds, making MIL the first in the Indian industry to deploy such machinery Increased automation of key processes resulting in decrease in breakdown Improved plant operations sustainability 	<ul style="list-style-type: none"> Implemented multiple field optimisation initiatives such as increased usage of agronomic practices, drip irrigation, call centres, and mechanical planters among others Continued usage of digital tools to improve farm productivity 	<ul style="list-style-type: none"> Launched new technology for quality control processes, making MIL the only Company to implement it in the Indian industry Undertook rigorous quality benchmarking process Conducted QMS workshops covering almost all employees Improved quality awareness through initiative ‘Qualitude’ (Quality + Attitude) 	<ul style="list-style-type: none"> Improved order book visibility Commenced sending SMS to customers as soon as shipment is made

“The India Supply Chain team contributed significantly in enabling the success of the DEKALB® as well as Roundup® businesses in the past year. By improving our supply chain effectiveness, we also delivered on our goal of customer-centricity.”

Piyush Nagar
Supply Chain Lead



Enabling Progress with Innovative Weed Management Solutions

Using the same nutrients and resources such as water, sunshine and space that might have gone to crops, weeds are a constant challenge to crop yields. By providing effective and superior quality weed management solutions through its flagship brand Roundup®, MIL addresses farmers' concerns relating to weed control, thus improving their yields and income.

Product Overview

Roundup® is a broad spectrum, post-emergent systemic herbicide brand for weed management. It provides efficient weed control and can be used on farms, public spaces, roadsides, alongside railway tracks and gardens. The use of Roundup® facilitates significant savings in cost and resources (labour, time and water). A best-in-class weed control solution, Roundup® is the most trusted herbicide brand in the Indian market.

Highlights 2016-17

Performance

While the initial part of 2016-17 was challenging for the Roundup® business due to price competition and a long dry season in southern India, through advance placements and revival in demand pattern across the country, the year ended on a positive note. Notwithstanding rising competition, the Company maintained its leadership position in the Indian Glyphosate market.

The slow start to the business was primarily because of the drop in acid prices (primary raw material) from China, thus enabling competitors to provide low cost herbicide. With Roundup® using a better-quality acid sourced from USA, the Company was unable to reduce its herbicide prices.

Moreover, after the monsoons, there was a prolonged dry spell across large parts of the country especially in the southern states of Tamil Nadu and Karnataka. A combination of these factors affected volume growth in the first and second quarter of 2016-17.

Towards the end of the second half, volumes recovered significantly driven by the following factors:

- Excellent advance placements in some parts of the country
- Improvement in demand from the western and central parts of India
- Demand being driven by farmers increasingly opting for best quality solutions



Product Innovation

MIL's sharp focus on facilitating farmers' progress inspires it to innovate and develop new products that best serve the farmers' requirements. Moving forward on this path, the Company launched a new variant of glyphosate i.e. Glyphosate 54%, sold under the name of Roundup® Speed. With a higher technical-grade active ingredient in Roundup® Speed, the formulation enables farmers to control weeds by using lesser doses. Another value-addition to Roundup® Speed is that the surfactant blend, which enables the active ingredient to adhere to and penetrate leaves, is of a better quality. The Company held numerous demonstrations of its new formulation across the country so that farmers could understand the efficacy of the product and experience the product first hand.

During the fourth quarter, the sale of Roundup® Speed gained considerable momentum due to advance placements in the right markets. Going forward, the

Company remains confident that this latest addition to the product portfolio will gain traction in the current year and enable Roundup® to maintain its leadership position in the glyphosate market.

Strengthening Sales & Distribution

MIL continued to reinforce its sales and distribution network for Roundup®. The trade programme Roundup® Tiger Club, which connects with channel partners, was further strengthened during the year by bringing more distributors under its fold and increasing the number of activities conducted to reach out to them. The programme aims to incentivise trade

partners by rewarding them for their performance and contribution to the Company's Roundup® business. For the Roundup® business, growth criteria have been established with a special focus on certain geographies. The program is yielding the desired results and will help to drive growth in the coming years. The Company also organised a high number of demonstrations to generate awareness among distributors and farmers about the brand's superior quality. These were conducted across the States of Gujarat, UP, Haryana, Andhra Pradesh, Karnataka and Maharashtra. Further, the Centres of Excellence also serve to showcase the product's efficacy.

Key Numbers of Technology Development Segment (Roundup® Business)

Particulars	Total
Centres of Excellence (COEs)	22
No. of farmers to whom Roundup® weed management message was delivered	1.2 million



“Despite initial challenges by way of a prolonged dry spell across some parts of the country and competitive pricing pressures, through well-planned advance placements and strong brand equity, the Roundup® business performed well in 2016-17.”

Gaurav Katyal
Sales Lead



Facilitating Progress by Leveraging Technology

Providing innovative, customer-focussed and robust solutions, the IT function at MIL facilitates real-time data availability and informed decision-making. Aligned to the vision of 'Digital India', the Company is leveraging digital technology not only for internal processes but is also extending the same to its customers and farmers so that progress is assured, faster, sustainable and for all.

IT Initiatives For Farmers

Monsanto Farm AgVisory Service (MFAS®)

For providing agronomic advice through the mobile platform, MIL has set up the unique Monsanto Farm AgVisory Service (MFAS®). This platform offers relevant information to the farmers by sending them SMSs and leveraging the IVR service, across the entire agricultural cycle - from the time of buying seeds, pre-sowing, crop management, harvesting and finally, getting the right price for the produce. Farmers can register by simply giving a missed call to the designated number and once they are registered on this mobile platform, agronomic information is available to them 365 days a year.

During the year, based on inputs received from the Market Development Officers (MDOs) and Territory Managers (TMs), the MFAS® platform's capabilities were extended to provide more context-based information to farmers. Sharing of relevant agronomic advice goes a long way in ensuring that farm yield levels are not compromised even in the face of vagaries of nature while improving the overall brand value of DEKALB® as an integrated solution provider as against being just a seed player. In 2016-17, the Company

added another 1,50,000 farmers on the platform, thus taking the total number of registered farmers to 4.2 million. MFAS® is currently available in 16 states and in seven Indian languages.

Protecting Farmers through Innovative Offers

In addition to agronomic information, we also provided farmers with an option to insure seed loss damage by registering with the Company by sending an SMS to the number provided on the DEKALB® seed bag purchased by them. The exercise carried out across specific drought-prone districts in Tamil Nadu assured farmers indemnity to the extent of the cost of DEKALB® seeds in case of crop loss due to unfavourable weather conditions. On the other hand, the Company benefited from having an understanding of the farmers' growing conditions, the DEKALB® product they use while inspiring confidence and loyalty towards the brand.

Digital Service

Moving progressively ahead on the objective to provide agronomic advice to the farmers in the best possible manner, the Company has already started working on

building the next-generation capabilities. Leveraging the digital platform, this new offering will enable farmers to access agronomic information anytime, anywhere as per their convenience through the mobile application. Additionally, this new digital offering ensure that it gets precise information pertaining to operating conditions of each individual farmer in greater detail, and based on this contextual data it can provide analytical advisory across important decision points that the farmer is confronted with during the entire crop cycle. This new technology has been launched on a pilot basis with 100+ farmers currently accessing this digital offering.



IT Initiatives For Farmers

IDEA Platform

The IDEA (Information-based Decision and Execution Assistance) application captures data relating to corn cultivation and the use of DEKALB® hybrids right to the village level. Earlier, the application relied on inputs provided by MDOs, which meant that information could be inaccurate or incomplete due to the human limitation factor. Facilitating a more accurate analysis, the mobile-based application now uses satellite image analysis, thus providing the exact latitude and longitude coordinates of the area under corn cultivation. These details enable the Company to plan at which locations their sales team should be present and where the trade activities should be focussed. This, in turn, helps to improve the overall effectiveness of DEKALB® marketing campaigns and enhance maize business operations.

Salesforce.com

The Company has around 900+ large customers with whom the TMs and relationship managers have relations on a one-to-one basis. Salesforce.com, a new digital solution, enables the Company to carry out account planning and management for these critical customers. Features include scheduling meets, providing information on the number of planned customer activities and number of activities completed, and customer satisfaction among others. These insights enable the Company to plan the time and resources that need to be invested for each of these large accounts.

Greater transparency in supply chain

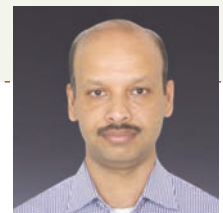
MIL products are sold through a network of distributors, large and small retailers. This multi-level distribution pattern can affect the visibility of inventory, which in turn can affect the supply chain performance.

During the year, by leveraging the latest IT tools, MIL has considerably enhanced the transparency across the supply chain, thus ensuring that farmers get the hybrids they need at the right time and at the right place thereby significantly improving service levels.



“MIL remains committed to deploying the best technology for the benefit of farmers, customers and for the business. Providing farmers with context-based agronomic information through the digital platform is now our next objective.”

Unnikrishnan Nair
IT Lead



Extending Progress to Communities

The inherent nature of the Company's business ensures that it helps uplift and enrich the lives of the impoverished sections of the society. It believes in going beyond the realms of business transactions and engaging with the communities where it operates and help them get better access to tools and techniques that enable progress.

At MIL, sustainable development is an integral part of the business and embedded in the Company's ethos. The Company believes in being change partners by working with several NGOs to engage in social projects that have both local importance and national significance. The Company's corporate social responsibility initiatives are aimed at delivering long-lasting solutions and promoting positive social change in the communities where it operates.

CSR focus areas

Sustainable Agriculture & Livelihoods

- Providing farm infrastructure
- Access to water and water conservation
- Building market linkages

Health and Nutrition

- Supporting midday meal programmes
- Providing sanitation facilities
- Personal and community hygiene
- Drinking water solutions

Education

- Enhancing school effectiveness
- Providing infrastructural support
- Improving teaching quality

Integrated Community Development

- Supporting self-help groups
- Building irrigation infrastructure
- Promoting entrepreneurship



The Company's CSR activities are covered under two major programmes - SHARE (Sustainable Harvests - Agriculture, Resources & Environment) and DISHA. The details of activities under each are as follows:

SHARE (Sustainable Harvests - Agriculture, Resources & Environment)

The programme aims at building capabilities of small and marginal farmers by providing them access to rich agricultural information and training aimed at enhancing agricultural productivity sustainably. These include:

- Input-output capacity building
- Providing on-farm demonstrations for adoption of better agronomy practices
- Building water conservation & irrigation infrastructure
- Facilitating market linkages
- Providing alternative livelihood opportunities
- Conserving natural resources

DISHA

Programme DISHA is an endeavour to improve health, nutrition and education amongst the rural communities, primarily focussed on women and children. The projects under this programme aim to impact the communities by providing impetus to:

- Primary education
- Access to drinking water
- Sanitation facilities
- Reducing rural hunger
- Promoting women's empowerment





Nourishing Young Minds

The Company partnered with Akshaya Patra Foundation to provide nutritious midday meals to 15,000 children across 167 schools in Bhubaneswar and Lucknow for 215 working days during the year. Besides, hygiene kits were distributed to all the children along with constitution of 62 WASH (Water Adequate for Sanitation & Hygiene) councils to educate children on hygiene practices and create awareness for reducing health issues.



Enhancing Learning Levels

The education programme is primarily concentrated in Bihar, where the Company partnered with Deshkal Society to improve school participation and learning abilities of children from agricultural communities. These children are first generation learners and first in their respective community and family to get access to education. The aim is to improve education architecture through emphasis on elementary education and enhancing skills of teachers, reaching out to 48,000 children and 300 teachers across 165 schools in Kirtiyand block of Purnea district in Bihar. The intervention has seen a positive

impact on the learning capabilities of the children as well as the teaching abilities of the teachers. Some of the achievements of the project during the year include:

- Increase in attendance, reading proficiency and arithmetic ability of children by 15, 18 and 11 percentage points respectively
- 90 interactive and participatory trainings were conducted aimed at capacity building of over 300 teachers
- Arranged for 2,200 weekly parent teacher meetings to ensure higher level of community engagement in school management activities
- Implemented new teaching and learning techniques like Activity Based Learning, inclusive classroom practices and peer learning
- Extensive engagement of the Company and the partner Deshkal Society has generated critical insights that have led to significant interventions, which have also been incorporated in the National Education Policy as commendable practices. These being
 - **Bal Panjika:** Developing child profile with insights on socio-economic background to promote the concept of inclusive classroom practices.
 - **Chhatra Pragati Patrak:** Undertaking assessment of children progress (to provide required additional learning support via peer learning), forming and strengthening school education committee and timely distribution of free textbooks to the children.



Integrated Community Development

The Company partnered with AFPRO and positively impacted 9,500 community members across five villages in Silvassa by providing access to clean drinking water, sanitation facilities and creating alternate livelihood options. To alleviate water scarcity in the villages, 4 pumps, 40 water stand posts/water points, a 20,000-litre storage tank and four community irrigation structures (one dug well and three bore wells) were set up. This has facilitated access to drinking water and supported cultivation of a second crop on 75 acres of land.

337 household sanitation units were constructed in five villages in Silvassa and in the East Champaran district of Bihar. Extensive sensitisation and hygiene awareness trainings were provided to children and community members to influence behavioural change and shift from open defecation to adoption of hygiene practices using toilets.

Skill training on sewing, paper plate making, establishing kitchen garden and poultry farming for women self-help groups has assisted 82 families with alternate livelihood opportunities to enhance household income.



Health & Nutrition

15,000

Children across 167 schools were provided midday meals for 215 days

9,500

Community members gained access to drinking water through water infrastructure development projects

337

Household sanitation units constructed

Education

48,000

Children in Purnea, Bihar show progress in reading proficiency and arithmetic ability

300

Teachers trained on inclusive classroom practices

“Only when we see progress across every nook and corner of our country can our nation’s progress be inclusive and real. Through our multiple CSR projects in rural areas, we are committed to helping communities progress.”

Arnab Das
Corporate
Engagement Lead



Inspiring Progress by Empowering Employees

The Company believes that its employees are its strategic differentiator; their expertise, commitment and experience enabling it to create new benchmarks of efficiency and customer service. 2016-17 was a transformational year for people development with the Company investing significantly in capability and competency building of its human capital, so as to reach out to its customers better.

Increasing its customer outreach and improving the customer experience is a stated objective of MIL. With customer-centricity as its overarching goal, the Company recognises that its people need to be equipped with the necessary skills that will enable them to reach out to its target audience better. Empowering and enabling the employees through right training and skilling fosters high performance teams that engage better, qualitatively and quantitatively, with customers. This, in turn, percolates to inspire the progress of the farmers who are served by these customers.



Aligned to its goal of increasing its customer-centricity, the Company embarked upon the following capability development initiatives during the year:

Role Clarity Conversations: Job descriptions of the sales teams were re-validated and updated based on evolving customer and market needs. These revised job descriptions were cascaded to the team for enhanced role clarity and triggered approaches of ensuring better customer experience.

Goal-Setting Workshops: These were conducted for the Managers to ensure alignment of the business objective with individual goals and synchronised working towards a common objective.

Leadership Capability Development: The Company devised several dedicated programmes for integrated talent management. While attracting talent, special attention was accorded to acquiring better resourced people so that they can serve customers better. Similarly, while cultivating future leaders, the Company introduced customer-centricity as a key attribute, once again aligned to the core purpose of extending customer connect.

➤ **Next Orbit:** This programme was aimed at inculcating a 'Monsanto growth factor' among the Managers. Their breadth of perspective was widened to ensure they leverage internal as well external connect with various stakeholders to understand customer needs and ensure enhanced customer experience as well as drive business growth.

➤ **Change Resilience and Energy:** Amidst a dynamic marketplace, this intervention supported the Managers to embrace change themselves and to lead change for their teams.

➤ **Leading with Impact:** This intervention was run for helping the sales leaders to coach the Managers from their teams.

Techno-Commercial Training: Focused efforts were made at honing and infusing the functional skills of the team members that directly interact with the customers. Techno-commercial training was conducted for Territory Managers (TM) and Market Development Officers (MDO) for augmenting their technical as well as soft skills resulting in enhanced customer service and experience. For the TMs, this training was implemented under the head of 'Doing It Right' and it covered 79 personnel. For the MDOs, the programme was called 'PRIDE' and it was extended to approximately 510 team members.

Recognition

- Recognised by Working Mother & Avtar as the 100 Best Companies for Women in India in 2016.



“The path to progress of our farmers is through innovation. As a people-centric organisation, we strive to ensure that we provide our employees the right environment to innovate and the skills to understand, anticipate and service our farmer needs and create value for our farmer customers.”

Jaideep Iyengar
Human Resources Lead



Supporting Progress by Excelling in ESH & Human Rights

2016-17 was a year in which MIL continued to excel in ESH (Environment, Safety & Health) and Human Rights.

MIL's ESH and Human Rights programmes are guided by Monsanto's global vision to ensure inherently safe, compliant and sustainable operations. An uncompromising commitment to the highest health and safety standards and to uphold Human Rights in all its operations is of crucial importance to MIL. This benefits not only the employees but also its external stakeholders, including farmers and rural communities.



ESH and Human Rights Initiatives for 2016-17

WASH Project

At its corn production regions near the Hyderabad facility, MIL undertook several WASH (Water Adequate for Sanitation & Hygiene) projects. By connecting with farmers and communities at these locations and leveraging the information to provide services that they need, WASH aims to improve the living and working conditions in rural India. Drinking water through Reverse Osmosis (RO) units, community and school toilets, and other necessary amenities are being provided at sites and in neighbouring areas. For facilitating the progress of the younger generation, WASH also

focusses on children's health, education and nutrition.

Zero Child Labour

MIL is committed to being at the forefront of human rights protection both with regards to its employees and to the local communities in which it operates. Protecting the most vulnerable section of the society, at all MIL locations including grower farms, the Company strictly upheld the policy of zero child labour. As a responsible organisation, the Company also advocated its business partners to comply with the policy of zero tolerance for child labour.



Improvement in tracking injuries

MIL not only focusses on reducing injuries, which is a lagging indicator, but also on reporting safety suggestions and near-misses (leading indicators). This allows taking corrective action before an injury happens. This proactive rather than reactive approach enables the Company to achieve its target of reducing injuries. During the year, the Hyderabad site developed a new ESH scorecard factoring several leading and lagging indicators. This enables a more accurate assessment of the progress of our ESH initiatives. The Company is also in the process of implementing a new third-party tool for reporting near-misses, for which, bulk of testing having been successfully carried out in 2016-17.

Vehicle Safety Programme

MIL continued to deliver a strong vehicle safety programme. The Company sensitises its employees, particularly the sales team who often drive on rural roads and in difficult conditions, on safe driving practices. MIL is one of the few companies which tracks Collision per Million Miles (CPMM), and MIL's score on this parameter

has improved from 4.5 in 2015-16 to 4.4 in 2016-17 driven by its sustained road safety focus.

In India, two-wheelers account for a significant part of the total road accidents death. With farmers largely using two-wheelers for commuting, a logical extension of the road safety initiative was to spread awareness among farmers. The MIL sales team proactively shares information on the importance of helmets, driving discipline, and pedestrian safety among others to the farmers, thus facilitating safeguarding of their well-being.

Water Sustainability

Water is a scarce commodity and with agriculture requiring more fresh water than any other industry, MIL stepped up its efforts in encouraging farmers to use drip irrigation, which provides higher yields with less water. MIL continued to assist farmers by disseminating information on government schemes, bank loans, etc. relating to drip irrigation. In 2016-17, MIL advanced the use of drip irrigation to 1,500 acres from 1,200 acres in the previous year.

Off-the-Job Safety and Community Engagement Initiatives

Several such community outreach programmes including blood donation camps were held at MIL locations for the welfare of local communities.

Reach & Connect

Moving beyond the realm of its work and site locations, MIL also worked concertedly to influence the society and the industry on the subject of ESH and Human Rights. These initiatives along with messages were posted on social media platforms including MIL blogs, Facebook page and Twitter handle.

MIL was invited to several leading industry forums to share its ESH and Human Rights best practices. At the Innogen® World View Conference, attended by 200 delegates from over a dozen countries, MIL communicated its best safety practices. MIL also shared its vehicle safety practices at an industry symposium held by the Confederation of Indian Industry (CII).

Awards & Appreciation

British Safety Council Award 2017

The MIL Hyderabad site won the prestigious 2017 International Safety Award - Merit Category from the British Safety Council Award. The award signifies that MIL excels in identifying and effectively evaluating the most significant health and safety hazards by implementing robust control measures. It depicts a strong leadership commitment to implement a robust ESH management system based on a Plan-Do-Check-Act (PDCA) cycle to ensure continual improvement. Additionally, MIL was the first Company across Monsanto Global to receive this award.

Global Health & Safety Award

MIL Silvassa and Hyderabad sites were accorded the 2016 Global Health & Safety Award. By promoting best safety practices, MIL has ensured zero-fatalities or debilitating injuries at these facilities.

“MIL ensures the well-being and safety of people touched by agriculture and the responsible use of resources.”

Mahesh Chandak
India - Africa
ESH and
Human Rights
Lead



Board of Directors



Sekhar Natarajan

Chairman

He has been instrumental in guiding MIL to its present position. With a career spanning over three decades, he with his strong vision to revolutionise the agriculture sector has contributed significantly towards the growth of the sector and farmers. Presently, he provides strategic counselling and business guidance to MIL while representing it at industry forums. Prior to his stint as the Chairman, he was the Chief Financial Officer, Business Development Head, Sales and Marketing Head, and Global Corporate Strategy Lead at Monsanto's headquarters in St. Louis (USA). A qualified Chartered Accountant and Cost Accountant, he possesses extensive knowledge and experience in Business Development and Mergers and Acquisitions (M&A). He is also a Managing Partner of M/s. S. N. Consultants, engaged in providing advice and strategic guidance to local and international companies.



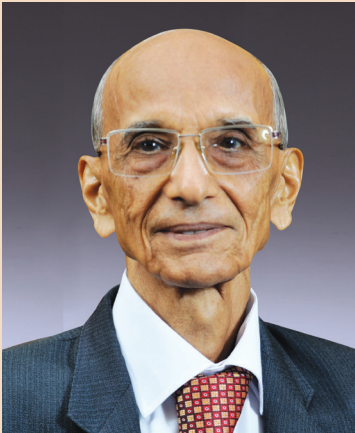
Shilpa Shridhar Divekar

Managing Director

She is an accomplished professional having over 21 years of extensive and diverse experience across Consulting (Arthur Andersen and KPMG) and Food & Agriculture industry (Bunge and Monsanto). Passionate for modernising Indian agriculture and sustainably improving farmers' lives, she is keenly focussed on leveraging technology to revolutionise the sector.

Over the 11 years of her association with the Company, she has successfully led several teams in Business, Strategy, Marketing & Product Management and Corporate Engagement. An MBA, Chartered Accountant, Cost Accountant and Post Graduate in Commerce, she has also contributed towards development of the Company's Sustainability and Corporate Social Responsibility programmes focussed on India. Besides agriculture, her interests include travelling, music, cooking, watching sports and reading books on management for perspective building.





H. C. Asher

Independent Director

He is an M.A. and L.L.B. graduate from the prestigious Mumbai University. A renowned professional in corporate and commercial laws, he is a Senior Partner at M/s. Crawford Bayley & Co., a leading firm of Advocates and Solicitors in Mumbai. He has been on the Board of MIL since 1973. He is also a Director on the Boards of several other reputed companies.



Pradeep Poddar

Independent Director

He is a Chemical Engineer from UDCT, Mumbai, and an MBA from IIM, Ahmedabad having extensive knowledge and experience in consumer goods industry. He has been on MIL's Board since January 2006. He recently retired from the Tatas as Global President Water and Functional Beverages. Prior to this, he as Managing Director and CEO ran Heinz in India and South Asia for over a decade, starting his career in Glaxo. He is on the Board of Welspun Group and Uflex Limited and a trustee on the Board of United Way, Mumbai. He has been conferred the prestigious Udyog Ratna Award by the Karnataka Government and the Wisitex Foundation in 2001 for his notable contribution to the food industry.



Piyush Nagar

Director

He is an alumnus of IIT Bombay (B. Tech, Chemical Engineering) and IIM Calcutta (PGDM) having extensive and diverse experience of over 13 years working across multiple sectors, including over seven years in the agriculture sector. His tremendous skills in commercial roles, including marketing and product management at MIL for branded cotton and Roundup® herbicide, has enabled the Company to significantly scale-up these businesses. A member of the India Leadership Team, he ensures supply chain management of Row Crop and Crop Protection businesses in India. He also plays a central role in transforming the Company's supply chain function.

Prior to this, he has worked as a TAS Officer in Tata Group Companies ensuring marketing and product management in the steel sector. Thereafter he worked in Tata Group Holding Company, managing a portfolio of companies in sectors ranging from Auto-components to BPO services to E-learning.

Notice

Notice is hereby given that the 67th Annual General Meeting of the Members of Monsanto India Limited (CIN - L74999MH1949PLC007912) will be held on Thursday, August 10, 2017 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, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2017 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and the Statutory Auditors.
2. To declare a Final Dividend on equity shares.
3. To appoint a Director in place of Mr. Piyush Nagar (DIN - 02272383) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. MZSK & Associates, Chartered Accountants, (Firm Registration No : 105047W) as Statutory Auditors of the Company in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, the retiring Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting subject to ratification at every Annual General Meeting and to fix their remuneration for the financial year ending March 31, 2018.

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, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and further on recommendation of the Audit Committee and Board of Directors, M/s. MZSK & Associates, Chartered Accountants, (Firm Registration No : 105047W) be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), to hold office for a term of five years from the conclusion of this Annual General Meeting until the conclusion of sixth Annual General Meeting subject to ratification at every Annual General Meeting and that

the Board of Directors be and is hereby authorised to fix such remuneration, inclusive of applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit as may be determined by the Audit Committee in consultation with the Auditors and payable in a manner as may be decided.”

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 of the Companies Act, 2013 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 re-appointment of Ms. Shilpa Shridhar Divekar (DIN: 06619353) as the Managing Director for a period of three (3) years with effect from September 1, 2017.”

“RESOLVED FURTHER THAT approval be and is hereby accorded to the remuneration, perquisites, benefits and amenities payable as per the terms and conditions and stipulations contained in an agreement to be entered into between the Company and Ms. Shilpa Shridhar Divekar, a draft whereof is placed before the Meeting and which, for the purposes of identification, is initialled by the Chairman of the Meeting for her re-appointment and as set out in the Explanatory Statement of the Notice.”

“RESOLVED FURTHER THAT in event of loss or inadequacy of profits in any financial year during the period of re-appointment, remuneration, perquisites, benefits and amenities as provided in the Agreement to be entered into by the Company and referred to in the Explanatory statement to the Notice shall be payable to Ms. Shilpa Shridhar Divekar subject to approval of the Central Government, if necessary.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) 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 and/or any schedules thereto subject to approval of the Central Government, if necessary.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) 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 the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018 and 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 Section 148 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such guidelines and approvals as may be required from the Central Government, appointment of M/s ABK & Associates, Cost Accountants to audit Cost Accounting records with respect to Chemical business of the Company for the financial year ending March 31, 2018 at a consolidated remuneration of ₹ 2,50,000/- per annum (Rupees Two Lakhs Fifty Thousand only) and out of pocket expenses in the course of audit plus service tax or GST, as applicable, be and is hereby ratified.”

7. 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 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 Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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. purchase and payment of IPA salt of glyphosate technical from the Company’s ultimate holding company, i.e. Monsanto Company, USA, for its Roundup business, of an aggregate value not

exceeding ₹ 200 crore (Rupees Two Hundred crore) each for the financial years ending March 31, 2018 and March 31, 2019;

- ii. payment of royalty to the Company’s ultimate holding company, i.e. Monsanto Company, USA for use of germplasm for corn hybrids, of an aggregate value not exceeding ₹ 15 crore (Rupees Fifteen crore) each for the financial years ending March 31, 2018 and March 31, 2019;
- iii. payment of charges for product development for corn seeds, to the Company’s ultimate holding company, i.e. Monsanto Company, USA of an aggregate value not exceeding ₹ 30 lakh (Rupees Thirty lakh) for the financial year ending March 31, 2018 and an aggregate value not exceeding ₹ 50 lakh (Rupees Fifty lakh) for the financial year ending March 31, 2019;
- iv. testing of samples of IPA Salt and K-Salt with the Company’s ultimate holding company, i.e. Monsanto Company, USA free of cost;
- v. 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 of an aggregate value not exceeding ₹ 2 crore (Rupees Two crore) for each of the financial years ending March 31, 2018 and March 31, 2019;
- vi. re-imbursalment of expenses to and by the Company’s ultimate holding company, i.e. Monsanto Company, USA of an aggregate value not exceeding the following limits:
- a. Expenses charged to and charged by your Company :
- i. ₹ 3 crore (Rupees Three crore) charged to the Company for each of the financial years ending March 31, 2018 and March 31, 2019;
- ii. ₹ 3 crore (Rupees Three crore) by to the Company for each of the financial years ending March 31, 2018 and March 31, 2019

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, agreements, applications, documents and writings in relation thereto.”

By Order of the Board of Directors

Mumbai

May 05, 2017

Monika Gupta

Company Secretary & Compliance Officer

Registered Office:

Ahura Centre, 'B' Wing, 5th Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. India

Tel No.: +91-22-2824 6450 / 6702 9851

Fax No.: +91-22-2824 4707 / 6702 3361

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/ (S) 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 carrying voting rights. 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 forty-eight (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. 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 Agent ("RTA") viz. Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083, in case shares are held in physical form or to their respective Depository Participant ("DP") in case the shares are in dematerialised form.
- The particulars recorded with the DP's 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.
 4. Trading in the Company's shares through stock exchanges is permitted only in dematerialised/electronic form. The equity shares of the Company have been registered with both NSDL and CDSL to enable members to hold and trade the securities in dematerialised/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.
 5. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, July 25, 2017 to Thursday, July 27, 2017 (both days inclusive) for annual closing and determining the entitlement of the members whose name appear in the Register of Members as on July 25, 2017, to the final dividend for the year ended March 31, 2017.
 6. The payment of final dividend, if any, upon declaration by the shareholders at the forthcoming Annual General Meeting, will be made on or after 10th August, 2017 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 Monday, July 24, 2017.
 - 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 Monday, July 24, 2017.
 7. Members desiring any information regarding the accounts are requested to write to the Company Secretary at least seven (7) days prior to the Annual General Meeting, so as to enable the Company to keep the information ready.
 8. In terms of Sections 124 and 125 of the Companies Act, 2013, the amount of dividend remaining unpaid for a period of seven (7) years from the date of transfer to the unpaid dividend account is required to be transferred to "Investor Education and Protection Fund" (IEPF) established by Central Government. Accordingly, the Company has transferred unclaimed final dividend for the year ended March 31, 2009 and Interim dividend for the year 2009-10 to IEPF.
 9. The Ministry of Corporate Affairs (MCA) notified the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, on September 5, 2016 and the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Amendment Rules, 2016 on February 28, 2017 (“IEPF Rules”) which are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2007-08, as on date of the 66th Annual General Meeting held on August 10, 2016, on the website of the IEPF viz. www.iepf.gov.in and under “Investors” Section on the Website of the Company viz. www.monsantoindia.com.

10. Members, who have not encashed their final dividend warrants for the year 2009-10 or thereafter, are requested to write to the Company or the RTA. According to the provisions of the Act, no claims shall lie against the said Fund or the Company for the amount of dividend so transferred nor shall any payment be made in respect of such claims.

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” 5 th 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 2009-10 (Interim)	Non-recoverable since the unpaid amount has been transferred to Investor Education and Protection Fund.	
2009-10 (Final) to 2016-17	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083.	Request letter on plain paper.

11. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Amendment Rules, 2015, as substituted vide a notification dated March 19, 2015 of the Ministry of Corporate Affairs and Rule 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to exercise their right to vote at the 67th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on “Shareholders” tab.
- iii. Select “MONSANTO INDIA LIMITED” from the drop down menu and click on “SUBMIT”.
- iv. 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. 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 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant 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. 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.
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. <ul style="list-style-type: none"> 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 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.
 - 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 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 scrutinizer to verify the same.



In case of members receiving the physical copy:

- I. (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (B) The voting period begins on August 6, 2017 at 09.00 a.m. and ends on August 9, 2017 at 05.00 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 August 3, 2017, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
 - II. 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 August 3, 2017.
 - III. Mr. Ganpati 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 Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - IV. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting at the general meeting 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 Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same.
 - V. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website 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 67th 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 to all the Members whose email IDs are registered with the Company/Depository Participant(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 67th 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. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (09.00 a.m. to 05.00 p.m.) on all working days except Saturdays, Sundays and Public Holidays up to and including the date of the 67th Annual General Meeting of the Company.
 14. 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.
 15. Members may also note that the Notice of the 67th Annual General Meeting and the Annual Report for F.Y. 2016-17 will also be available on the Company's website 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 (09.00 a.m. to 05.00 p.m.) on all working days except Saturdays, Sundays and Public Holidays. 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, the members may also send requests to the Company's investor email: investorcare.india@monsanto.com.
 16. Details of Director retiring by rotation/seeking appointment/re-appointment at the ensuing Annual General Meeting are provided in the "Annexure" to the Notice pursuant to the provisions of:
 - a. Securities and Exchange Board of India (Listing Obligation and Disclosures Requirement) Regulations, 2015 and
 - b. Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
 17. Route map giving directions to the venue of the meeting is annexed to the Annual Report.

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 "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

ITEM NO. 4

The Explanatory Statement for this Item No. 4 is being provided voluntarily, though strictly not required as per Section 102 of the Companies Act, 2013 (the "Act").

Section 139 (2) of the Act inter alia provides for appointment of an Audit firm as Company's Auditor for two (2) terms of five (5) consecutive years. The Act also provides for a period of three (3) years to comply with the requirements of Section 139(2) in respect to companies existing before the commencement of the Act.

Accordingly at the 64th Annual General Meeting of the Company held on August 22, 2014, M/s Deloitte Haskins & Sells LLP, Chartered Accountants, having firm registration number: 117366W/W - 100018 were appointed as Statutory Auditors of the Company for a period of three (3) years, subject to ratification of such appointment by the members of the Company at every Annual General Meeting. At two subsequent Annual General Meetings their appointment was duly ratified. M/s Deloitte Haskins & Sells LLP will hold office up to the conclusion of this annual general meeting and are not eligible for re-appointment. It is accordingly proposed to appoint M/s MZSK & Associates, Chartered Accountants as the Company's Statutory Auditors at this Annual General Meeting.

The appointment of M/s. MZSK & Associates is being made for the first time under Section 139 of the Act, for a term of five (5) consecutive years subject to the ratification by Members at every Annual General Meeting.

A special notice has been received under section 140(4)(ii) from a shareholder holding not less than 1% of the total voting power for appointment of M/s. MZSK & Associates, Chartered Accountants, as the Company's Auditor for the said term of five years.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and has recommended their appointment.

The appointment of M/s. MZSK & Associates, Chartered Accountants is placed before the Members for their approval at Item no. 4 of the Notice.

ITEM NO. 5

Ms. Shilpa Shridhar Divekar, Managing Director of the Company was appointed by the Members in the Annual General Meeting held on August 7, 2015 to hold office for a period of three (3) years from September 1, 2014.

Ms. Divekar is a MBA, Cost Accountant and a Post Graduate in Commerce. Ms. Shilpa Shridhar Divekar has extensive and diverse experience of over 15 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.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution on May 05, 2017 approving re-appointment of Ms. Shilpa Shridhar Divekar, as Managing Director of the Company for a further period of three years with effect from September 1, 2017. This is subject to the approval of the shareholders at this Annual General Meeting.

The Board of Directors at its meeting held on January 30, 2017, also approved the salary and all other terms and conditions of re-appointment of the said Managing Director, subject to approval of the Members in a general meeting.

The main terms and conditions of appointment of Ms. Shilpa Shridhar Divekar (the "Managing Director") as set out in the agreement to be entered are set out as below:

1. The appointment of Managing Director is for the period of three (3) years from September 01, 2017 to August 31, 2020.

2. The Company shall pay to the Managing Director in consideration of the performance of her duties, subject to the ceiling limits prescribed vide applicable provisions of the Companies Act, 2013. The remuneration and the perquisites proposed to be provided to her are as follows:

Sr. No.	Elements	Rupees
(i)	Basic Salary	₹ 62,98,020/- per annum
(ii)	Special Allowances	₹ 26,09,175/- per annum
(iii)	Incentive, Performance Bonus and Increment	As determined by the Board of Directors/Nomination and Remuneration Committee from time to time and within the overall Company's Scheme, target at ₹ 44,08,614/- per annum
(iv)	House Rent Allowance [HRA]	As per Company's Policy (₹ 31,49,010/- Per annum)
(v)	Medical Benefits	a) Mediclaim 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	₹ 5,24,835/- per annum
(vii)	Insurance:	<ul style="list-style-type: none"> ● Group Personal Accident Policy: As per Company's Scheme. ● 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 of Directors from time to time.
(viii)	Leave entitlement	As per Company's Scheme.
(ix)	Contribution to the Provident Fund, Superannuation Fund or any other Fund	As per Company's Scheme.
(x)	Gratuity	As per Company's Scheme*
(xi)	Automobile	A fully maintained Motor Car for official use as per the rules of the Company.
(xii)	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.
(xiii)	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 the Monsanto Company, USA from time to time. Actual cost of this Plan will be paid for by the Company.
(xiv)	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.	
(xv)	(i) The employment may be terminated by the Company without any notice or payment of any kind in lieu of such notice or otherwise in the event any act of dishonesty, disobedience, indulgence in illegal activities or other misconduct on the part of Managing Director or in the case when the Managing Director has been adjudged insolvent or applying to be adjudged insolvent or making a composition or arrangement with her creditors or being held guilty by a court of competent jurisdiction of any offence, whether involving moral turpitude or otherwise.	
	(ii) The Agreement may be terminated by either party giving the other party ninety (90) days' notice.	
(xvi)	In any financial year, the Company has no profits or its profits are inadequate, the Company will pay remuneration as set out in the Agreement, as minimum remuneration to the Managing Director subject to approvals of the Central Government.	
(xvii)	The Managing Director shall not be entitled to receive any sitting fees for attending meetings of the Board or any committee thereof.	

* As per the Gratuity Act/ Company policy.

3. The Managing Director shall be entitled to reimbursement of all actual expenses incurred by her for and on behalf of the Company, in furtherance of its business.

4. The Managing Director shall not, except with the prior written consent of the Board, directly or indirectly engage herself in any other business, occupation or employment including as an employee of or advisor to any group / affiliates or subsidiary companies of Monsanto Company, USA either in India or abroad or take up any other employment, service, occupation, assignment, project, research, engagement etc.
5. The Managing Director shall not directly or indirectly, accept any commission, profits, presents or gratification of any kind from any person, firm or company having dealings with the Company and if she is offered any such commission, profits, presents or gratification, she shall immediately report the same to the Chairman of the Board in writing and if called upon to do so by the Company, shall forthwith hand over the same to the Company.
6. The Managing Director shall not become interested or otherwise concerned directly or indirectly in any selling agency of the Company or distribution or dealership of the Company's products.
7. The Managing Director shall not divulge or disclose any Confidential Information to any person and the Managing Director during her tenure shall make best endeavour to prevent any other person doing so.
8. The Managing director agrees that all the Company's Property which shall come in her possession in the course of her employment shall be the absolute property of the Company and Managing Director upon the termination of the Agreement for any cause whatsoever, deliver up the same to the Company, without claiming any lien thereon and without retaining any copies, notes or excerpts thereof.
9. The Managing Director undertakes on cessation of her employment, she shall immediately vacate the Company leased/owned accommodation, if any.
10. If, during the Term, the Managing Director, either alone or jointly with any person or persons (whether or not said person or persons are employed in the service of the Company) makes or devises any invention, discovery, process or improvement (whether patentable or not) or compiles any data relating to any plant, machinery, appliance, project, process, technique, marketing devices, advertisements, propaganda material, packaging designs etc. or method of manufacture or construction now or hereafter used, made or dealt in by the Company or relating to any plant, machinery, appliance, project, process, technique or method of manufacture or construction which may be substituted for or used in conjunction with any plant, machinery, appliance, project, process, technique or method of manufacture or construction now or hereafter used made or dealt with by the Company ("Intellectual Assets"), are considered as 'works made for hire' and shall be the sole and exclusive assets of the Company and the Managing Director shall have no rights on all such Intellectual Assets of whatsoever nature.
11. The Managing Director shall not any time, on or after the termination of this Agreement, for whatever cause, either personally or by her agent, directly or indirectly:
 - a. represent herself as being in any way connected with or interested in the business of the Company, or
 - b. either on her own account or for any person, firm or company, canvass or solicit orders or business from any customer or client of the Company; and ensure that such person, firm or company shall not do so;
 - c. either on her own account or for any person, firm or company solicit, interfere with or endeavour to entice away from the Company any personnel of the Company; and ensure that such person, firm or Company shall not do so;
 - d. do any other act or thing calculated to prejudice the interests or business activities of the Company; or
 - e. shall not describe herself in any paper, document, name card, advertisement or anywhere else as formerly holding employment with the Company.

Nothing in this clause 11 shall, however, be deemed to prohibit the Managing Director from carrying on, after the termination of this Agreement, her general profession in such manner as shall not unfairly compete with the interests of the Company.
12. The Managing Director shall unless the Company otherwise notifies her in writing, retire from the services of the Company on her attaining the age of sixty (60) years.
13. It is expressly agreed by and between the Parties hereto that:
 - a. any indulgence granted or forbearance shown by the Company in connection with any breach on the part of the Managing Director of any of the provisions, conditions or stipulations herein contained shall not be deemed to imply waiver by the Company of its rights hereunder and shall not preclude the Company from at any time enforcing its rights under this Agreement against the Managing Director;
 - b. any termination by the Company of the Managing Director's employment and this Agreement shall be without prejudice to any claim, which the Company may have against her in respect of any act or omission,



whether committed before or at the time of the termination of the Agreement and her employment hereunder

Your directors are of the opinion that since, Ms. Shilpa Shridhar Divekar has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period, it would be in the interest of the Company to continue with the employment of Ms. Shilpa Shridhar Divekar as Managing Director of the Company.

The draft Agreement to be entered into between the Company and Ms. Shilpa Shridhar Divekar is available for inspection by the Members of the Company pursuant to the provisions of Section 190 of the Companies Act, 2013, at its registered office at Ahura Centre, 5th Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai 400 093 on any working day of the Company up to the date of Annual General Meeting.

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 2017-18 was recommended by the Audit Committee to the Board in its meeting held on May 05, 2017. Pursuant to provisions of Section 148 of Companies Act, 2013 and Rules made thereunder, it was 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 09.00 A.M to 05.00 P.M on all working days except Saturday, Sundays and Public Holidays upto and including the date of the 67th 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 shareholders. Hence this resolution is put for the consideration of the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial 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, 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 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 Regulation 23(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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. Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 further states that all material related party transactions shall require approval of the Members through resolution and the related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Monsanto Company, USA is a related party within the meaning of section 2(76) of the Act and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Except for purchase of IPA Salt of Glyphosate technical, none of the transactions proposed for approval of the members, in the two financial years ending March 31, 2018 and March 31, 2019, are material by themselves.

However, these transactions considered together with the other material related party transactions of the Company with Monsanto Company, USA 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, 2017. Accordingly, these transactions proposed for the financial year ending March 31, 2018 and March 31, 2019 are deemed to be material in terms of Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the relevant financial years which requires approval of the Members by a 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:

PURCHASE OF IPA SALT OF GLYPHOSATE TECHNICAL

Your Company purchases the base material (IPA salt of Glyphosate technical) for manufacturing Round-up[®], from the Company's ultimate holding company, Monsanto Company,

USA, with a view to maintaining quality standards and reliability of supplies of the product. This enables the Company to manufacture Round-up® of the same quality and standard as produced everywhere globally and helps marketing the Product. Glyphosate technical, is the base material for manufacture of Round-up® which is a broad spectrum, Glyphosate-based, post-emergent systemic herbicide for weed management and the flagship of the Company's herbicides business.

Your Company has been manufacturing high quality Roundup® (hereinafter also referred to as 'Product') for more than 20 years and has been purchasing IPA salt of Glyphosate technical from the Monsanto Company, USA to maintain quality standards of the Product. Your Company is a leading player in the market for sale of herbicides and has a sizeable share in the market. The business is important to the Company as it contributes to the turnover and profits of the Company.

The total imports for the previous financial year i.e. 2016-17 was ₹ 78.72 crore (Rupees Seventy Eight crore seventy two lakh). For the financial year ending March 31, 2018 and March 31, 2019, the estimates stand at an aggregate value not exceeding ₹ 200 crore (Rupees Two Hundred crore) each for financial year ending March 31, 2018 and March 31, 2019. These proposed transactions are in the ordinary course of business and at arm's length basis.

All source for purchase of IPA Salt of Glyphosate technical is required to be registered by the importer with the Ministry of Agriculture, Government of India, under The Insecticide Act, 1968. Our current source of purchase from Monsanto Company, USA is an approved source for purchase of IPA Salt of Glyphosate technical by the Ministry of Agriculture, Government of India, under The Insecticide Act, 1968. Any change in the registered source of purchase of IPA Salt of Glyphosate technical with the Ministry of Agriculture, Government of India, may take, anywhere upto 2 years from the date of application for making such change.

Purchase of IPA Salt of Glyphosate technical by the Company from Monsanto Company, USA shall be beneficial to the Company considering the quality of the product. It is in the interest of the Company, therefore, to import the technical material from the Seller to continue to manufacture the Product.

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 Company, 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 Company, USA at 4% of the annual net sales of such hybrids.

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 a key element for better and new corn hybrid development, it helps the Company in providing a 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 corn germplasm are not made or are not used in the development of new hybrid.

The total value of royalty paid on germplasm import for the year ending March 31, 2017 was ₹ 7.84 crore (Rupees Seven crore eighty four lakh) (4% of annual net sales of hybrids derived from the use of imported germplasms). Based on the demand for growth for such hybrids, the expected value of payment of royalty at 4% of the annual net sales are estimated at a value not exceeding ₹ 15 crore (Rupees Fifteen crore) each for the financial years ending March 31, 2018 and March 31, 2019. The resolution placed before the Members, is on the basis of these estimates. These proposed transactions are in the ordinary course of business and at arm's length basis. 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 Company, 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 charge for the previous financial year i.e. 2016-17 was NIL. For the financial year ending March 31, 2018 and 2019, the estimates stand at an aggregate value not exceeding ₹ 30 lakh (Rupees Thirty lakh) for financial year ending March 31, 2018 and an aggregate value not exceeding ₹ 50 lakh (Rupees Fifty lakh) for financial year ending March 31, 2019. These proposed transactions are in the ordinary course of business and at 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 good quality control and manufacturing process. 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.

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 Company, 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 Company, 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 Company, USA for these equipments to your Company and charged to other Monsanto regions in the past have been the same. These proposed transactions are in the ordinary course of business and at arm's length basis. The total cost of imports of such equipments made for the financial year ending March 31, 2017 was NIL. The estimated cost of all equipments to be procured for the year ending March 31, 2018 and March 31, 2019 will not exceed ₹ 2 crore (Rupees Two crore) 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 receipt of invoice. 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/by your Company. Currently there is no employee deputed, hence there is no cost.
- Technical support - As a part of global initiative, your Company/ Monsanto Company, USA leverages some of the global competencies/ process/IT system for improving its operations. This also includes testing of corn samples for ensuring quality standards. The cost of such technical support is being debited to/by your Company.
- Stock options - As a part of efforts to hire and retain best talent, Monsanto Company, USA, operates stock options scheme/other equity based awards for specific categories of employees. Costs pertaining to employees from Monsanto India Limited are debited to/by your Company.

These proposed transactions are in the ordinary course of business and at arm's length basis. For the financial year ending March 31, 2017, the reimbursements have been as follows:

- Expenses charged to your Company - ₹ 0.82 crore (Rupees Eighty Two lakh)
- Expenses charged by your Company - ₹ 0.17 crore (Rupees Seventeen lakh)

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. ₹ 3 crore (Rupees Three crore) charged to the Company for each of the financial years ending March 31, 2018 and March 31, 2019;
- ii. ₹ 3 crore (Rupees Three crore) charged by the Company for each of the financial years ending March 31, 2018 and March 31, 2019.

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 Monsanto Company, USA – Ultimate Holding Company, related party are given below:

Particulars	Purchase of IPA salt of glyphosate technical	Royalty Payment on Import of Germplasm	Product Development Charges	Testing of samples of IPA Salt and K-Salt	Import of miscellaneous equipment	Reimbursement of expenses
Name of the director(s) or key managerial personnel who are related	None	None	None	None	None	None
Nature of transaction	<p>Purchase of IPA Salt of Glyphosate technical</p> <p>For its Roundup business MIL imports one of the key raw material (IPA Salt of Glyphosate technical) to maintain quality standards and reliability of supplies from Monsanto Company.</p> <p>Under The Insecticide Act, 1968, source from which IPA Salt of Glyphosate technical is procured is required to be registered with Government of India, Ministry of Agriculture Our current source of purchase from Monsanto company USA is approved source for purchase of IPA Salt of Glyphosate technical by Government of India, Ministry of Agriculture</p>	<p>Non exclusive license to Germplasm technology</p> <p>MIL leverages global germplasm pool for development of new hybrids for Indian operations. The germplasm is supplied by Monsanto Company free of cost.</p> <p>MIL uses such germplasm for development of new hybrids for India market.</p> <p>On successful commercialization of hybrids containing imported germplasm, MIL pays royalty to Monsanto company at 4% of the net sales of the Company.</p>	<p>MIL sends its germplasm lines to Monsanto Company.</p> <p>Monsanto Company does trait integration on germplasm lines sent by MIL and sends it back to MIL.</p> <p>This is charged to MIL on per hybrid basis.</p>	<p>MIL is required to test samples of IPA Salt and K-Salt (ingredients of Glyphosate) with Monsanto Company, 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 MIL for the farmers.</p> <p>Monsanto Company does not charge MIL for any of these testing processes. Only shipping and other incidental charges are borne by MIL and no payments are made to Monsanto Company.</p> <p>The proposed transactions do not involve the payment of price or consideration by the Company. Monsanto Company provides this service to other Monsanto entities in other regions of the world, without charging any cost for this service from such Monsanto entities. Accordingly, arm's length pricing is not applicable in the transactions</p>	<p>MIL 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 MIL. The prices to be charged by Monsanto Company for these equipments to MIL and charged to other Monsanto regions in the past have been the same. The proposed imports are entered into by MIL in the ordinary course of business and are always priced on an arm's length basis.</p>	<p>Reimbursement of Expenses at cost on ongoing basis.</p> <p>Expenses charged to MIL</p> <p>It includes</p> <ol style="list-style-type: none"> 1) Stock option/other equity based awards - As a part of its global effort to retain employees, Monsanto Company operates stock options scheme/ other equity based awards for employees, all over the globe above specific category, the cost pertaining to MIL employees is debited to MIL. 2) Manpower Cost- In order to leverage global talent pool of employees, certain employees are deputed from time to time to other company including MIL. All expenses relating to these specific employees for their period of deputation is debited to MIL. Currently there is no employee deputed, Hence there is no cost. 3) Technical support-As a part of global initiative MIL leverages some of the global competencies/ process/IT system for improving it operations. This also includes testing of corn samples for ensuring quality standards. The cost of such technical support is being debited to MIL. 4) Samples - As a part of research undertaken by Breeding, MIL get some samples from Monsanto Company. Samples are at free of cost. <p>Expenses charged by MIL</p> <p>It includes-</p> <ol style="list-style-type: none"> 1) Manpower Cost- In order to leverage global talent pool of employees, certain employees are deputed from time to time to other company from MIL. All expenses relating to these specific employees for their period of deputation is debited to Monsanto Company by MIL 2) Technical support-As a part of global initiative Monsanto Company leverages some of the global competencies/ process/ IT system for improving it operations. The cost of such technical support is being debited by MIL. 3) As a part of development of global talent pool Monsanto Company conducts various training and seminars for its employee and bears such cost of training even if such employee belong to MIL.



Particulars	Purchase of IPA salt of glyphosate technical	Royalty Payment on Import of Germplasm	Product Development Charges	Testing of samples of IPA Salt and K-Salt	Import of miscellaneous equipment	Reimbursement of expenses
Material terms of the contract/ arrangement/ transactions	<p>A. Price Negotiated Price based on exchange rate parity reviewed on periodic basis.</p> <p>B. Payment Terms: Payment to be made by the Company within 60 days of receipt of invoice.</p> <p>Period: 2 years</p>	<p>A. Price - To be determined on an arm's length basis.</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>Period: 2 years</p>	<p>A. Price - To be determined on an arm's length basis.</p> <p>B. Payment Terms: Payment to be made by the Company within 30 days of receipt of invoice.</p> <p>Period: 2 years</p>	<p>A. Price Free of cost</p>	<p>A. Price To be determined on arm's length basis.</p> <p>A. Payment Terms: Payment to be made by the Company within 30 days of receipt of invoice.</p> <p>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>Period : 2 years</p>
Actual Payments from April 2016 to March 2017	₹ 78.72 crore (Rupees Seventy Eight crore seventy two lakh)	₹ 7.84 crore (Rupees Seven crore eighty four lakh)	None	None	None	Expenses charged to MIL- ₹ 0.82 crore (Rupees Eighty Two lakh) Expenses charged by MIL- ₹ 0.17 crore (Rupees Seventeen lakh)
Monetary value	Not exceeding ₹ 200 crore each (Rupees Two Hundred crore) for financial years ending on March 31, 2018 and March 31, 2019	Not exceeding ₹ 15 crore (Rupees Fifteen crore) each for financial years ending on March 31, 2018 and March 31, 2019	<ul style="list-style-type: none"> ● Not exceeding ₹ 30 lakh (Rupees Thirty lakh) for financial year ending March 31, 2018; and ● Not exceeding ₹ 50 lakhs (Rupees Fifty lakh) for the financial year ending March 31, 2019 	Not Applicable Shipping and other incidentals are borne by MIL which are not payable to the ultimate holding company	Not exceeding ₹ 2 crore (Rupees Two crore) for each of the financial years ending March 31, 2018 and March 31, 2019	Financial year ending March 31, 2018 <ul style="list-style-type: none"> ● Expenses to be charged to and by the Company - ₹ 3 crore (Rupees Three crore) each Financial year ending March 31, 2019 <ul style="list-style-type: none"> ● Expenses to be charged to and by the Company - ₹ 3 crore (Rupees Three crore) each
Are the transactions in the ordinary course of business	Yes	Yes	Yes	Yes	Yes	Yes
Are the transactions on an arm's length basis	Yes	Yes	Yes	Yes	Yes	Yes
Whether the transactions have been approved by the Audit Committee and the Board of Directors	Yes	Yes	Yes	Yes	Yes	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. The Audit Committee has recommended the same to Board of Director and the Board of Director 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 Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

By Order of the Board of Directors

Mumbai
May 05, 2017

Monika Gupta
Company Secretary & Compliance Officer

Registered Office:

Ahura Centre, 'B' Wing, 5th Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. India
Tel No.: +91-22-2824 6450 / 6702 9851
Fax No.: +91-22-2824 4707 / 6702 3361

Annexure

DETAILS OF DIRECTORS RETIRING BY ROTATION SEEKING APPOINTMENT/RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Director	Mr. Piyush Ramesh Nagar	Ms. Shilpa Shridhar Divekar
Director Identification No.	02272383	06619353
Date of appointment	23/03/2016	01/09/2014
Date of Birth	17/10/1979	30/11/1973
Expertise in specific functional areas	He has extensive and diverse career experience of over 12 year across multiple sectors which he gained through working in various Tata Group Companies as TAS officer and in Monsanto	She has extensive and diverse experience of over 15 years across the agriculture and food sectors.
Qualifications	IIT Bombay (B. Tech, Chemical Engineering) and IIM Calcutta (PGDM)	MBA, Cost Accountant and Post Graduate in Commerce
Directorship as on March 31, 2017*	–	<ul style="list-style-type: none"> ● Monsanto India Limited (L) ● Mahyco Monsanto Biotech (India) Private Limited (U) ● Maharashtra Hybrid Seeds Company Private Limited (U) ● Croplife India (U)
Committee Chairmanship/ Membership as on March 31, 2017*	–	Monsanto India Limited – Stakeholders Relationship Committee (M)
Shareholding in Monsanto India Limited	NIL	NIL

* 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

By Order of the Board of Directors

Mumbai
May 05, 2017

Monika Gupta
Company Secretary & Compliance Officer

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Financial Summary for 10 Years

Particulars	(₹ in crores)									
	2016-17	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08
I INCOME, PROFIT & DIVIDEND										
Sales (Net)	635.82	536.41	546.63	576.49	436.54	367.98	358.26	410.14	387.00	365.23
Other Income	18.34	19.34	31.06	19.54	22.79	20.94	13.50	12.54	15.14	66.56(1)
Total Income	654.16	555.75	577.69	596.03	459.33	388.92	371.76	422.68	401.15	431.79
Profit Before Depreciation, Interest & Tax	170.11	122.05	137.31	158.04	86.56	70.42	61.38	69.53	100.51	138.17
Depreciation and Exceptional Items	9.06	9.32	7.92	11.89	10.89	9.00	10.81	11.48	13.35	12.70
Profit Before Interest & Tax and Exceptional Items (PBIT)	161.05	112.73	129.39	139.25	75.67	61.42	50.57	58.05	87.16	125.47
Interest	1.10	0.68	0.41	0.51	0.70	1.28	0.28	0.29	0.24	0.35
Profit Before Exceptional Items & Tax	159.95	112.05	128.98	138.74	74.97	60.14	50.29	57.76	86.92	125.12
Exceptional Items	1.29	2.89	-	-	-	-	-	-	-	-
Profit Before Tax (PBT)	158.66	109.16	128.98	138.74	74.97	60.14	50.29	57.76	86.92	125.12
Tax	11.13	7.91	22.68	15.85	7.63	9.95	7.46	3.95	13.39	24.95
Profit After Tax (PAT)	147.53	101.25	106.30	122.89	67.34	50.19	42.83	53.81	73.53	100.17
Dividend	25.89	51.79	62.14	158.82	37.99	34.52	17.26	15.10	20.71	178.66
Dividend - ₹ per share	15.00(11)	30.00(10)	36.00(9)	92.00(8)	22.00(7)	20.00(6)	20.00(5)	17.50(4)	24.00(3)	207.00(2)
II SHARE CAPITAL & CAPITAL EMPLOYED										
Share Capital	17.26	17.26	17.26	17.26	17.26	17.26	8.63	8.63	8.63	8.63
Reserves and Surplus	512.36	395.99	357.07	327.24	390.16	367.13	365.69	342.95	306.78	257.48
Net Worth (Shareholders' Fund)	529.62	413.25	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11
Loans (Secured and Unsecured)	-	-	-	-	-	-	-	-	-	-
Total Capital Employed	529.62	413.25	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11
Represented by										
Fixed Assets (Net)	106.51	95.05	87.85	88.50	89.16	91.99	92.72	115.60	113.62	114.43
Investments	347.93	157.49	189.48	266.73	250.94	195.78	151.36	80.72	57.97	255.14
Net Current/Non Current other Assets	75.18	160.71	97.00	(10.73)	67.32	96.62	130.24	155.26	143.82	(103.46)
Total Assets	529.62	413.25	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11
III RETURN										
On Sales (PBT) %	25	20	24	24	17	16	14	14	22	34
On Capital Employed (PBIT) %	30	27	35	40	19	16	14	17	28	47
On Shareholders' Funds (PAT) %	28	25	28	36	17	13	11	15	23	38
Per Share (PAT) ₹	85.48	58.66	61.59	71.20	39.01	29.07	49.62	62.36	85.20	116.05

(1) Include divestiture Income

(2) 1st Interim dividend of ₹ 12, 2nd Interim dividend of ₹ 180 as a 'Special dividend' and Final dividend of ₹ 15.

(3) Interim dividend of ₹ 12 and Final dividend of ₹ 12

(4) Interim dividend of ₹ 10 and Final dividend of ₹ 7.50

(5) Interim dividend of ₹ 10 and Final dividend of ₹ 10

(6) Interim dividend of ₹ 10 and Final dividend of ₹ 10

(7) Interim dividend of ₹ 10 and Final dividend of ₹ 12

(8) Including Special dividend of ₹ 50, Interim Dividend of ₹ 12 and Final dividend of ₹ 30

(9) Including Interim Dividend of ₹ 18 and Final proposed dividend of ₹ 18

(10) First Interim Dividend of ₹ 15 and Second Interim Dividend of ₹ 15

(11) Interim Dividend of ₹ 15

Directors' Report

TO THE MEMBERS,

Your Directors have pleasure in presenting their 67th Annual Report on the business and operations of the Company and the financial results for the Financial Year ended March 31, 2017.

FINANCIAL HIGHLIGHTS

The financial performance of your Company, for the year ended March 31, 2017 is summarized below:

	(₹ in crores)	
	Year ended March 31, 2017	Year ended March 31, 2016
Net Sales	640.71	541.57
Profit Before Taxes	158.66	109.16
Taxation	11.13	7.91
Balance of Profit	147.53	101.25
Add: Balance brought forward from previous year	128.54	89.62
Amount Available for Appropriation	276.07	190.87
Appropriated As Under:		
a. Interim Dividend	25.89	51.79
b. Tax on Interim Dividend	5.27	10.54
c. Proposed Final Dividend	-	-
d. Tax on proposed Final Dividend	-	-
e. Transfer to General Reserve	-	-
Balance in Statement of Profit & Loss	244.91	128.54

FINANCIAL & OPERATIONAL HIGHLIGHTS

During the financial year (F.Y.) 2016-17, your Company posted a Profit After Tax (PAT) of ₹ 147.53 crore as compared to previous year PAT of ₹ 101.25 crore (increased by 45.71%). Pre-tax profits is higher by 45.35% at ₹ 158.66 crore (previous F.Y. ₹ 109.16 crore).

Due to good wide spread monsoon in Kharif 2016 resulted in the Net Turnover for the year under review, increased to ₹ 640.71 crore compared to ₹ 541.57 crore for the previous F.Y. (increase by 18.31%).

Your Company's seeds' (DEKALB®) sale is higher at ₹ 438.64 crore in the F.Y. 2016-17 vis-à-vis ₹ 354.96 crore in the F.Y. 2015-16, indicating a growth of 23.57%. A strong kharif 2016 and spring performance coupled with successful portfolio transition led to this growth.

Net Sales of Roundup® during the year stands at ₹ 197.18 crore compared to the previous year net sales of ₹ 181.45 crore (higher by 8.67%). The increase was led by volume growth, while realisation continued to be under competitive pressures arising out of lower prices for most parts of the year.

In the year under review the operating expense for the year is ₹ 204.25 crore, which is a increase of 8.41% over previous year.

DIVIDEND

During the financial year 2016-17, your Company had declared an interim dividend of ₹ 15/- (Rupees fifteen only) per equity share. In addition, your Directors are pleased to recommend a payment of ₹ 15/- (Rupees Fifteen only) per equity share as the final dividend for the financial year ended March 31, 2017. If approved by the members at the Annual General Meeting to be held on August 10, 2017, the total dividend (interim and final dividend) for the financial year 2016-17 would be ₹ 30/- (Rupees Thirty only) per equity share.

In terms of Regulation 43A of SEBI Listing Regulations (LODR), your Company has formulated the Dividend Distribution Policy of the Company which is annexed as **(Annexure 1)** and forms a part of this Report. The policy is in accordance with the parameters prescribed under the Listing Regulations and is also available on the website of the Company at www.monsantoindia.com.

TRANSFER TO RESERVES

The Company has not transferred any amount to general reserve.



INDIAN ACCOUNTING STANDARDS (IND AS) – IFRS CONVERGED STANDARDS

Your Company has adopted IND - AS with effect from April 1, 2017 pursuant to Ministry of Corporate Affairs' notification dated February 16, 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors appointed Mr. Saurabh Vaidya as the Chief Financial Officer and Key Managerial Personnel of the Company, with effect from August 4, 2016 on the recommendation made by Audit Committee and Nomination and Remuneration Committee.

Ms. Chandana Dhar tendered resignation as the Company Secretary and Key Managerial Personnel of the Company effective, December 23, 2016. Your Directors place on record their sincere appreciation of the valuable contribution made by her during her tenure as Company Secretary of the Company.

Your Board appointed Ms. Monika Gupta as the Company Secretary and Key Managerial Personnel of the Company w.e.f. January 30, 2017 on the recommendation made by Nomination and Remuneration Committee.

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

A brief profile of Mr. Piyush Nagar (DIN: 02272383) and the details of directorship held by him, forms a part of the Notice convening the 67th Annual General Meeting, contained in this Annual Report.

The Independent Directors of your Company have confirmed that they meet the criteria of independence as prescribed under Section 149 of the Act and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

There is no change in the composition of the Board of Directors during the year under review

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 details of familiarisation programs provided to the Directors of the Company are available on the website www.monsantoindia.com.

FORMAL ANNUAL EVALUATION OF BOARD OF DIRECTORS, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 criteria applied in the Board evaluation process is explained in the Corporate Governance Report.

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

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee Meetings are prescheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed at the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. The Agenda of the Board/Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

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

COMMITTEES OF THE BOARD

Currently, there are five (5) Committees of the Board, namely

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- 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.

INTERNAL FINANCIAL 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 and corrective actions thereon are presented to the Audit Committee of the Board.

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of fraud, error reporting mechanisms, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial statements and disclosure.

STATUTORY AUDITORS AND AUDITOR'S REPORT

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (FRN: 117366W/W-100018) were appointed Statutory Auditors of your Company for a term of three years from the conclusion of the 64th Annual General Meeting held on August 22, 2014

till the conclusion of the 67th Annual General Meeting, subject to ratification by members at every subsequent Annual General Meeting.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, retire as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting. The Audit Report given by the Auditors on the financial statements of your Company is part of the Annual Report. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

In terms of the provisions of Section 139, of the Companies Act, 2013 and the Rules made thereunder, it is mandatory to rotate the statutory auditors on completion of the maximum terms as permitted under the said section. Accordingly, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, retire as Statutory Auditors of the Company from the conclusion of the ensuing Annual General Meeting as they have been the Auditors of your Company since 2001 and have completed a term of 16 years (including three years of transitional period allowed under Section 139 read with the Companies (Audit and Auditors) Rules, 2014).

The Audit Committee and the Board, at their respective meetings held on May 05, 2017, have recommended the appointment of M/s. MZSK & Associates, Chartered Accountants, (Firm Registration No :105047W), as Statutory Auditors of the Company. M/s. MZSK & Associates will hold office for a period of five consecutive years from the conclusion of 67th Annual General Meeting of the Company till the conclusion of 72nd Annual General Meeting to be held in the year 2022, subject to the approval of shareholders of the Company at the ensuing Annual General Meeting and subsequent ratification at each Annual General Meeting upto the 72nd Annual General Meeting. Appropriate resolution for the same has been included in the Notice convening the 67th AGM of the Company.

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 2016-17 to conduct the audit of the cost records of the Company.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder and as per the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on May 05, 2017, had re-appointed M/s ABK & Associates, (Registration no. 000036) as the Cost Auditors of your Company for the financial year 2017-18 to conduct the audit of the cost records of the Company. A resolution for ratification of the remuneration of the said Cost



Auditors is included in the Notice convening the 67th AGM of the Company for seeking approval of members. 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 within the period stipulated under the Act.

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 2016 - 17 is annexed as **(Annexure 2)** and forms a part of the Board's Report to the Members. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has appointed M/s. Vinod Kothari & Co., Practising Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2017 - 18.

EXTRACT OF THE ANNUAL RETURN

In accordance with requirements under Section 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the details forming part of the extract of the Annual Return in form MGT 9 is annexed as **(Annexure 3)**.

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 is annexed as **(Annexure 4)**.

The Policy for the same is available on: <http://www.monsanto.com/global/in/whoware/pages/policies.aspx>.

DETAILS OF ESTABLISHMENT OF VIGIL / WHISTLE BLOWER MECHANISM FOR DIRECTOR AND EMPLOYEES

Your Company maintains a Code of Business Conduct and Anti-Corruption Program. Additionally, a vigil/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 Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 facility 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 and Regulation 19 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Nomination and Remuneration policy is annexed as **(Annexure 5)**, 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 6)**.

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>.

CORPORATE GOVERNANCE CERTIFICATE

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 Compliance Certificate from the Statutory Auditors regarding of compliance of conditions of corporate governance as stipulated under regulation 34 SEBI Listing Regulations, 2015 is annexed to the report as **(Annexure 7)**.

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 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.

BUSINESS RESPONSIBILITY REPORT

As stipulated under Regulation 34 of the SEBI Listing Regulations, the Business Responsibility Report on Company's as required by Regulation 34(2) of the Listing Regulations, initiatives on environmental, social and governance aspects forming part of this report is given as a separate section of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

A Management Discussion and Analysis on the business and operations of the Company as required by Regulation 34(2) of the Listing Regulations, forming part of this report is given as a separate section of the Annual Report.

PERSONNEL

Disclosures with respect to the remuneration of Directors, KMPs and employees 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 given in **(Annexure 8)** to this Report.

Details of employee remuneration as required under provisions of Section 197(12) of the Act read with Rule 5(2) & 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form part of this Report. In terms of the first proviso to Section 136(1) of the Act, the reports and accounts are being sent to the shareholders excluding the aforesaid remuneration.

Any shareholder interested in inspection of the documents pertaining to the above information or desiring a copy thereof may write to the Company Secretary.

Total number of permanent employees employed with your Company as on March 31, 2017 is 268 as compared to 290 as on March 31, 2016.

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 9)** and forms part of this report.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The details of earnings and expenditure in foreign currency are given in Note 29 and 30 in the Notes to the Accounts forming part of the Financial Statements.

POLICY AGAINST SEXUAL HARASSMENT AT WORKPLACE

The Company has zero tolerance towards sexual harassment at the workplace and has constituted an Internal Complaints' Committee for prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Section 4(1) of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder.

No cases of Sexual Harassment were received during the year under review.

AWARDS

Your Company has been recognised for being one of the 100 Best Companies for Women in India by Working Mother & Avtar. The "2016 Working Mother & Avtar Best Companies for Women in India" (BCWI) Project is India's largest self-tracking, self-reporting and self-evaluating opportunity for companies to benchmark themselves with regard to policies and practices for women's career advancement.

Your Company not only features in the list of top 10 "Great Places to Work", but also focuses extensively on "Diversity" as a core ingredient of day – to – day lives.

Your Company's, India Supply Chain manufacturing site at Shamirpet won the British Safety Council – 2017 International Safety Award in Merit Category in March 2017. This prestigious award signifies that the site excels in identifying the most significant health and safety hazards. It implements robust control measures for the most significant hazards and evaluate them for effectiveness. The site depicts a strong leadership

commitment to implement a robust ESH management system based on a Plan-Do-Check-Act (PDCA) cycle to ensure continual improvement. The site has strong management of change process and all relevant stakeholders are involved with the risk assessment process. Senior management at the site positively influences internal and external stakeholders including contractors and communities.

Silvassa site of your Company won Third prize in the Manufacturing Category in the 12th edition of CII's Western Region Safety, Health and Environment (SHE) Excellence Award 2016. The site won after multiple rounds of short-listing including a detailed written application, presentation and actual site visit by three subject matter experts appointed by CII.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except ESOS referred to in this Report.
4. The Managing Director of the Company does not receive any remuneration or commission from its Holding Company.

5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
6. Particulars of Loans given, Investments made, Guarantees given and Securities provided
7. Changes in nature of business.
8. Material changes and commitments affecting the financial position of the Company between end of the financial year and the date of this report.
9. Reporting of fraud by auditors in terms of Section 143(12) of the Act.

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

Mumbai
May 05, 2017

Sekhar Natarajan
Chairman
DIN: 01031445

Annexure 1

Dividend Distribution Policy of Monsanto India Limited

The Board of Directors (the "Board") of Monsanto India Limited ("the Company") has adopted the Dividend Distribution Policy (the "Policy") of the Company as required in terms of Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations") in its meeting held on March 23, 2017.

EFFECTIVE DATE

The Policy shall become effective from the date of its adoption by the Board i.e. March 23, 2017.

PURPOSE, OBJECTIVES AND SCOPE

The Securities Exchange Board of India vide its notification dated June 17, 2016 has amended the Listing Regulations by inserting Regulation 43A to make it mandatory to have a Dividend Distribution Policy in place by the top five hundred listed companies based on their market capitalization calculated as on the 31st day of March of every financial year. Considering the provisions of the aforesaid Regulation 43A, the Board of the Company has laid down a broad framework for considering the subject of decisions with regard to distribution of dividend to its shareholders and/ or retaining or ploughing back profits. The Policy sets out the circumstances and different factors for consideration by the Board at the time of taking such decisions of distribution or of retention of profits, in the interest of providing transparency to the shareholders such that they be enabled to take better investment decisions.

The Policy shall not apply in the following cases:

- Distribution of dividend in kind, i.e. by issue of fully or partly paid bonus shares or other securities, subject to applicable law;
- Distribution of cash as an alternative to payment of dividend by way of buyback of equity shares;
- Determination and declaration of dividend on preference shares as the same will be as per the terms of issue approved by the shareholders;
- Where strategic agreements have been entered into by the Company with any investor, where such agreements have negative covenants with respect to seeking approval of the shareholders before declaration of dividend.

A. GENERAL POLICY OF THE COMPANY AS REGARDS DIVIDEND

Subject to the considerations as provided in the Policy, the Board shall determine the dividend payout in a particular year, after

taking into consideration the operating and financial performance of the Company, the advice of the executive management including the CFO, and other relevant factors.

B. PARAMETERS RELEVANT FOR DECISION OF DIVIDEND PAYOUT

The Board shall consider the following, while taking decisions of a dividend payout during a particular year-

Prudential requirements

The Company shall analyse its prospective projects and strategic decisions in order to determine the dividend payout-

- to build a healthy reserve of retained earnings;
- to augment long-term strength;
- to build a pool of internally generated funds to provide long-term resources as well as resource-raising potential for the Company; and
- the needs for capital conservation and appreciation.

Proposals for major capital expenditures etc.

In addition to making provision for ploughing back earnings on account of depreciation, the Board may also take into consideration the need for replacement of capital assets, expansion and modernization or augmentation of capital stock, including any major capital expenditure proposals.

Extent of realized profits as a part of the GAAP profits of the Company

The extent of realized profits out of its profits, calculated as per GAAP, affects the Board's decision of determination of dividend for a particular year. The Board is required to consider such factors before taking any dividend or retention decision.

Expectations of major stakeholders, including small shareholders

The Board, while considering the decision of dividend payout or retention of a certain amount or entire profits of the Company, shall, as far as possible, consider the expectations of all the stakeholders including the small shareholders of the Company who generally expect a regular dividend payout.

C. OTHER FINANCIAL PARAMETERS

In addition to the aforesaid parameters such as realized profits and proposed major capital expenditures, the decision of dividend payout or retention of profits shall also be based the following-

Operating cash flow of the Company

If the Company cannot generate adequate operating cash flow, it may need to rely on outside funding to meet its financial obligations and sometimes to run its day-to-day operations. The Board will consider the same before deciding whether to declare dividend or retain the profits of the Company.

Net sales of the Company

To increase its sales in the long run, the Company will need to expand its capacity in order to increase its sales such as marketing and selling expenses, advertising etc. The amount outlay in such activities will influence the decision of declaration of dividend.

Return on invested capital

The efficiency with which the Company uses its capital will impact the decision of dividend declaration.

Magnitude of earnings of the Company

Since dividend is directly linked with the availability of earning over the long haul, the magnitude of earnings will significantly impact the dividend declaration decisions of the Company.

Cost of borrowings

The Board will analyze the requirement of necessary funds considering the long term and short term requirements of the Company and the viability of the options in terms of cost of raising necessary funds from outsiders such as bankers, lending institutions or by issuance of debt securities or plough back its own funds.

Obligations to creditors

The Company should be able to repay its debt obligations without much difficulty over a reasonable period of time. Considering the volume of such obligations and time period of repayment, the decision of dividend declaration shall be taken.

Inadequacy of profits

If during any financial year, the Board determines that the profits of the Company are inadequate, the Board may decide not to declare dividend for that financial year.

Post dividend Earnings Per Share (EPS)

The post dividend EPS can have strong impact on the funds of the Company, thus, impacting

- (i) the overall operations of the Company on a day-to-day basis;
- (ii) profits of the Company; and
- (iii) the decision for dividend declaration during a particular year.

The following will also require to be taken into account:

- (i) Provisioning levels and provision coverage;
- (ii) Possibilities of alternate usage of cash, including capital expenditure; and
- (iii) Unforeseen events and contingencies with financial implications.

D. FACTORS THAT MAY AFFECT DIVIDEND PAYOUT

External Factors

Taxation and other regulatory concern

- Dividend distribution tax or any tax deduction at source as required by applicable tax regulations in India, as may be applicable at the time of declaration of dividend.
- Any restrictions on payment of dividend by virtue of any regulation as may be applicable to the Company at the time of declaration of dividend.
- Relevant international economic trends.

Product/ market expansion plan

The Company's growth oriented decision to conserve cash in the Company for future expansion plan impacts shareholders' expectations for the long run which shall have to consider by the Board before taking dividend decision.

Macroeconomic conditions

Considering the general economic situation in India, policy decisions being formulated the management may retain a larger part of the profits to have sufficient reserves to absorb unforeseen circumstances.

Competition

Faced with competition in the market impacting the prospects of growth of the Company, the Company will require to take that aspect into account while declaring the dividend.

Internal Factors

Past performance/ reputation of the Company

The trend of the performance/ reputation of the Company during the past years with specific reference to the revenue which the products manufactured by the Company in the market generate, determine the expectation of the shareholders.

Working capital management in the Company

The current working capital management system within the Company also impacts the decision of dividend declaration.

Age of the Company and its product/market

The age of the Company and its product or the market in which the Company operates will be one of the most significant determining factors for ascertaining the profitability of the Company and dividend declaration or retention.

Amount of cash holdings in the Company

In the absence of any major expansion plan or capital investments or other strategic investment plans in the hands of the Company, the investors may not appreciate excessive cash holdings in the Company. The Board shall have to consider the same before taking any decision of dividend declaration.

Corporate restructuring

Corporate restructuring or scheme of arrangement having a financial impact on the Company will also impact the dividend disbursement by the Company.

E. CIRCUMSTANCES UNDER WHICH DIVIDEND PAYOUT MAY OR MAY NOT BE EXPECTED

Dividend shall not be declared out of reserves. The Board shall consider the factors provided above under Paras A, B, C and D before determination of any dividend payout, after analyzing the prospective opportunities and threats, viability of the options of dividend payout or retention etc. The decision of dividend payout shall, majorly be based on the aforesaid factors considering the balanced interest of the shareholders and the Company.

F. MANNER OF DIVIDEND PAYOUT

The discussion below is a summary of the process of declaration and payment of dividend, and is subject to applicable regulations:

In case of final dividend

1. Recommendation for declaration of dividend shall be made by the Board taking into account the financial position of the Company and shall usually be made in the meeting.
2. The dividend has recommended shall be placed for approval before the shareholders at the Annual General Meeting.
3. The payment of dividend shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable law.

In case of interim dividend

1. Interim dividend, if any, shall be declared by the Board.
2. Before declaring interim dividend, the Board shall consider the financial position of the Company that allows the payment of such dividend.

3. The payment of dividend shall be made within 30 days from the date of declaration to the shareholders entitled to receive the dividend on the record date as per the applicable laws.

G. MANNER OF UTILISATION OF RETAINED EARNINGS

The Board may retain its earnings in order to make better use of the available funds and increase the value of the shareholders in the long run.

The retained earnings shall be utilized for:

- (i) Capital expenditure;
- (ii) Building up reserves;
- (iii) Unforeseen requirements; and
- (iv) Long-term strategic requirements.

The decision of utilization of the retained earnings of the Company shall be based on the following factors:

- Market expansion plan;
- Product expansion plan;
- Increase in production capacity;
- Modernisation plan;
- Diversification of business;
- Long-term strategic plans;
- Replacement of capital assets;
- Where the cost of debt is expensive;
- Other such criteria as the Board may deem fit.

H. PARAMETERS TO BE ADOPTED WITH REGARD TO VARIOUS CLASSES OF SHARES

The holders of the equity shares of the Company, as on the record date, are entitled to receive dividend as may be declared by the Company. Since the Company has issued only one class of equity shares with equal voting rights, all the shareholders of the Company are entitled to receive the same amount of dividend per share. The Policy will be suitably revisited at the time of issue of any new class of shares depending upon the nature and applicability of relevant rules, regulations and guidelines.

AMENDMENT

The Board reserves the right to review and amend the Policy.

Date: 23-03-2017

Place: Mumbai

CHAIRMAN

Annexure 2

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 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 as specified in Annexure 1 (hereinafter referred to as "Books and Papers") 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, 2017, 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 and Papers maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and Companies Act, 1956 (to the extent applicable) and the rules made thereunder including any re-enactment thereof;
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. 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, 2015;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
 - d. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations');
5. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
6. Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;
7. Laws specifically applicable to the industry to which the Company belongs, as identified and confirmed by the management, that is to say:
 - i. Indian Explosives Act, 1884
 - ii. Petroleum Act, 1934
 - iii. The Static and Mobile Pressure Vessels (Unfired) Rules 1981
 - iv. The Water (Prevention & Control of Pollution) Act, 1974 and Rules made there under
 - v. Seeds Act, 1966 read with Seeds Rules, 1968
 - vi. Seed Control Orders 1983 read with Essential Commodities Act, 1955

- vii. Insecticides Act, 1968 read with Insecticides Rules, 1971
- viii. Plant Quarantine (Regulation of Import into India) Order, 2003
- ix. Protection of Plant Varieties and Farmers' Rights Act, 2001
- x. Biological Diversity Act, 2002 read with Biological Diversity Rules, 2004
- xi. Andhra Pradesh (Agricultural Produce and Livestock) Markets Act, 1966 read with Andhra Pradesh (Agricultural Produce and Livestock) Markets Rules, 1969
- xii. Destructive Insects and Pests Act, 1914
- xiii. The Karnataka Agricultural Pests and Diseases Act, 1968
- xiv. The Protection of Plant Varieties and Farmers' Rights Act, 2001
- xv. Public Liability Insurance Act, 1991
- xvi. Environmental (Protection) Act, 1986 read with Environmental Protection Rules, 1986;
- xvii. The Hazardous Wastes (Managements Handling and Transboundary Movement) Rules, 2008
- xviii. The Water (Prevention & Control of Pollution) Act, 1974 read with Water (Prevention & Control of Pollution) Rules, 1975
- xix. Water (Prevention and Control of Pollution) Cess Act, 1977
- xx. The Air (Prevention & Control of Pollution) Act, 1981 read with Water (Prevention & Control of Pollution) Rules, 1982

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

MANAGEMENT RESPONSIBILITY:

- i. 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;
- ii. 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;
- iii. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or verified compliances of laws other than those mentioned above;
- iv. 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;
- v. 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.

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.

Resolutions have been approved with unanimous consent.

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 not incurred any specific event/ action that can have a major bearing on the company's compliance responsibilities in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For M/s. Vinod Kothari & Company
Practising Company Secretaries
UIN P1996WB042300

Vinita Nair
Partner
C. P. No. 11902

Place: Mumbai
Date: April 28, 2017

ANNEXURE I

LIST OF DOCUMENTS

1. Corporate Matters
 - 1.1 Minutes books of the following Committees were provided in original
 - 1.1.1 Board Meeting
 - 1.1.2 Audit Committee
 - 1.1.3 Nomination and Remuneration Committee
 - 1.1.4 Share Transfer Committee meetings
 - 1.1.5 Corporate Social Responsibility Committee
 - 1.1.6 General Meeting
 - 1.2 Agenda papers for Board and Audit Committee Meetings along with Notice.
 - 1.3 Annual Report, 2016
 - 1.4 Memorandum and Articles of Association
 - 1.5 Disclosures under Listing Regulations
 - 1.6 Documents pertaining to Listing Regulations compliance
 - 1.7 Forms and returns filed with the ROC
 - 1.8 Statutory Registers

Annexure 3

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on March 31, 2017

[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/ Non-Govt Company
5. Address of the Registered office & contact details	Ahura Centre, 5 th 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 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be 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	30.78
2	Hybrid Seeds	01119	69.22

*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	58.72	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

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	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	-	-	-	-	-	-	-	-	-



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	
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs -Individuals	-	-	-	-	-	-	-	-	-
b) Other -Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	12454044	0	12454044	72.144	12454044	0	12454044	72.144	0.000
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	12454044	0	12454044	72.144	12454044	0	12454044	72.144	0.000
Total shareholding of Promoter (A)=(A)(1) + (A)(2)	12454044	0	12454044	72.144	12454044	0	12454044	72.144	0.000
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	588509	800	589309	3.414	598057	800	598857	3.469	0.055
b) Banks / FI	9364	0	9364	0.054	13276	0	13276	0.077	0.023
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	597873	800	598673	3.468	611333	800	612133	3.546	0.078
2. Non-Institutions									
a) Bodies Corp.	804774	320	805094	4.664	726906	320	727226	4.2127	-0.4513
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	1866401	114053	1980454	11.472	1837604	104157	1941761	11.2483	-0.2237
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakhs	604032	15000	619032	3.586	574758	15000	589758	3.4164	-0.1696
c) Others (specify)									
Non Resident Indians	65267	0	65267	0.378	69979	0	69979	0.4054	0.0274
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	513211	0	513211	2.973	590809	0	590809	3.4225	0.4495
Market Maker	4394	0	4394	0.026	1883	0	1883	0.0109	-0.0151
Clearing Members	21120	0	21120	0.122	61930	0	61930	0.3587	0.2367
Directors/ Relatives	800	0	800	0.005	800	0	800	0.005	0

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	
Trusts	695	0	695	0.004	2658	0	2658	0.0154	0.0114
Foreign Mutual Fund	102832	0	102832	0.595	99622	0	99622	0.5771	-0.0186
Hindu Undivided Family	97132	0	97132	0.563	110145	0	110145	0.6381	0.0754
Sub-total (B)(2)	4080658	129373	4210031	24.388	4077094	119477	4196571	24.311	-0.078
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4678531	130173	4808704	27.856	4688427	120277	4808704	27.856	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	17132575	130173	17262748	100.00	17142471	120277	17262748	100.00	0

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	10137124	58.723	-	10137124	58.723	-	-
2	Monsanto Company	2316920	13.421	-	2316920	13.421	-	-

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
	At the beginning of the year			No Change	
	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			No Change	

iv) Shareholding Pattern of top ten Shareholders:

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

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1.	Government Pension Fund Global	0	0	428812	2.48
2.	R C Khanna (HUF)	389976	2.26	389976	2.26
3.	UTI - CHILDRENS CAREER BALANCED PLAN	100000	0.58	100000	0.58
4.	RELIANCE CAPITAL TRUSTEE CO. LTD-A/C RELIANCE SMALL CAP FUND	0	0	100000	0.58
5.	Reliance Strategic Investments Limited	167000	0.97	91545	0.53
6.	HDFC STANDARD LIFE INSURANCE COMPANY LIMITED	75000	0.43	85059	0.49
7.	M3 Investment Private Limited	150000	0.87	75000	0.43
8.	DSP Blackrock 3 years close ended Equity Fund	118142	0.68	68431	0.40
9.	Globe Capital Market Limited	0	0	65110	0.38
10.	DSP BLACKROCK SMALL AND MID CAP FUND	81796	0.47	63766	0.37

v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Shareholding of each Directors and each Key Managerial Personnel	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	0.005	800	0.005
	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	800	0.005	800	0.005

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	-	-	-	-
Total (i+ii+iii)	-	-	-	NIL
Change in Indebtedness during the financial year				
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	NIL
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager Ms. Shilpa Shridhar Divekar (MD and KMP)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	143.84	143.84
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	8.92	8.92
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify-		
	(i) Co's Contribution to PF ¹	7.09	7.09
	(ii) Incentive Accrued ²	Nil	Nil
	(iii) Superannuation ³	Nil	Nil
	Total (A)	159.85	159.85
	Ceiling limit as per the Companies Act, 2013 (5% of Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013)	796.22	796.22

¹ Paid in Government PF fund

² Accrued as incentive for period for which he has served as MD paid in November.

³ Paid to LIC of India as contribution to Approved Superannuation Fund.



B. Remuneration to other directors

1. Independent Directors

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. H. C. Asher	Mr. Pradeep Poddar	
1	Fee for attending Board & Committee Meetings	6.75	6.75	12.50
2	Commission	12.50	12.50	25.00
3	Others, please specify	-	-	-
	Total (B)(1)	19.25	19.25	38.50
	Ceiling limit as per the Companies Act, 2013	159.24 (1% of Net Profit of the Company calculated as per Section 198 of the Companies Act, 2013)		

Ceiling limit as per the Companies Act, 2013 – Sitting fees paid to the Independent Directors was within the ceiling limit as prescribed under the act.

2 Other Non-Executive Directors

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Sekhar Natarajan	Mr. Piyush Nagar	
1	Fee for attending Board & Committee Meetings	-	-	-
2	Commission	-	-	-
3	Others, please specify	-	-	-
	Total (B)(1)	-	-	-
	Total (B)=(B)(1)+(B)(2)	-	-	-

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

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Saurabh Vaidya Chief Financial Officer *	Ms. Monika Gupta Company Secretary & Compliance Officer**	Ms. Chandana Dhar Company Secretary & Compliance Officer***	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	63.37	4.92	36.89	105.19
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL

(₹ in lakh)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Saurabh Vaidya Chief Financial Officer *	Ms. Monika Gupta Company Secretary & Compliance Officer**	Ms. Chandana Dhar Company Secretary & Compliance Officer***	
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as % of profit - others, specify.	NIL	NIL	NIL	NIL
5	Others, please specify Co's Contribution to PF ¹	3.60	0.30	1.50	5.40
	Total	66.96	5.22	38.40	110.58

1. paid in Government PF fund

*Appointed w.e.f August 4, 2016

** Appointed w.e.f January 30, 2017

*** Resigned w.e.f December 23, 2016

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)
A. COMPANY					
Penalty					
Punishment			NONE		
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NONE		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment			NONE		
Compounding					

Annexure 4

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.
- 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

The CSR policy of the Company is available at the following web link: http://www.monsanto.com/global/in/whoweare/documents/csr%20policy_monsanto%20india%20limited.pdf

Our CSR commitments focus on:

- **Sustainable Agriculture:** Monsanto is committed to aiding development of farmers and farm families by providing support for farm infrastructure, access to water and water conservation and improving rural productivity and market linkages, thereby making the agricultural system sustainable.
- **Health and Nutrition:** Rural India has 6.4 lakh villages with significant challenges in access to quality health care, access to sanitation facilities, personal and community hygiene and drinking water solutions. There is an opportunity for holistic development and improving lives of the rural communities with our programs in the health and nutrition space.
- **Education:** Monsanto believes in the power of education and the difference that it can make to the future generations of the country. DISHA is Monsanto's flagship program in education and is committed towards strengthening learning outcomes by enhancing school effectiveness, improving quality of teaching practices and infrastructure support.
- **Disaster Rehabilitation:** Being an integral part of India's business ecosystem and being integrally linked to the communities, Monsanto is committed to helping the communities overcome the disruption in their livelihoods and return to their normal lives. The Monsanto disaster rehabilitation effort provides sustained support to the people and communities affected by natural calamities to help them rebuild their lives and recover.

Monsanto partners with NGOs like - Akshaya Patra Foundation, Deshkal Society, Action for Food Production (AFPRO), Jaldhaara Foundation to

- a) enhance **food and nutritional security of children** via the mid-day meal program;

- b) **improve learning levels of children** through infrastructure support in schools, facilitating teachers' training programs and
- c) provide access to **clean drinking water and sanitation facilities** for better health of the communities.

In line with the themes above, our target beneficiaries include farmers, farm families, women and children. Monsanto has a deep understanding of farm and farm families, which make up an estimated 60% of rural households. They provide food and nutrition to the entire nation and livelihood to millions of people in the country. In addition, we recognize that women and children are the most vulnerable groups across different societies and require special attention. Efforts in improving lives of women and children create a multiplier effect beyond these individuals, extending benefits to their families and the community.

Our efforts in the thematic areas are being executed under two spearhead programs.

A. Program SHARE – Sustainable Harvests – Agriculture, Resources and Environment

Programs under SHARE focus on **Sustainable Agriculture** practices to increase agricultural yields sustainably by imparting best package of practices and facilitating market linkages for improving household incomes for small and marginal farmers.

B. Program DISHA

DISHA covers our efforts in the Health, Nutrition and Education areas focused on **women and children in rural communities** and is aimed at reducing rural hunger and enhancing learning levels in children. The program also focuses on providing access to clean drinking water and sanitation facilities for rural communities. Another important component of the program is women empowerment, which provides additional livelihood opportunities to enhance rural household incomes.

Detailed below are our Company's present projects under these programs:

1. **School Nutrition project-** We are partnering with NGO Akshaya Patra to provide nutritious mid day meals to 15000 children across 147 schools in Orissa and Uttar Pradesh. The program includes distribution of hygiene kits to the children containing basic toiletries and sensitization on wash and hygiene awareness. **Duration: April 2015- April 2017**

Impact: - 15000 hygiene kits have been distributed to the children; Awareness and training on hygiene has been imparted. WASH groups have been created in 100+ schools.

2. **Integrated Community Development project (Silvassa) -** We are partnering with the NGO Action for Food Production (AFPRO), across 5 villages in Silvassa with 1100 households and a population of 9000+. The focus is on improving access to clean drinking water and sanitation facilities, creating community irrigation structures to enhance household income, women empowerment by providing livelihood opportunities, skill based trainings and entrepreneurship opportunities to enhance rural household income and the economic condition. **Duration: April 2015- Oct 2017**

Outcome:

- a) **Drinking water facilities:** 5 villages supported with installation of 4 hand pumps; reinstalled a drinking water pipeline; 40 new stand posts with tanks for water storage and a storage reservoir of 20000-liter capacity have been constructed
- b) **Sanitation facilities:** Constructed 150 household sanitation units across five villages along with sensitization training programs on health and hygiene; 67 household sanitation units are currently under construction.
- c) **Women empowerment:** Seven women Self Help Groups (SHGs) established and 82 families supported with various initiatives. Thirteen groups have been benefitted by installation of paper plate making machine; 43 women have been trained on sewing/tailoring and one of the groups has been supported for garment making. Additionally, 32 families have been supported for establishing kitchen garden. Fifty poultry sheds have been completed and market linkage created for sale of eggs and one dairy group has been formed and will be supported by the government.



- d) **Agricultural livelihood with shared irrigation sources** – Completed hydrogeological study for all sites and 4 farmer water user groups have been identified. Three bore wells and one dug-well have been constructed enabling farmers extend their agricultural activities into the next season.

Impact: Increased access to safe drinking water for 9000 community members across five villages; sanitation status of the village improved by 75% resulting in improved personal hygiene and health; second crop has been cultivated and harvested on 75 acres of land increasing agricultural productivity and improved socio-economic status of 60% of target women population.

3. **Improving learning levels of children from agricultural communities** – Project being undertaken, in partnership with NGO Deshkal Society, in the Kirtiyanand block of Purnia in Bihar with a focus on creating inclusive classrooms to make learning more joyful and participatory for 48,000 children across 165 Government run Primary schools. The project focuses on teachers' trainings at the cluster resource centers (CRCs) with resource material developed for learning practices and processes with an aim to increase retention and attendance of children. The project also has an institutional set up of strengthening the School Education Committees (SECs), to have participation of parents and teachers in tracking the academic progress of the children and having an effective school organization. **Duration: April, 2015 - April, 2017**

Outcome:

- a) Reading material for learning and implementation of inclusive practices and sports material has been distributed to all the 165 schools
- b) Weekly parent teacher meetings and monthly school education committee meetings are going on regularly
- c) 90 training sessions completed for capacity building of 300+ teachers
- d) Three block level workshops with teachers, CRC coordinators and Block Education Officer and one district level workshop completed.
- e) Regularized midday meal program, drinking water availability and Sanitation facilities.

Impact - Improved learning levels of 48,000 children across 165 Government run Primary schools; Reading proficiency improved by 18%; Attendance in school went up by 14% and arithmetic ability by 9%. In addition, educational policies have been recommended to the government for implementation. Bal Panjika - Developing profile of a child with insights on socio economic background to promote the concept of inclusive classroom practices. Chhatra Pragati Patrak - undertaking assessment of children progress (to provide required additional learning support via peer learning), forming and strengthening school education committee, and timely distribution of free text book to the children

The project has received appreciation of Teachers and Headmasters in the schools with increased participation of students and parents in the learning process and school organization. Government authorities have started to take note of the program and have been supportive of the program approach & design. End line assessment of the project will be initiated in May.

4. **Community Drinking Water project in Telangana-** This project seeks to provide safe drinking water solutions for rural communities in Telangana and is being executed in partnership with the Jaldhara Foundation. Under the project, Monsanto will help setup 5 Water Health Centers (drinking water plants) across identified sites in Telangana and Karnataka. The plants in Huzurabad in Karimnagar; Shamsabad in Rangareddy; Mriyalaguda in Nalgonda have been completed. The other two centers at Sultanabad in Karimnagar district of Telangana and Sindagi in Bijapur district of Karnataka are being constructed and scheduled to complete by end August. **Duration: March, 2016 - Sep, 2016**

Impact - The project provides access to clean and safe drinking water to around 2 lakh+ community members around the 5 water scarce sites. Access to safe drinking water is also expected to reduce the incidence of water borne diseases in these communities and will have a positive impact on health of the members.

5. **Sanitation Facilities in Champaran, Bihar-** This project is being executed with the help of AFPRO and involves construction of 180 household sanitation units across beneficiary villages in the East Champaran district of Bihar. **Duration: March 2016 - Oct 2016**

Outcome: 100 sanitation units constructed. Work is in progress for 50+ more sanitation units. Construction of all the units will be completed by end of May.

Impact: Access to sanitation facilities will lead to change in behavior with respect to sanitation and hygiene. The project will have positive health impacts for the communities with reduction in the diseases caused due to contaminated water use. Appreciation received for the design & structure of the toilet units from the community, Panchayat & the Block Development officer. There is a request to construct more such sanitation units.

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 – ₹ 126.02 crore

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 2.52 crore

5. Details of CSR spent during the financial year

(a) Total amount to be spent for the financial year – ₹ 2.52 crore

(b) Amount unspent, if any - NIL

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

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Annual ₹ crore)	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ crore)	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
1	Program DISHA	Education and Nutrition School Nutrition project- Support mid day meal for 7500 children from 147 schools across Lucknow and Bhubaneswar, for the entire year	Other area: Bhubaneswar, Orissa) & Lucknow (Uttar Pradesh)	1.35	1.35	2.12	Through implementing partner NGO: Akshayapatra Foundation



(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Annual ₹ crore)	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ crore)	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
2	Program DISHA	Swachh Bharat Abhiyan, Rural Development Integrated Community Development Providing access to drinking water and sanitation facilities for rural communities and empowering women by providing alternate livelihood opportunities. Promotion of agricultural livelihoods through creation of shared irrigation sources	Local area: 6 villages of Silvassa- Vasona, Dapada, Mandoni, Motapati, Chotapati, Karad	0.63	0.63	1.2	Through implementing partner NGO: Action for Food Production (AFPRO)
3	Program DISHA	Education Improving learning levels of children from agricultural communities	Local Area: Purnia, Bihar	0.70	0.70	1.06	Through implementing partner NGO: Deshkal Society
4	Program DISHA	Rural Development Community Water Purification Project	Other area 4 sites in Telangana & 1 in Karnataka Telangana - Huzurabad and Sultanabad in Karimnagar; Shamshabad in Rangareddy; Miryalaguda in, Nalgonda; Karnataka - Sindagi in Bijapur	0.33	0.33	1.10	Through implementing partner NGO: Jaldhaara Foundation

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise (Annual ₹ crore)	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads (₹ crore)	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency*
5	Program DISHA	Swachh Bharat Abhiyan Bihar Sanitation project- Construction of 180 household toilets along with community awareness through hygiene trainings	Other area Champan, Bihar	0.50	0.50	0.50	Through implementing partner NGO: Action for Food Production (AFPRO)
6	Administrative Expenses				0.077	0.077	
TOTAL				3.51	3.587	6.057	

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

Not Applicable

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.

sd/-
Shilpa Shridhar Divekar
Managing Director

sd/-
H. C. Asher
Chairman, CSR Committee

Annexure 5

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 Listing Regulations 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 video-conferencing;
- 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 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 Regulations 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 long-term 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

Annexure 6

Form No. AOC-2

(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, 2017 can be found on page no. 133 and 134.

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.

1. Purchase of Raw Material – Purchase of key raw material (IPA Salt of Glyphosate technical) from Monsanto Company, USA, for Roundup® business the Company.
2. Royalty on import of Germplasm – Your Company leverages a global germplasm pool of its ultimate holding company i.e Monsanto Company, USA for development of new hybrids more suited to Indian operations.
3. Reimbursement of Expenses – Your Company provides and receives products, services from its ultimate holding company i.e Monsanto Company, USA. Details of some of the transactions are Stock Options, Manpower Cost, Technical Support.

(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:

(Amount in crores)

Name of the related party Particulars	Monsanto Company, USA	
	Amount incurred from April 2016 to March 2017	Approved for full year (2016-17)
1. Purchase of Raw Material	78.72	200.00
2. Expense towards Royalty	7.84	15.00
3. Reimbursement of Expenses		
- Expenses charged to MIL	0.82	8.00
- Expenses charged by MIL	0.17	8.00

(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

*Material Related Party Transactions means such Related Party Transactions to be entered into with a related party, value whereof individually or taken together with previous Related Party Transaction during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the Company or such other threshold as may be laid down from time to time by the Board.

For and on behalf of the Board of Directors

Mumbai
May 05, 2017

Sekhar Natarajan
Chairman
01031445

Annexure 7

Monsanto India Limited

Independent Auditor's Certificate on Corporate Governance

1. This certificate is issued in accordance with the terms of our engagement letter dated 29th September, 2016.
2. We, Deloitte Haskins & Sells LLP, Chartered Accountants, the Statutory Auditors of Monsanto India Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2017, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the

Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2017.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366 W/W - 100018)

Place: Mumbai
Date: May 05, 2017

P. B. Pardiwalla
Partner
Membership No. 40005

Annexure 8

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) 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, Managing Director 12.73 : 1
- H C Asher, Independent Director 1.95 : 1
- Pradeep Poddar, Independent Director 1.95 : 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 :

Name of Directors / Chief Financial Officer / Company Secretary	percentage increase in remuneration
Sekhar Natarajan, Non Executive Chairman	-
Shilpa Shridhar Divekar, Managing Director	9%
H C Asher, Independent Director	-
Pradeep Poddar, Independent Director	-
Piyush Nagar, Non-Executive Director	-
Saurabh Vaidya, Chief Financial Officer	9%
Monika Gupta, Company Secretary	-

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

Median - 9%

(iv) Number of permanent employees on the rolls of company :

268 as on March 31, 2017.

(v) 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 for the people leaders is 9% while the median percentile increase for individual contributors is also 9%, hence the ratio works out to be 1. (9%/9%= 1)

(vi) 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 05, 2017

Sekhar Natarajan
Chairman
DIN 01031445

Annexure 9

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	<p>We have initiated and implemented replacement of old traditional lights by new LED lights as a step to reduce electric energy consumption at Silvassa & Hyderabad (PFN).</p> <p>Automatic changeover from DG to GEB supply once the supply is restored for effective utilization of fuel consumption</p> <p>We have also installed PIR motion sensors at plant areas used by multi users like common toilets, offices, operator rooms etc. This helps auto on/off of electrical supplies in these areas thus helps us avoid wastage of electricity.</p>
(b) Steps taken by the Company for utilizing alternate sources of energy	We have installed solar street lights & LED lights for our lighting requirements in the site.
(c) Capital investment on energy conservation equipments	₹ 6 lakhs

B. TECHNOLOGY ABSORPTION

- (i) Efforts made towards technology absorption;
- Developed and implemented the strategies such as
 - Breeding 3.0 to drive step-change improvements in breeding methods, nursery, testing operations & mechanization.
 - Smarter Pipeline to create a metric based breeding, plant health, & testing system.
 - Product Placement to improve grower experience by enhancing product and system recommendations.
 - Increased incorporation of advanced tools and technologies such as of molecular markers, GWS, DH to increase breeding efficiencies. –
 - Mapped the Quantitative Trait Locus (QTL) and implemented deployment strategies for various traits of economic importance in region e.g. FSR, LW and Southern rust.
 - Major shift is being made from conventional approach to a data & information driven approach. The use of predictive analytics for increasing breeding and advancement efficiency across programs.
 - Enhanced efforts on plant health and product placement to improve customer experience.
 - Enhanced testing footprints across India for better product characterization and placement
 - Enhanced mechanization & automation with enhanced drivers of quality data.
 - Initiated projects on characterizing testing locations and prioritizing them for capturing the right data, right way and at right time.
 - Launched various products for different market segments of India.
- (iii) Imported technology (imported during the last three years reckoned from the beginning of the financial year)-
- (a) the details of technology imported: Germplasm, Shelling line, Planter, Combine, Direct print, breeding tools and mobile applications
 - (b) the year of import : Germplasm import is a continuous process, Centrifuse in 2015; 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

Expenditure on R&D	₹ (in crore)
a) Capital (including CWIP)	5.31
b) Recurring	26.99
TOTAL	32.30

(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 29, 30 and 31 in the Notes to the Accounts.

Report on Corporate Governance

Your Directors present the Company's Report on Corporate Governance for the year ended March 31, 2017.

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:

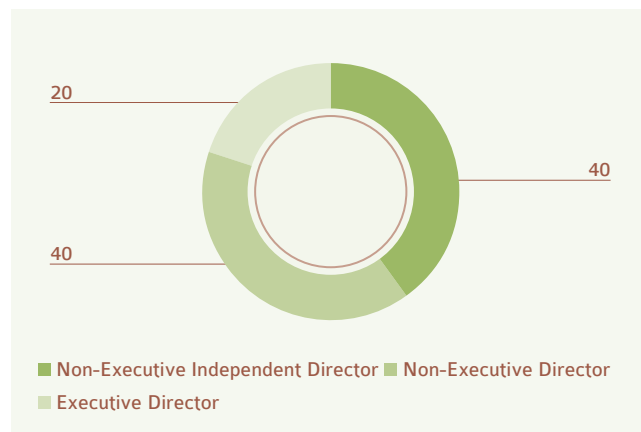
The Board of Directors, along with its Committees, provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company. The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities 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 Regulation 17(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (hereinafter "SEBI LODR") 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.

There are no relationship between the directors inter se.

Percentage of Board Composition: (%)



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, 2017, six (6) meetings of the Board of Directors were held on May 30, 2016, August 4, 2016, September 26, 2016, November 3, 2016, January 30, 2017 and March 23, 2017. 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 the other Company. 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, Non-Independent 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	6	YES	3	2	2	3
Ms. Shilpa Shridhar Divekar	06619353	Managing Director	6	YES	1	3	-	1
Mr. H. C. Asher	00024863	Non-Executive, Independent	6	YES	4	6	1	5
Mr. Pradeep Poddar	00025199	Non-Executive, Independent	6	NO	2	1	1	1
Mr. Piyush Nagar	02272383	Non-Executive	3	YES	-	-	-	-

⁽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 minimum information to be placed before the Board as required by Part A of Schedule II of SEBI (LODR), 2015 is placed before the Board during its meetings.

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 & CEO 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:

Recognizing the immense contribution that Committees make in assisting the Board of Directors in discharging its duties and

responsibilities and with a view to have a close focus on various facets of the business, the Board has constituted the following five (5) Committees of the Board.

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility (CSR) Committee;
- 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 Regulation 18 of the SEBI LODR 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. The Company Secretary acts as Secretary to the Audit Committee.

Managing Director, Chief Financial Officer, Head - Legal Affairs, Internal Auditors, Statutory Auditors and other Business Heads, as and when required are invited to the Audit Committee meetings.

The Audit Committee met during the Financial Year five (5) times on May 27, 2016, August 4, 2016, November 3, 2016, January 30, 2017 and March 23, 2017. 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. H. C. Asher	5	5
Mr. Pradeep Poddar	5	5
Mr. Sekhar Natarajan	5	5

NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR, a Nomination and Remuneration Committee of the Board is constituted. The Chairman of the Committee is an Independent Director and majority of the members on the Committee are Independent Directors. The terms of reference of the Committee inter alia include:

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
- 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 four (4) times on May 30, 2016, August 4, 2016, November 3, 2016, and January 30, 2017. 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. H. C. Asher	4	4
Mr. Pradeep Poddar	4	4
Mr. Sekhar Natarajan	4	4

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 Regulation 19 and Schedule II, Part D of the SEBI LODR.

The Nomination and Remuneration Committee has adopted a Charter which deals with the manner of selection of Board of Directors and CEO 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 Agreements 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. Also promotes ideas that are in the Company's best interest.
- b. The Executive Directors or KMP shall recognize respect the talent, resources and skills of others and work effectively with teams and network across geographic, political, demographic, functional and other cultural and demographic 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 has 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. Piyush Nagar 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 Company, 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

Name of Directors	(₹ in lakhs)			
	Sitting Fees	Salary & Perquisites	Incentive/ Commission	Total
Mr. Sekhar Natarajan	-	-	-	-
Ms. Shilpa Shridhar Divekar	-	134.11	16.82	150.93
Mr. H. C. Asher	6.75	-	12.50	19.25
Mr. Pradeep Poddar	6.75	-	12.50	19.25
Mr. Piyush Nagar	-	-	-	-

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 Regulation 17 of the SEBI LODR, 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 Regulation 20 and Schedule II, Part D of the SEBI LODR, a Stakeholders' Relationship Committee has been constituted. 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 76 complaints. All complaints have been resolved by the Company. There were no committee meetings held during the year.

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. Saurabh Vaidya – Chief Financial Officer,
- Ms. Madhuwanti Kale – India Controller
- Ms. Monika Gupta - Company Secretary & Compliance Officer.

Share Transfer Committee has been reconstituted due to resignation of Ms. Chandana Dhar as the Company Secretary on December 23, 2016. Ms. Monika Gupta, Company Secretary has been inducted as a member of the Committee in place of Ms. Chandana Dhar with effect from January 30, 2017. Also Mr. Saurabh Vaidya was inducted as a Member on November 3, 2016.

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

- formulate 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;
- recommends the amount of expenditure to be incurred on the activities referred to in clause (a); and
- 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 May 30, 2016, August 4, 2016, November 3, 2016, January 30, 2017 and March 23, 2017. 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	5	5
Mr. H. C. Asher	5	5
Mr. Pradeep Poddar	5	5
Ms. Shilpa Shridhar Divekar	5	5

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.

APPOINTMENT OF INDEPENDENT DIRECTORS:

Pursuant to the provisions of Section 149 of the Act and Regulation 17 of the SEBI LODR, 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 66th Annual General Meeting of the company for a term for five years each.

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 Regulation 19(4) of the SEBI LODR. The terms and conditions of the appointment have been disclosed on the website of the Company (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 the said Schedule and Regulation 25 of the SEBI LODR requires every company to convene a separate meeting of the Independent Directors.

During the year, the Independent Directors met on March 23, 2017, 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 Regulation 46 of the SEBI LODR. 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 programs 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, service and 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 for your information and is available on <http://www.monsanto.com/global/in/howeare/pages/board-of-directors.aspx>.

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 Leadership Team (ILT) 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 reviews 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 year 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 thereunder. 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.

Suitable disclosures as required by Accounting Standards (AS-18) have been made in the Notes to the financial statements.

As required under Regulation 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company has also formulated a Related Party Transactions Policy which has been put up on the website of the Company at <http://www.monsanto.com/global/in/howeare/documents/rptpolicy/mil.pdf>.

POLICY AGAINST SEXUAL HARASSMENT AT WORKPLACE:

Your Company has a long standing tradition in maintaining employee's 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 the Regulation 46(2) of the SEBI LODR, the Company has designated an e-mail ID (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. 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. 32 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. There are no commodity price risk and commodity hedging activities undertaken by the Company during the year.

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, 2017.

Mumbai: May 02, 2017

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 a Code of Conduct For Prevention Of Insider Trading.

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 Regulation 4(2)(d) of the Listing Regulations. 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 aforesaid Whistle Blower Policy has been uploaded on the website of the Company.

The Company has made available to its employees, anonymous email and telephone hotlines for reporting of any deviations / concerns. Additionally, no employee of the Company has been denied access to the Chairman of the Audit Committee during the year ended March 31, 2017.

Compliance with Mandatory and Non-mandatory Requirements

The Company has complied with the mandatory requirements of Schedule V of the Listing Regulations. Further, the Company has adopted non-mandatory requirements of Schedule V of the Listing Regulations; 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:**Mr. Piyush Nagar, Non-Executive Director**

Mr. Piyush Nagar comes with several years of experience in commercial roles, including marketing and product management for branded cotton and Roundup® in India. During his more than 5 years of involvement in the Agriculture sector, he successfully led the growth of cotton seeds business and played a key role in Monsanto's success in leading and scaling up Roundup® business.

An alumnus of IIT Bombay (B. Tech, Chemical Engineering) and IIM Calcutta (PGDM), Mr. Piyush Nagar has extensive and diverse career experience of over 12 years across multiple sectors which he gained through working in various Tata Group Companies as TAS Officer and in Monsanto thereafter.

Mr. Piyush Nagar's present 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	-

Ms. Shilpa Shridhar Divekar, Managing Director

Ms. Shilpa Shridhar Divekar is an MBA, Cost Accountant and a Post Graduate in Commerce. During her 15 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.

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	Director	-
3.	Maharashtra Hybrid Seeds Company Private Limited	Director	-
4.	Croplife India	Director	-

SRC - Stakeholder's Relationship Committee

GENERAL SHAREHOLDERS INFORMATION:

Address for correspondence	Monsanto India Limited, Ahura Centre, 5 th 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	Wednesday, August 10, 2017 at 11.00 a.m.
Venue	Rangaswar Hall, Y. B. Chavan, 4 th Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.
Last Date for Receipt of Proxy Form	Monday, August 8, 2016 before 11.00 a.m.
Date of Book Closure	Tuesday, July 25, 2017 to Thursday, July 27, 2017
Dividend Payment Date	On or after August 10, 2017

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

Date	Venue	Time	Special Resolution Passed
64 th AGM August 22, 2014	Y. B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.00 a.m.	1. Payment of Commission to Non-executive directors
65 th AGM August 7, 2015	Y.B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.00 a.m.	1. Appointment of Ms. Shilpa Shridhar Divekar as the Managing Director of the Company for the period of 3 years. 2. Approval of ongoing business transactions (material related party transaction) with ultimate holding Company i.e. Monsanto Company, USA 3. Approval of procurement of a specialised machine (material related party transaction) from the ultimate holding Company i.e. Monsanto Company, USA

Date	Venue	Time	Special Resolution Passed
66 th AGM August 10, 2016	Y.B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.00 a.m.	<ol style="list-style-type: none"> 1. Re-appointment of Mr. H.C. Asher as an independent director of the Company for a term of 5 consecutive years. 2. Re-appointment of Mr. Pradeep Poddar as an independent director of the Company for a term of 5 consecutive years.

Postal Ballots

During the financial year 2016-17, no approval of the members has been sought vide Postal Ballot.

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, 2017 to March 31, 2018
Declaration of financial results for the quarter ending June 30, 2017	By 2 nd week of August, 2017
Declaration of financial results for the quarter ending September 30, 2017	By 2 nd week of November, 2017
Declaration of financial results for the quarter ending December 31, 2017	By 2 nd week of February, 2018
Declaration of financial results for the quarter ending March 31, 2018	Last week of May, 2018
AGM for the year ending March 31, 2018	In the month of August, 2018

Shares Information

Listing on Stock Exchanges	<ul style="list-style-type: none"> ● BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 023. ● National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051.
Stock Code:	
BSE Limited	524084
National Stock Exchange of India Ltd.	MONSANTO
International Securities Identification Number (ISIN)	INE274B01011
Listing Fees	Listing fees of both the Stock Exchanges have been paid for the year 2017-18.
Registrar and Share Transfer Agents/Address for Correspondence	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai – 400 083. Tel: 022-491 86000, 022-491 86270 Fax: 022-491 86060 Email: rnt.helpdesk@linktime.co.in
Compliance Officer	Ms. Monika Gupta, Company Secretary & Compliance Officer
Dematerialisation of shares and liquidity	99.30% of the paid-up capital of the Company has been dematerialised as on March 31, 2017.
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, 2017

Shareholding Pattern

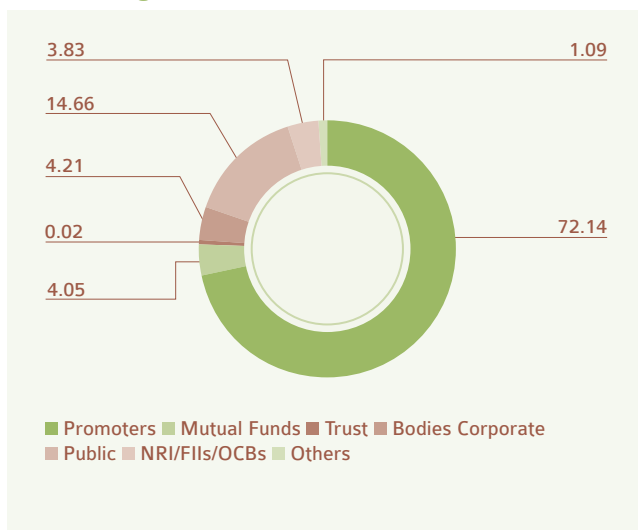
Category	No. of Shares	%
Promoters	1,24,54,044	72.14
Mutual Funds	6,98,479	4.05
Trust	2658	0.02
Bodies Corporate	727226	4.21
Public	25,31,519	14.66
NRI/FIIs/OCBs	6,60,788	3.83
Others	1,88,034	1.09
TOTAL	1,72,62,748	100.00

Distribution Schedule

Category	No. of Shareholders	No. of Shares
Upto 500	19,375	10,71,053
501 – 1000	744	5,55,774
1001 – 2000	180	2,59,264
2001 – 3000	55	1,36,619
3001 – 4000	25	88,177
4001 – 5000	20	91,801
5001 – 10000	26	2,02,332
10001 and above	47	1,48,57,728
TOTAL	20,472	1,72,62,748

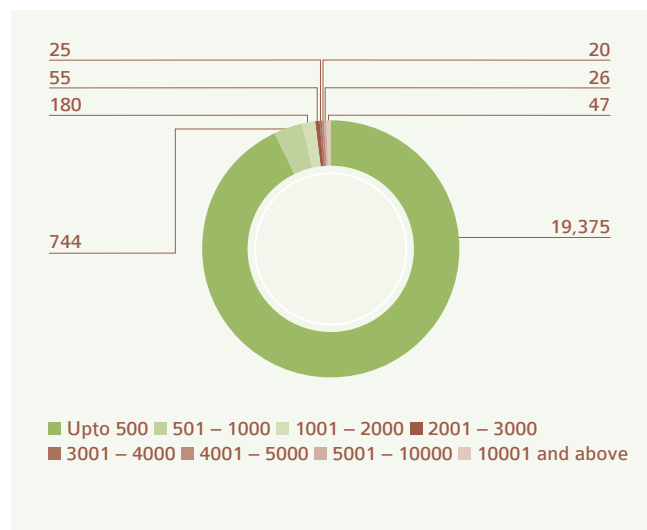
Shareholding Pattern

(%)



No. of Shareholders

(Nos)



Share Price performance - High-low share prices on BSE and NSE

Month	BSE			NSE		
	High Price (₹)	Low Price (₹)	Traded Qty (in cr.)	High Price (₹)	Low Price (₹)	Traded Qty (in cr.)
Apr-2016	1,902.40	1,520.00	0.02	1,903.00	1,522.00	0.076
May-2016	2,559.40	1,731.00	0.11	2,558.00	1,720.00	0.587
Jun-2016	2,744.85	2,167.35	0.06	2,746.70	2,190.80	0.339
Jul-2016	2,617.65	2,343.85	0.02	2,614.00	2,350.00	0.071
Aug-2016	2,500.00	2,228.00	0.02	2,499.00	2,221.10	0.087
Sep-2016	2,728.90	2,286.00	0.03	2,728.00	2,300.00	0.169
Oct-2016	2,419.95	2,340.10	0.00	2,418.95	2,338.05	0.024
Nov-2016	2,371.90	2,200.25	0.01	2,366.75	2,240.00	0.029
Dec-2016	2,325.00	2,230.00	0.00	2,302.00	2,230.05	0.020
Jan-2017	2,357.00	2,237.00	0.01	2,358.80	2,236.00	0.028
Feb-2017	2,544.40	2,281.35	0.01	2,545.00	2,280.00	0.058
Mar-2017	2,570.00	2,445.00	0.00	2,570.05	2,440.00	0.035

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"> ● Moka Road, Srivara Village, Bellary - 583 103, Karnataka. ● Survey No. 677-679, Village: Lalgadi Malakpet, Shamirpet Mandal, District: Ranga Reddy - 500 078, Andhra Pradesh. ● Corn Breeding Station, Village- Batheda Ki Sarai, Post - Daroli, Tehsil - Vallabh Nagar, Dist - Udaipur - 313 001, Rajasthan. ● Mega Breeding Station, Kallinayakanahalli Village, Thondebavi Hobli, Gowribidnur Taluk, Chikkaballapura District, Karnataka - 561 213.

Other information to the shareholders**Disclosures with respect to demat suspense account unclaimed suspense account**

Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year	None
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	None
Number of shareholders to whom shares were transferred from the suspense account during the year	None
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	None

Green Initiative

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

Management Discussion & Analysis

GLOBAL ECONOMY

2016 was a difficult year for the global economy marked with sluggish global trade, restrained investment and heightened political uncertainty. The global economy continued to grow at a gradual pace with growth estimated at a 3.1%, as per the estimates of the International Monetary Fund (IMF) in the World Economic Outlook, April 2017. The two most anticipated events that dominated global headlines due to their unexpected outcomes were the elections in the USA and the referendum in the UK. Both these events contributed to anxiety and nervousness in investor sentiments. Assertion of protectionist policies in advanced economies has emerged as the new challenge to growth prospects. The resurgence in commodity prices, especially petroleum, was another highlight of the year, which is expected to improve economic activity in commodity exporting economies. Global growth is expected to recover moderately to 3.5% in 2017, led by pick-up in activity in emerging market and developing economies. (Source: IMF)

INDIAN ECONOMY

2016 will be long remembered as a year of bold decisions taken by the government with a strong intent and focussed purpose for ushering in a new era of economic growth in the country. In November 2016, the government's decision to demonetize 86% of the currency in circulation was the most talked about event of the year, impacting every aspect and sector of the economy – from manufacturing to agriculture to consumer spending. Temporary aberration of a few months notwithstanding, demonetization is expected to incentivize digital transactions, expand the formal economy and increase tax revenues. Another historic decision during the year was the approval of the Goods and Services Tax (GST) Constitutional Amendment Bill. The projected rollout of the GST in July 2017 is expected to create a far more levelled playing field and make the formal sector of the economy stronger.

During 2016-17, India's economic performance has shown traction on the back of an improved activity in the core infrastructure sector. However, private investments are yet to gather momentum. Even amidst these challenges, the overall economic environment continues to be conducive for realizing high levels of GDP growth. The government's continued thrust on infrastructure development, call for a cooperative form of Centre-State relations and commitment towards fiscal targets augur well for economic prosperity. Inflation continued to be fairly stable for most part of the year under review. However, the chances of RBI lowering lending rate in the immediate future is bleak amidst concerns of hardening global crude and commodity prices and the expected inflationary impact of the GST in the short term once it is implemented. Normal rainfall in most parts of the country in FY 2016-17 has boosted the performance of

the agricultural and allied sectors. This is expected to revive rural demand and jumpstart the engine of economic growth. Further, the reform efforts by the government have bolstered the investment environment, as reflected in India's improved ranking to eighth position in the 2017 A.T. Kearney Foreign Direct Investment (FDI) Confidence Index. Propelled by these factors, the IMF expects the Indian economy to register a growth rate of 7.2% in 2017-18 and 7.7% in 2018-19 as compared to 7.1% in 2016-17

OVERVIEW OF INDIAN AGRICULTURAL SECTOR

The agriculture sector is considered to be the backbone of the Indian economy. Providing livelihood to over 58% of households in the rural areas, the agriculture sector, along with fisheries and forestry, is also one of the largest contributors to the Gross Domestic Product (GDP). The agriculture sector plays an important role in food security as well as in contributing to the foreign exchange. Agricultural export constitutes 10% of the country's exports and is the fourth-largest exported principal commodity.

As per the provisional estimates by the CSO, the share of agriculture and allied sectors (including agriculture, livestock, forestry and fishery) is expected to be 17.4% of the Gross Value Added (GVA) during 2016-17 at 2011-12 prices. Also, as per the same estimates, agriculture and allied sectors are likely to show a growth of 4.9% in its GVA during 2016-17, as against the previous year's growth rate of 0.7%.

The Indian agricultural sector follows July to June as the crop year and the Indian cropping season is divided in two major seasons:

Cropping Season	Period of Year	Major Crops Grown
Kharif season	July-October (Summer)	Rice, maize, sorghum, pearl millet/bajra, finger millet/ragi (cereals), arhar (pulses), soyabean, groundnut (oilseeds), cotton
Rabi season	October-March (Winter)	Wheat, maize, barley, oats (cereals), chickpea/gram (pulses), linseed, mustard (oilseeds)

The growth rate of the agriculture sector is mainly dependent on the monsoon as majority of the cultivated area still does not have access to irrigation facilities. As per the Ministry of Agriculture, the percentage of cultivated land area that is covered by irrigation is only 45%. The net sown area is currently around 142 million hectares. This translates to only 64 million hectares having access to irrigation facilities.

Production

After two consecutive years of sub-par monsoon, 2016-17 witnessed normal rainfall, falling marginally short of the 100% long-term average (LTA). The actual rainfall measured as an index on the basis of un-irrigated area under foodgrains as weights was 1.5% above its normal level. Favoured by good monsoons that led to higher area under cultivation and several policy measures undertaken by the government, the total foodgrains production in 2016-17, as per the third advance estimates, is estimated to be at record 273.38 Million Tonnes (MT), which is higher by 8.34 MT than the previous record production of 265.04 MT achieved during 2013-14. The estimated foodgrain production in 2016-17 is significantly higher than the previous year by 21.81 MT and higher by 16.37 MT compared to the previous five years' (2011-12 to 2015-16) average production of foodgrains.

The estimated high foodgrain production in 2016-17 is being driven by record harvest in several major crops. Rice, wheat, coarse cereals, maize, pulses and oilseeds are all expected to record new highs. However, sugarcane output is likely to be lower at 306.03 MT this year, against 348.44 MT last year.

Estimated production of major crops (In million tonnes)

Crop	(in million tonnes)	
	2016-17 (second advance estimates)	2015-16 (Final)
Rice	109.15	104.41
Wheat	97.44	92.29
Coarse Cereals	44.39	38.52
Maize	26.14	22.57
Pulses	22.40	16.35
Oilseeds	32.52	25.25
Sugarcane	306.03	348.45
Cotton*	32.58	30.01

* million bales of 170 kg each

Source: Ministry of Agriculture

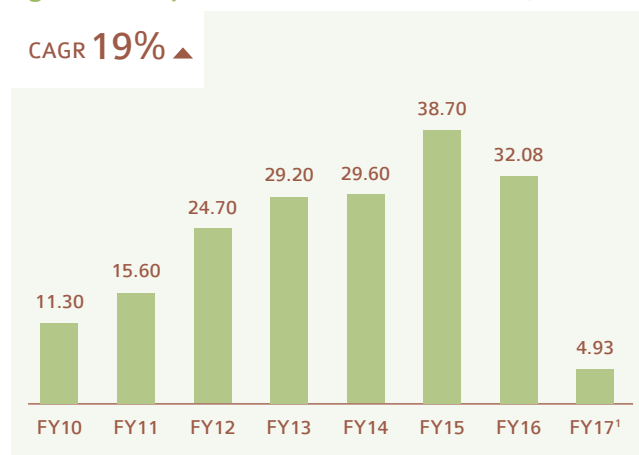
Exports

India is among the 15 leading exporters of agricultural products in the world. The total agriculture exports from India grew at a Compounded Annual Growth Rate (CAGR) of 19% over 2010-16 period to reach US\$32.08 billion in 2015-16.

As per data released by the Agricultural and Processed Food Products Export Development Authority, in 2016-17 the

Agricultural exports from India

(USD billion)



Source: Ministry of Commerce, World Trade Organisation, Indian Budget 2016, TechSci Research

Notes: CAGR – Compound Annual Growth Rate

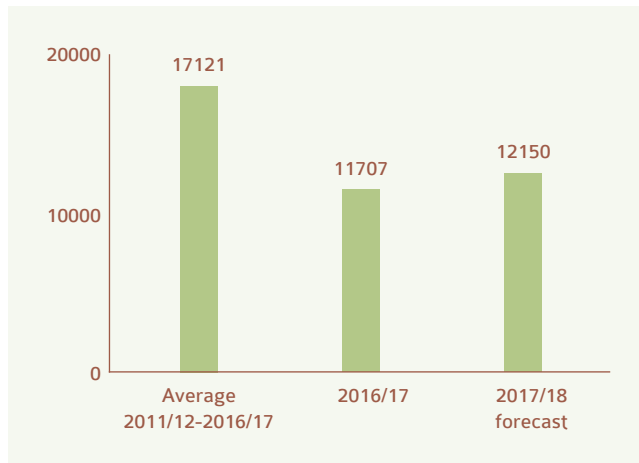
¹ Data pertains to April-May 2016

agriculture exports of India increased by nearly 0.5% and reached US\$16.28 billion. In 2015-16 the overall agriculture exports declined to US\$16.20 billion from US\$21.49 billion in 2014-15. The marginal growth is being attributed to the factors of demonetization, high Indian export prices, and removal of export incentives by the government. Maize exports during the year declined 12.4% from 6.50 lakh metric tonnes in 2015-16 to 5.69 metric tonnes.

As per the report published by Food and Agriculture Organization (FAO) of the United Nations in June 2016, cereal exports in the 2016-17 marketing year (April - March) declined by 5.8% from 12.42 MT in 2015-16 to 11.70 MT, around 34.71% below the five year average. This is attributed to reduced exportable availabilities, owing to the considerably lower output in 2015. FAO expects the maize exports for 2017-18 marketing year (September – August) to increase by 34% to 8.50 lakh metric tonnes, which far below the average driven by low carryovers and increased domestic demand from the feed and starch industry. Rice exports for calendar year 2017 is forecasted at 10.8 million tonnes, 8% above 2016 levels in expectation of rising increased from African and South Asian destinations. Wheat exports for 2017-18 are forecasted at 2.5 million tonnes, half the high level of 2016-17 in expectation of sufficient local availabilities from large 2017 crop.

India: Total cereal exports

(000 tonnes)



Notes: Total cereals includes rice in milled terms. Split year refers to individual crop marketing years.

Source: FAO/GIEWS Country Balance Sheets

Foreign Investments

According to the Department of Industrial Policy and Promotion (DIPP), the Indian agricultural services and agricultural machinery sectors have cumulatively attracted Foreign Direct Investment (FDI) equity inflow of about US\$ 2,369.92 million from April 2000 to March 2017.

SEASON-WISE REVIEW OF AGRICULTURE IN 2016-17

Kharif Season 2016

Favoured by good monsoons, the area under Kharif sowing was about 3.5% more in 2016-17 as compared to the previous year, with the sowing of pulses being about 29.1% more than last year. Overall, sowing of Kharif crops were 4.4% more than normal or the average over the past five years. (1st advance estimates) Aligned to greater area being brought under cultivation, the Kharif foodgrains production is estimated at 138.04 MT in 2016-17, almost 10% higher than the year before, when several states across India were reeling under severe drought. The bumper harvest is expected to set a new record, surpassing the previous high of 131.3 MTs in 2011-12 by 5.13%. (3rd advance estimates)

A significant boost to the Kharif foodgrain output has accrued due to a record crop of Kharif pulses, estimated at 9.12 MT, nearly 65% more than the production in 2015-16, and higher than the record 7.1 MT harvested in 2010-11. (3rd advance estimates)

This year, farmers in major pulse growing states increased planting area by 37% compared to normal, boosted by higher retail and wholesale prices over the past year. (1st advance estimates)

According to the estimates, production of rice, the main Kharif crop is likely to be at 96.09 MT, the highest ever in history, and

3.29 MT higher than the previous record of 92.8 MT harvested during 2011-12. (3rd advance estimates)

The only (non-foodgrain) Kharif crop that took a hit is sugarcane with an estimated production of 306 MT, a 12.17% drop in production compared to last year (2015-16). (3rd estimates)

Kharif Crop Production

Crop	2016-17 (In MT)*	2015-16 (In MT)#
Rice	96.09	91.41
Maize	19.17	16.05
Jowar	1.95	1.82
Coarse Cereals	32.84	28.15
Pulses	9.12	5.53
Sugarcane	306.03	348.45

*2nd advance estimate # final

Source: Ministry of Agriculture

Rabi Season 2016-17

Good four-month monsoon ending in September 2016 resulted in sufficient water in reservoirs and in the ground water level, which in turn improved the prospects of sowing Rabi or winter crops. Also, there has been little or no impact of demonetization on sowing operations of Rabi crops. Total sown area has in fact, been increased in most of the states including the bigger ones like Uttar Pradesh and Madhya Pradesh. The only dampener for the Rabi season was poor North East monsoon rains and a temporary disruption in the input supply caused by demonetization. The area under cultivation for wheat, pulses, oilseeds and rice has increased, owing to high support prices and various pro-farmer policy measures announced by the government, while that under coarse cereals decreased. As per official data, Rabi crop planting is estimated to be 6% higher in 2016-17 than last year. With higher planting, India is set to mirror the record or near-record performance of Kharif crops in 2016-17 for Rabi crops as well. The expected plentiful harvest would result in moderate foodgrain prices and lesser dependence on imports provided the weather remains favourable.

The estimated wheat production in the Rabi season, which is the main crop for the period, is 97.44 MT compared with the government's estimate of 96.6 MT assuming normal weather conditions through harvest.

Rabi Crop Production

Crop	2016-17 (In MT)*	2015-16 (In MT)#
Wheat	96.64	92.29
Maize	6.89	6.51
Pulses	13.41	10.82

*2nd advance estimate # final

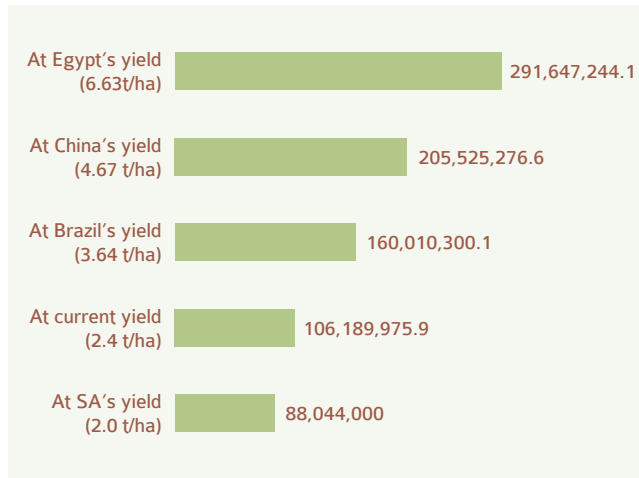
Source: Ministry of Agriculture

CHALLENGES IN THE INDIAN AGRICULTURAL SECTOR ADDRESSED BY MIL

Low Yield: Currently, India has a rice yield rate of 2.4 tonnes per hectare (t/ha), placing it at 27th place out of 47 countries. China and Brazil have yield rates of 4.7 t/ha and 3.6 t/ha, respectively. On the 44 million hectares of land where rice is cultivated in India, yield can increase to 205.52 or 160.01 MT when the yield rates are similar to China or Brazil, respectively. Similarly for many other crops, India's productivity remains considerably lower than many countries in the world.

Graph Heading

(tonnes/ha)



Source: <http://www.livemint.com/Opinion/nw9JKiPrDPpqCuWfmoibPN/Indias-agricultural-yield-suffers-from-low-productivity.html>

Low farm output is a major challenge faced by most farmers across India. The chief reasons for the poor yield are fragmented land holdings, inadequate use of technology and modern methods of farming, poor soil health, and lack of access to irrigation facilities.

Hybrid seeds have been used the world over as an integral part of modern agriculture in its continuous effort to produce more food for the world. Offering greater resistance than traditional seeds, hybrid seeds can provide higher yield using the same amount of resources. As per the data published by the Ministry of Agriculture, usage of hybrid seeds has boosted the yield of foodgrains to 2,056 kg/ hectare in 2015-16 from 1,756 kg/ hectare in 2006-07.

Monsanto India Limited (MIL) has been at the fore-front of modernizing India's agriculture with its sustained efforts in providing improved maize seeds. These maize seeds have advanced traits that address India's unique agronomy conditions and farmers' requirements and are the ideal solution for enhancing crop yields sustainably.

Crop Losses: At a time when India needs to increase agriculture output for its growing population as well as to enhance food security, an estimated 15-25 % of potential crop production is

lost due to pests, weeds and diseases. The need of the hour is to empower the farming communities with quality crop protection solutions to prevent crop loss and make farming more sustainable and profitable. The use of pesticides helps to reduce crop losses, provide economic benefits to farmers, reduce soil erosion and ensure food safety and security.

Developed after extensive research, MIL's high quality glyphosate has proven effectiveness against pest infestation and weeds, thus enhancing yield and bringing greater economic prosperity to the farmers.

Illiteracy and Skilled labour: As per a government study, a third of India's rural population is still illiterate. With a significant proportion of the rural communities being farmers, this low literacy rate translates into low efficiency and low agriculture productivity. Further, many farmers have only traditional knowledge which is passed verbally from one generation to other and limited agricultural skills. This traditional knowledge and lack of proper training pose challenges in dealing with crop loss, enhancing farm productivity and using modern technology for getting accurate insights of weather, prices, soil conditions, etc.

MIL's farmer connectivity platform educates farmers with information specific to their crops using audio and visual tools. Capitalizing on the high mobile phone penetration in the rural areas, the Company also provides personalized, round-the-clock advisory services via mobile phone, updating farmers about agronomic issues such as soil, climate, rainfall, pest issues, and seed variety. This functional literacy helps to address the farmers' needs in a comprehensive and easy way,

OTHER AGRICULTURAL INPUTS

With limited land availability, agricultural productivity is a critical driver for enhancing foodgrain production and for food security. Further, the rate of yield of Indian agriculture is much below global standards. This makes it imperative for the farmers to use agriculture inputs to improve productivity and yield. Agriculture inputs can be classified into two categories: Consumable inputs which include seeds, fertilizer, diesel/oil, agrochemicals, and Capital inputs which include tractors, tillers, thresher sets, pumps etc.

Among all the agriculture inputs, seed is the fundamental and most important input for sustainable agriculture. The quality of seeds used influence to a large extent the success and demand of other agricultural inputs. As per ICRA Research Report August 2015, the seed market, especially the hybrid seed market has been growing at CAGR of ~18-20% with increased seed replacement rate. The growing adoption of seeds with advanced traits is expected to propel the growth of the market. The outlook in the near-to-medium term appears healthy with the Indian hybrid and genetically modified seed market projected to reach around ₹ 180 billion by 2018.



Herbicides are an important product category under agrochemicals and are used for controlling weeds. In India the per capita consumption of herbicides is low in comparison to other developed nations. However, the market size is large with considerable area being utilized for agriculture. Given the thrust to increase farm output, the use of good quality herbicides remains fundamental. Further, with migration of agricultural labour to industrial areas leading to shortage of manpower for removing weeds manually, there is vast scope for increasing the use of herbicides.

OPERATIONAL REVIEW

DEKALB® hybrid maize seeds

DEKALB® is Monsanto's globally renowned brand of high yielding hybrid maize seeds. For its rich and diverse maize germplasm pool and breeding excellence, the brand enjoys the supreme trust and confidence of the farming community across the country.

Apart from providing hybrid seeds, the Company focuses on developing relationships and connecting with farmers through its Dr. DEKALB® Farm Care (DDFC) programme. DDFC is an IT and mobile based technological platform that focuses on improving farm yield and productivity, which in turn leads to sustainable farming. Leveraging technology, this innovative programme addresses all farmer concerns related to maize farming, equips them with better agronomic practices and resolves their queries on priority basis. As on date, the Company has close to 1.2 million members. 2016-17 was an exceptionally good year for the Company for the Company's DEKALB® business driven by good and even rainfall across the country. While the performance across all three seasons was good, it was the Spring corn business that has seen phenomenal growth in recent years enabling us to enhance market share from 40% in 2014-15 to 55% in 2016-17 in the North India market. The Company's new launches in the current as well as past four years have shown good traction and are significantly contributing towards the growth. Efforts to connect with farmers through campaigns, contests, and farm advisory services have resulted in strengthening relations and growing community of loyal consumers. Market shares across all major corn growing states have shown improvement. A very successful contest to reward highest corn yielding farmer carried out in Bihar saw a massive participation of 27,000 farmers. Besides, the Company's teams also connected with over four lakh farmers across key states like Karnataka, Maharashtra, Madhya Pradesh and Uttar Pradesh.

The Company has significantly scaled its field demonstration and Centre of Excellence programs whereby farmers and along with other stakeholders like government representatives, university scientists, channel partners, farmers and internal sales and marketing teams get first-hand experience of the potential of DEKALB® seeds. Besides, a new division of Technology and Agronomy was also formed to act as a Communication link between customers and R&D team that facilitates in undertaking

research projects as per the customer's requirement. In breeding, the Company has switched to an all new Breeding 3.0 methodology to speed-up new product development and work on advanced technologies.

The Company also developed a fresh positioning – Seed Your Success – whereby along with the superiority of the product the value added services (providing information related best agronomic practices, weather, sowing and harvest times) offered will be communicated. In addition to this, the Company has significantly worked towards optimising its supply chain through introducing automated technologies and new IT tools. This enabled it to significantly reduce lead times.

The Company has also worked on improving its IT capabilities by introducing the new satellite image-based analysis that shall facilitate in getting exact coordinates of area under cultivation and get precise information relating to operating conditions. This shall enable it to provide farmers relevant analytical advisory

ROUNDUP®

Roundup® is an environmentally sustainable 100% glyphosate herbicide that provides efficient post-emergent weed control. It offers powerful and consistent weed control resulting in significant cost and resources (labour, time, fertilizer and water) savings. It is primarily used in agriculture and places like roadsides, public spaces, alongside railway tracks and garden among others. It has shown proven effectiveness over 300 variants of weeds across 125+ countries.

In 2016-17, the Company's Roundup® business failed to pick-up the expected momentum. This was on account late monsoon in southern parts of the country and stiff competition from local players who were able to manufacture low-cost herbicides driven by decline in glyphosate prices from China. However, as the year progressed, the Company's robust promotional activities coupled ineffectiveness of low-quality herbicides prompted farmers to switch to the Company's high quality Roundup® which was more effective on weeds. As a result, though the Company's volumes were lower than expected the brand is rapidly gaining acceptance in the market, especially among tea growers in the eastern region

During the year, the Company also launched a new variant – Roundup® speedup that has higher concentration (54%) of active ingredient glyphosate making it more effective with lower dosage. The Company is also strengthening its distribution channels to communicate the product's quality and effectively leverage the brand's rising equity

FINANCIAL REVIEW

The net sales of the Company registered a growth of 18.53% from ₹ 536.4 crores in 2015-16 to ₹ 635.8 crores in 2016-17 driven by

robust corn sales in the kharif (driven by favourable monsoon) and spring season. In the seeds business, the total corn sales increased 23.57% from ₹ 354.96 crores in 2015-16 to ₹ 438.64 crores in 2016-17, this was led by a robust 50% growth in sales during spring season. In addition to rise in sales volumes, higher realisations from better hybrid portfolio facilitated in improved margins.

In the Roundup® business, the volumes and realisations were lower than expected driven by decline in glyphosate prices in China which led to availability of cheaper alternative. Roundup® sales in 2016-17, increased 8.66% from ₹ 181.45 crores in 2015-16 to ₹ 197.18 crores in 2016-17.

The operating expenses (including depreciation) for the year was lower than the budgeted estimate. In 2016-17, the operating expenses increased by 7.22% from ₹ 191.97 crores in 2015-16 to ₹ 205.83 crores in 2016-17 owing to increase in variable cost driven by higher sales. Profit after Tax increase by 45.75% from ₹ 101.2 crores in 2015-16 to ₹ 147.5 crores in 2016-17.

OUTLOOK AND OPPORTUNITIES

While India's economic activity in 2016-17 had slowed primarily because of massive negative shock for consumption demand as induced by demonetization and weak private sector investments, the slowdown is expected to be transient, with the worst expected to be over. Economic data released by leading organizations point to a pick-up in consumption demand with remonetization reaching comfortable levels and the implementation of the planned salary and pension hike for state employees. As per the IMF's biannual World Economic Outlook, supported by implementation of key reforms, easing of supply-side bottlenecks, and appropriate fiscal and monetary policies, the Indian economy growth is expected to rise to about 8% over the medium term.

The India Meteorological Department's (IMD) forecast in April 2017 predicts normal to near-normal rains during the monsoon season. Quantitatively, the seasonal monsoon rainfall this year is likely to be 96% of the LTA with an error of +/- 5%. Another positive is that rains are expected to be evenly distributed across the country. If accurate, this second successive year of good monsoons will benefit the farm sector and the overall economy. Based on this monsoon outlook, India expects its farm output growth to remain stable at 4% in 2017-18 crop year.

Apart from the optimism of a high GDP growth and the forecast of favourable monsoons in 2017-18, a number of other factors augur well for the growth of the agriculture sector. These are discussed below:

Agriculture focussed Budget: The Union Budget 2017-18 shows the government's intent and focus towards boosting the agriculture sector and reviving the rural economy, which had

suffered considerably after two consecutive years of poor rains in 2014 and 2015. The Budget aims for more reforms in agriculture marketing, increased funds for insurance and irrigation schemes and sets a higher target for farm credit combined with greater focus to provide flow of credit to underserved areas.

Key takeaways from the Budget for the agricultural sector

- Funding for the rural and agriculture sector increased by 24% in 2017-18 to ₹ 1.87 trillion
- Farm credit target fixed at ₹ 10 trillion in 2017-18, up from ₹ 9 trillion targeted last year
- Dedicated micro-irrigation fund to be set up by NABARD with an initial corpus of ₹ 5,000 crores to achieve the goal of 'Per Drop More Crop'
- Allocation for the crop insurance scheme 'Pradhan Mantri Fasal Bima Yojana' increased to ₹ 13,240 crores in 2017-18 from ₹ 5,500 crores in the previous year
- Crop insurance to spread over 40% and 50% cropped area in 2017-18 and 2018-19 respectively, up from 30% in 2016-17
- Dairy processing infrastructure fund to be set up under Nabard, with fund of ₹ 8,000 crores
- A model law on contract farming will be circulated among States for consultation
- Assistance of upto ₹ 75 lakh for cleaning and packaging of farmer produce
- Areas under summer and winter crops to grow
- Issuance of soil health cards and setting up of mini labs in Krishi Vigyan Kendras
- Nabard to be supported to create 63,000 functional primary agricultural credit societies at an estimated cost of ₹ 1,900 crores
- Computerization of Nabard to help small, marginal farmers to ensure seamless flow of credit
- Focus on small and marginal farmers, especially in underserved areas such as the Northeast and Kashmir

Growing population: India's population growth demands improved farm output to ensure food security. This provides a strong impetus to the agriculture sector. Further, with the area of arable land being limited, it is imperative to boost farm efficiency. This presents a big opportunity to agri-input segments like seeds, plant growth nutrients, herbicides, fertilizers, etc. As per the Ministry of Agriculture, commercial seeds in India account for a very small percentage of 25%. The necessity of increasing yield rates will pave the way for quality branded seeds in the coming years.



Rising income: Domestic demand for agricultural and allied products is also being fuelled by rising per capita income of India's population. Consumption expenditure in India is likely to reach US\$ 3.6 trillion by 2020.

Farm mechanization: India is driving towards greater farm mechanization to boost agriculture productivity. For promotion of farm mechanization the incumbent government released ₹ 340 crores from the period 2014-16 and ₹ 118 crores for the year 2016-17. Four regional farm machinery training and testing institutes have been established in the country, which cater to the needs of standard and quality farm machinery and equipment. Through the Sub-Mission on Agricultural Mechanization (SMAM), custom hiring centres have been established to enable marginal farmers borrow expensive farm machinery and also to increase the reach of farm mechanization.

Increase in usage of hybrid seeds and other inputs: The government has been playing a proactive role in promoting greater use of hybrid seeds due to their high yield and resistance. The usage of hybrid seeds has boosted the yield of food grains to 2,056 kg/ hectare in 2015-16 from 1,756 kg/ hectare in 2006-07. The use of inputs such as fertilizers, pesticides, farm technology is also on an uptrend which augurs well for boosting agricultural productivity.

Contract Farming: Bringing private corporate agribusiness entities in direct contact with the primary producers, contract farming is changing the dynamics of Indian agriculture. The government has been promoting contract farming at various levels through policy changes and fiscal incentives. The farmers benefit from access to world class mechanized agro technology and an assured up front price and market for their produce, while companies gain from uninterrupted and steady flow of farm output and protection from fluctuation in market pricing.

Increased land under irrigation: Sustained investments on irrigation have reduced the dependence on monsoons for Indian agriculture. The government's scheme of 'Pradhan Mantri Krishi Sinchai Yojana' (PMKSY) has been formulated with the vision of extending the coverage of irrigation, improving water use efficiency ('More Crop Per Drop') and harnessing rain water at micro – level. The Union Budget 2017-18 has earmarked a significant increase in the outlay for PMKSY from ₹ 5,189 crores to ₹ 7,377 crores in line with its stated objective of 'More Crop Per Drop'. With more and more land area being brought under the ambit of irrigation and improvements in water management, farm productivity is well-poised for growth.

OPPORTUNITIES SPECIFIC TO MAIZE

Low corn yield v/s high demand: In India, maize is the third most important cereal crop following rice and wheat. Maize production has shown a tremendous increase in the country. However, despite the production strength, Indian corn yields are

significantly below the yields in major corn producing countries. As per industry sources, India will need 65 MT of maize by 2050. This increase in production is expected to be driven by increase in productivity as the area under cultivation is not likely to change substantially. By adoption of high yielding hybrids, improved agronomic practices and bringing higher area of cultivation under hybrids, there is enormous potential for increasing India's corn production.

Growing applications: Besides being the staple food for many countries across the world, maize has several other uses, the list of which is growing. In fact, 70% of the total maize consumption in Asia is accounted by the animal feed industry. Growing population coupled with increasing preference for high protein food is driving the demand for poultry, which in turn is fuelling the demand for maize. Maize is also being used for making food additives and sweeteners in the food processing industry. With the processed food industry expected to grow at 10%+ in the next –five years in most Asian countries, maize demand is expected to rise. Another fact which bolsters the growth potential of maize application in India is that currently the country manufactures only 40 products from maize and starch derivatives whereas over 800 products are produced in the international markets. Use of maize starch for alternate applications like biodegradable plastics, car parts and edible oil is slowly on the rise.

In the backdrop of key growth opportunities and a supporting ecosystem of services and friendly policies from the government, the outlook for agriculture is positive. This should translate into significant prospects for MIL to enhance the volume and reach of its products. Moreover, the Company's committed endeavour to assist farmers with agronomic advice has enabled it to strengthen relationships and educate them on the advantages of the Company products. 18 new hybrids have been introduced and received very well in the past five years. With the government's strong focus on increasing maize productivity through the use of hybrids, the Company remains steadfast in leveraging its R&D to develop genetically modified high-yielding seeds and drive value for the farmers and growth for the business.

Risks, concerns and threats

Risk and opportunities is an inherent feature of any business. MIL's dedicated risk management team has developed a set of systems and processes to create awareness of potential risks and consequently limit and manage them, while safeguarding business opportunities and strengthening profitability. It believes that risks that are well managed can create opportunities, whereas risks that are not managed or incorrectly managed can disrupt operations and impact growth prospects.

This section highlights the principal risks and uncertainties that affect the Company, together with the key mitigating activities in place to manage those risks.

Weather risks

The agriculture business is vulnerable to weather conditions. Droughts, natural calamities or excess rainfall can have negative impact on crop production which in turn can impact the demand for MIL's products. In India this risk is compounded with only 45% of the net sown areas having access to irrigation.

While this risk can never be completely eliminated, its impact can be minimized through pro-active and prompt responses. MIL has invested substantial resources in R&D for developing a wide range of high-yielding hybrid portfolio for different seasons and conditions. This ensures that its products are in demand throughout the year. Also, through its Farm AgVisory® services, farmers obtain helpful insights on better and higher crop cultivation. Toll-free number and customized mobile messages are some of the other services extended by the Company to the farming community to enable them to tackle the vagaries of nature effectively.

Macroeconomic risks

Apart from being dependent on natural factors, agriculture is also controlled by macro-economic factors such as global demand and supply, credit policies, commodity prices, interest rates, inflation, wholesale prices etc. These in turn impact the demand and supply for agricultural produce and products.

With over four decades of industry leading experience and trusted relationships with the farming community, your Company is confident of meeting macroeconomic challenges effectively. Moreover, the outlook of increased maize production in the coming years to meet the rising requirements from feed industry and industrial applications mitigates the risk of lower demand for your Company products considerably.

Production risk

Production risks are caused by adverse weather, pests, disease, higher raw material prices, human error, regulatory changes, 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.

Proactive measures by MIL, such as exploring new production locations, mechanized operations and improvement of seed process have helped to counter this risk to a considerable extent. In addition, through constant engagement with farmers, the Company educates them on better agronomic practices for harnessing higher yields.

Competition risk

Changes in the competitive landscape, availability of better quality seeds and increase in supply of product options at lower costs may result in loss of market share for the Company.

In India, MIL has set up three state-of-the-art breeding stations to conduct research activities and develop best quality seeds

that are resistant to the challenges of adverse weather, difficult soil conditions and crop diseases. As a result of its focussed efforts, in the last five years the Company has been able to bring to the market 18 successful hybrids. This commitment to quality inputs at competitive prices has enabled it to manage this risk effectively. In addition, over the years, the Company has deepened its connection with the farmers by offering them complimentary valuable advice on enhancing productivity and profitability. This has gone a long way in strengthening brand loyalty and thwarting the risk of losing out to competition. Further, the favourable maize landscape in the coming years should protect your Company's business.

Institutional risk

Changes in laws, regulations, policies and other governmental actions relating to agriculture, such as price support, food quality regulations, subsidies, could affect the MIL's operations. With the Company's key business related to manufacture and marketing of hybrid seeds, any negative government policy and decision in this area is bound to impact the Company's performance.

Market data indicates that the hybrid seed market is well-poised for growth in the coming years. Moreover, recognising the imperative to increase agricultural productivity as cultivable land is limited vis-à-vis a growing population, the government is encouraging the use of hybrid seeds in crop cultivation and also providing special incentives to private companies for its research and development. Also, in the face of global climate change, hybrid seeds are emerging as the ideal solution to enhance productivity as they are considered the best quality seeds compatible with local environment.

Human and personal risk

Agriculture business can take a physical and emotional toll on the well-being of employees and farmers as they have to work outdoors under extreme weather conditions. Farmers often travel long distances on tough rural terrain to sell their produce, making them vulnerable to road accidents. Employees too have to make such difficult journeys to educate farmers and spread awareness on Company products.

To mitigate this risk, MIL equips the employees with modern amenities and better information to protect them from such risks. The farming community is extended access to healthcare and education facilities so as to improve their quality of life. Moreover, by embedding international safety practices in its operations, the Company ensures that the employees and farmers can deal with such risks effectively.

Realization risk

The basic raw material glyphosate used in the manufacture of herbicide is imported from China. Over the past few years, the import price of glyphosate has declined considerably. At the



same time, the industry has attracted many new entrants who are importing low cost glyphosate and selling the final product of herbicide at low prices in the domestic markets. This stiff competition is exerting a downward pressure on the margins of the Company for its Roundup® brand.

To offset this risk, MIL undertakes significant branding and marketing activities for Roundup® so as to ensure that the brand enjoys a premium positioning in the industry. This enables it to avoid the commodity trap and command a price and competitive advantage.

Foreign currency risk

The Company is exposed to foreign currency risk as the key raw material glyphosate used in the manufacture of the Roundup® is imported. Sharp depreciation in the Indian rupee against major currencies can impact margins.

This risk has been negated to a considerable extent as in recent times with strong economic fundamentals and overall optimism in the growth story of India; the rupee has been performing fairly well and the exchange rate well-maintained.

ADEQUACY OF INTERNAL CONTROL SYSTEMS

MIL follows best in the industry Internal Quality Control Systems which are governed by detailed SOP's covering all business aspects and ensuring that every single transaction is duly authorized, recorded and reported. The Company strictly adheres to all rules, policy, statutes and laws ensuring that all statutory compliances are thoroughly followed. The Company's Audit Committee reviews and takes suitable actions for any deviation, observation or recommendation suggested by the Internal Auditor, who is an independent auditor mandated to conduct internal audit. The Company also strictly adheres to environment protection laws. The employees of the Company rigorously follow the Code of Conduct devised for conducting the business of the Company.

HUMAN RESOURCES

The Company is driven by the belief that people are the most valuable asset and the driver of present and future growth.

With the Company's products being used in the agricultural sector, the employees need special skills to engage with farming communities located in the rural areas. These skills need to be upgraded on a regular basis to keep pace with evolving technology and, simultaneously, the employees also need to demonstrate commercial orientation. The HR Department ensures that the employees are given the best-in-class training to attain the business objectives.

The Company's culture is reflected in its larger purpose, which is to improve the lives of all the people connected with it – employees, farmers and the local communities. Aligned to this philosophy of empowering and enriching lives, it puts strong emphasis on personal skill development of its employees and the farmers.

Endorsing MIL's efforts in developing the capabilities of the people connected with it and providing an enabling work environment, the Company has been repeatedly recognized as one of the best companies to work for by the Great Places to Work Institute, India, in partnership with the Economic Times. It has also been 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 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. The Company undertakes no obligation to publicly revise any "forward-looking" statements to reflect future/ likely events or circumstances.

Business Responsibility Report

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Sr. No	Information	Response
1	Corporate Identity Number (CIN) of the Company	L74999MH1949PLC007912
2	Name of the company	MONSANTO INDIA LIMITED
3	Registered address	Ahura Centre, 5 th Floor 96, Mahakali Caves Rd, Andheri (E), Mumbai MH-400093
4	Website	www.monsantoindia.com
5	Email id	investorcare.india@monsanto.com
6	Financial Year reported	2016-17
7	Sector(s) that the Company is engaged in (industrial activity code-wise)	Pesticides/Herbicides- 24219; Hybrid Seeds- 01119
8	List three key products/services that the Company manufactures/provides (as in balance sheet)	Agriculture Chemicals, Seeds
9	Total number of locations where business activity is undertaken by the Company	5
a	Number of International Locations (Provide details of major 5)	0
b	Number of National 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"> • Moka Road, Srivara Village, Bellary - 583 103, Karnataka. • Survey No. 677-679, Village: Lalgudi Malakpet, Shamirpet, District: Ranga Reddy - 500 078, Andhra Pradesh. • Corn Breeding Station, Village- Batheda Ki Sarai, Post - Daroli, Tehsil - Vallabh Nagar, Dist - Udaipur - 313 001, Rajasthan. • Mega Breeding Station, Kallinayakanahalli, Thondebavi Hobli, Gowribidnur Taluk, Chikkaballapura District, Karnataka - 561 213.
10	Markets served by the Company - Local/State/ National/International	National & International

SECTION B: FINANCIAL DETAILS OF THE COMPANY

Sr. No	Information	Response
1	Paid up Capital (INR)	₹ 17.26 crore
2	Total Turnover (INR)	₹ 640.71 crore
3	Total profit after taxes (INR)	₹ 147.53 crore
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	₹ 3.58 crore
5	List of activities in which expenditure in point 4 above has been incurred:	<ul style="list-style-type: none"> • Sustainable Agriculture: Monsanto is committed to aiding development of farmers and farm families by providing support for farm infrastructure, access to water and water conservation and improving rural productivity and market linkages, thereby making the agricultural system sustainable.

Sr. No	Information	Response
		<ul style="list-style-type: none"> • Health and Nutrition: Rural India has 6.4 lakh villages with significant challenges in access to quality health care, access to sanitation facilities, personal and community hygiene and drinking water solutions. There is an opportunity for holistic development and improving lives of the rural communities with our programs in the health and nutrition space. • Education: Monsanto believes in the power of education and the difference that it can make to the future generations of the country. DISHA is Monsanto's flagship program in education and is committed towards strengthening learning outcomes by enhancing school effectiveness, improving quality of teaching practices and infrastructure support. • Disaster Rehabilitation: Being an integral part of India's business ecosystem and being integrally linked to the communities, Monsanto is committed to helping the communities overcome the disruption in their livelihoods and return to their normal lives. The Monsanto disaster rehabilitation effort provides sustained support to the people and communities affected by natural calamities to help them rebuild their lives and recover.

SECTION C: OTHER DETAILS

Sr. No	Information	Response
1	Does the Company have any Subsidiary Company/ Companies?	No
2	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	N.A.
3	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No

SECTION D: BR INFORMATION

Sr. No	Information	Response
1	Details of the Director/Directors responsible for implementation of the BR policy/policies:	
a	DIN Number	01031445
b	Name	Mr. Sekhar Natarajan
c	Designation	Chairman
2	Details of BR Head:	
a	DIN Number (if applicable)	06619353
b	Name	Ms. Shilpa Shridhar Divekar
c	Designation	Managing Director
d	Telephone number	022-28246450
e	E-mail id	shilpa.divekar.nirula@monsanto.com

Principle-wise (as per NVGs) BR Policy/policies (Reply in Y/N)

Sr. No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy/policies for:	Yes								
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Yes								
3.	Does the policy conform to any national /international standards? If yes, specify? (50 words)	Majority of the Company policies are aligned with Monsanto Global policies which incorporate global best practices. The Company is an ISO 9001 certified company and the manufacturing locations are ISO 14001 and OHSAS 18001 certified								
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/owner/CEO/ appropriate Board Director?	Yes, Monsanto Global Policies & Monsanto India Limited (MIL) Policies are approved by their respective Boards. Yes, all the policies as approved by the Board are signed by the appropriate Board Director.								
5.	Does the company have a specified committee of the Board/ Director/Official to oversee the implementation of the policy?	Yes								
6.	Indicate the link for the policy to be viewed online?	Policies can be viewed on http://www.monsanto.com *								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes								
8.	Does the company have in-house structure to implement the policy/policies.	Yes								
9.	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/ policies?	Yes, the Business Conduct Office provides the redressal mechanism for all kinds of grievances.								
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	N ¹	Y	N ²	Y	Y	Y	Y	Y	Y

*ESH Policy and POSH Policy are displayed at our premises and on our intranet, but aren't available on the website.

1 Monsanto Speak- Up Protocol for India

2 Policy Against Sexual Harassment at Workplace

Governance related to BR

Sr. No	Information	Response
1	Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The Board of Directors of the Company assesses various initiatives forming part of the BR performance of the Company at least once a year.
2	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	No, the requirement was not applicable to the Company before FY 2016-2017. This report serves as the first BRR for MIL.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Note: Relevant policies of the Company have been indicated under each Principle below. "I" refers to Monsanto India policies, while "G" refers to Monsanto Global policies, which are also applicable to MIL.

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

Policies: Monsanto Code of Business Conduct (G), Insider Trading Policy (I), Monsanto Speak- Up Protocol for India (I)

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The policy extends to all other third parties dealing with the Company.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

No stakeholder complaint was received by the Company during the past year.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

Policies: Policies under Product Stewardship Commitment (G)

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

- a. India corn operations has installed colour sorters in its packing line , the operation of which is expected to reduce good seed loss in the processing process by 1-2%. For a quantity of 7000 T that is expected to run through the colour sorter , the reduction in wastage will be approx. 70 – 140 T. Apart from reducing wastage, colour sorter usage will help in improving the physical appearance of seeds by eliminating discoloured/cut/broken seeds, thus helping to improve customer experience.

- b. The operations team has taken up screen size reduction trials (7 mm to 6.4 mm) for selected hybrids in dryer operations which has resulted in an improved recovery ranging from 1 – 5% in different hybrids.

- c. Provided ~1300 detasseling caps to the crew involved in the corn detasseling to overcome the risk of bruises and cuts during this process.

- d. Roundup Packaging Changes:

1. Removal of shrink sleeve over Roundup boxes has helped to reduce LDPE consumption of over 25 MT per annum.

2. Use of laser printer in place of inkjet printer for RUP 1 L bottles batch coding, which has helped us reduce ink consumption by over 350 L per annum.

3. Reduction of colours used for printing over RUP boxes from 5 to 2, which has helped reduce ink consumption.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product(optional):

- a. Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

- Roundup:

- 1) Reduced specific water consumption in FY 2016-17 by 6% i.e. achieved 0.59 kL water/ kL of product from 0.63 kL water/kL of product.

- 2) Reduced specific electricity consumption in FY2016-17 by 8% i.e. achieved 26.40 kWh/kL of product from 28.84 KWH/KL of product.

- 3) Sourcing of surfactant for Roundup 41% SL in local tankers in place of HDPE drums. This has helped us reduce HDPE consumption by over 60 MT per annum.

- 4) Optimization initiative over packaging lines to reduce wastage of PET laminated labels by 2% in FY 2016-17.

- Implemented Maintenance Management System software for effective work request, preventive maintenance tracking and for spare parts management. This implementation has helped to reduce breakdown hours from 75 hours to 71 hours in FY 17 even though production volume increased by 5% over previous year (15325 MT vs 14596 MT)

- Implemented processes control network in dryer operations to improve the productivity and ease of operation (reduce manual intervention).

- Installation of sewage treatment plant of 20 KLD capacity for treating domestic effluent. Achieved water savings of 5 KL per day in off season and 10 KL per day in season period. Estimated water savings for the entire year is 1600 KL.

- In FY 17 ~1243 acres of corn production was under drip irrigation which potentially required at least 50% less water in comparison to open field irrigation.

- b. Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Our products are designed to increase the productivity of the farmers by helping them grow more with lesser resources, however we currently do not track the same.

3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof in 50 words or so.

We have an unwavering commitment towards sourcing our raw materials in a responsible manner. Taking a step further in this direction, we have given CCP85000 training to more than 500 of our employees. As a part of our focus on supplier diversity, we have helped in the development of businesses owned by women entrepreneurs.

We have developed local suppliers for surfactant, which is a raw material used in our processes. The proximity of these suppliers to our plant has enabled us to move from drums to tankers for transportation of the surfactant. This has helped to reduce the environmental impact of long distance transportation of the surfactant drums, along with a significant reduction in waste generation.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

As part of our effort to achieve supplier diversity, we have tied up with local vendors who help us place differently abled resources in back office jobs. We also engage with "WeConnect", which is an organization which helps in connecting start-ups, especially the ones that are run by Women Entrepreneurs. Through this engagement these start-ups are given an opportunity to bid along with the existing suppliers in the market. Such organisations have supplied us goods like office stationery and corporate gifts, besides providing services like architectural consultancy and recruitment services. We have also been attending buyer-seller meets where we encourage local producers and provide suggestions for improvement.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Sr. No	Information	No of complaints filed during the financial year	No of complaints pending as on end of the financial year
1	Child labour/forced labour/involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

5. Does the company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Our processes are designed to minimise waste generation. We recycle empty containers (if non-hazardous). Also, our waste corn cobs are sent to biomass power plant as fuel for power generation.

Principle 3: Businesses should promote the wellbeing of all employees

Policies: Monsanto Code of Business Conduct (G), Monsanto Human Rights Policy (G), Policy Against Sexual Harassment at Workplace (I), ESH Policy (I)

- Please indicate the Total number of employees.
We have a total of 268 employees.
- Please indicate the total number of employees hired on temporary/contractual/casual basis.
We do not have any employees hired on temporary/contractual/casual basis.
- Please indicate the Number of permanent women employees.
We have 27 permanent women employees.
- Please indicate the Number of permanent employees with disabilities
We do not have any permanent employee with disabilities.
- Do you have an employee association that is recognized by management?
We do not have any employee association that is recognized by the management
- What percentage of your permanent employees is members of this recognized employee association?
Not applicable.

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?
- Permanent Employees
 - Permanent Women Employees
 - Casual/Temporary/Contractual Employees
 - Employees with Disabilities

100 % of our employees were given safety & skill up-gradation training in the last year.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized

Policies: CSR Policy (I)

1. Has the company mapped its internal and external stakeholders? Yes/No
 Yes. Monsanto has identified the underprivileged rural population in key States/ geographies having low Human Development Index (HDI), as primary beneficiaries for our CSR efforts. This includes small & marginal farmers, women & children from rural communities. Other key external stakeholders are Community Based Organizations (CBOs) like Village Water & Sanitation Committees (VWSC), Women Self Help Groups (WSHG) and Panchayats. They look at the maintenance & upkeep of the infrastructure/ facilities that have been created to ensure the sustainability of the project. Other stakeholders include the local authorities who enable the tapping of convergence opportunities for upscaling & replicability of the projects. The implementing agencies/ NGOs are other stakeholder driving efforts on the ground. Internal stakeholders include employees and CSR teams, who actively participate in the programs through employee volunteering efforts to add value to the projects & create positive impacts.
2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.
 Yes, the rural beneficiaries directly benefitting from the project - small & marginal farmers; women & children- all constitute the disadvantaged & vulnerable stakeholders.
3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof in 50 words or so.
 The focus of the CSR efforts has been on creating awareness in the communities on better hygiene practices, importance of nutritious diets, besides helping them identify other means of livelihood to supplement the household income. We have also focused on creation of infrastructure for the local communities. An empowered community, ensures sustainability of the project, even after the completion of

the project by the implementing agency. Keeping this in mind, we focus on establishing village level institutions like VWSC, WSHGs etc. to ensure project interventions can be upscaled to increase coverage, thereby maximising impact.

Principle 5: Businesses should respect and promote human rights

Policies: Monsanto Human Rights Policy (G), Monsanto Code of Business Conduct (G)

1. Does the policy of the company on human rights cover only the company or extend to the Group/ Joint Ventures/ Suppliers/ Contractors/ NGOs/ Others?
 The policy covers the Company and its business partners.
2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?
 No stakeholder complaint has been received in the past financial year and none are pending as on March 31, 2017.

Principle 6: Business should respect, protect, and make efforts to restore the environment

Policies: ESH Policy (I)

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others.
 The policy also covers our business partners, vendors and external stakeholders.
2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.
 Yes, please refer to the following links:
<http://www.monsanto.com/global/in/whoweare/pages/sustainable-agriculture.aspx>,
<http://www.monsanto.com/global/in/ourcommitments/pages/climate-change.aspx>
3. Does the company identify and assess potential environmental risks? Y/N
 Yes, we do identify and assess potential environmental risks.
4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?
 No, the Company does not have any project related to Clean Development Mechanism.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

Monsanto has adopted the following goals at a global level:

GOAL: CARBON NEUTRAL OPERATIONS

We have made a commitment to make our footprint carbon neutral by 2021 through operational changes in combination with farmer programs and incentives.

GOAL: GREENHOUSE GAS INTENSITY

We are working to reduce greenhouse gas emissions from our crop protection operations by 22 percent (per pound of active ingredient) by 2020, relative to our 2010 baseline.

We have installed a 70 kW rooftop solar power plant at our Hyderabad site to harness renewable solar energy and reduce our dependence on fossil fuels. It has helped to save 79000 units of electricity per annum in the last two years . We have also installed a rainwater harvesting system at our Silvassa plant, which helps in recharging over 4000 KL of water per annum.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes. The air emissions were within the SPCB limits. The hazardous waste generated were slightly higher than the SPCB limits, which was duly notified to SPCB in last Annual Environment Statement submitted by company.

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

We have not received any show cause/ legal notices received from CPCB/SPCB and none are pending as on March 31, 2017.

Principle 7: Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner

Policies: Monsanto Code of Business Conduct (G), Compliance with U.S. Foreign Corrupt Practices Act and Other Anti-Corruption Laws (G)

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with.

Yes, we are a member of ASSOCHAM, Crop Life India and Bombay Chamber of Commerce.

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (Governance and Administration, Economic Reforms, Inclusive Development

Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

We have supported the chambers to advocate for Economic reforms, inclusive development policies, water and sustainable development policies.

Principle 8: Businesses should support inclusive growth and equitable development

Policies: CSR Policy (I)

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8 ? If yes details thereof

Our CSR focus areas span sustainable agriculture, health & nutrition and education with a special focus on rural communities- farmers, women & children.

Monsanto's CSR commitment has two flagship programs:

1. SHARE – Programs under SHARE (Sustainable Harvests – Agriculture, Resources & Environment) focus on increasing agricultural yields sustainably. This is achieved by input- output capacity building of the farmers, imparting knowledge about best practices & facilitating market linkages for improving farmers' incomes.

2. DISHA –DISHA covers our efforts in the areas of Health, Nutrition and Education, aimed at providing impetus to primary education by supporting the government's mid-day meal program and also improving learning levels of children. Our community engagement programs focus on providing access to clean drinking water & sanitation facilities & improved livelihood opportunities for women through SHGs.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

We partner with NGOs like Akshayapatra, AFPRO, Deshkal Society, and Jaldhaara Foundation for having a positive impact on more than 1 Lac children & 2 lac rural communities across Orissa, Uttar Pradesh, Maharashtra, Telangana & Silvassa.

3. Have you done any impact assessment of your initiative?

All our projects follow a systematic three step approach. The projects are initiated with baseline assessments covering the current statistics & challenges. These are used to come up with detailed village- level plans. Mid line impact assessment are designed to identify if any course correction is required. On completion of the projects, final impact assessments are planned with independent 3rd parties to assess the stakeholder perception and the value created through the CSR efforts.

4. What is your company’s direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

Sr. No	CSR project or activity identified	Sector in which the Project is covered	Amount spent on the projects or programs
1	Program DISHA	Education and Nutrition School Nutrition project- Support mid-day meal for 7500 children from 147 schools across Lucknow and Bhubaneswar, for the entire year	1.35
2	Program DISHA	Swachh Bharat Abhiyan, Rural Development Integrated Community Development Providing access to drinking water and sanitation facilities for rural communities and empowering women by providing alternate livelihood opportunities. Promotion of agricultural livelihoods through creation of shared irrigation sources	0.63
3	Program DISHA	Education Improving learning levels of children from agricultural communities	0.70
4	Program DISHA	Rural Development Community Water Purification Project	0.33
5	Program DISHA	Swachh Bharat Abhiyan Bihar Sanitation project-Construction of 180 household toilets along with community awareness through hygiene trainings	0.50
6	Administrative Expenses		0.077
	TOTAL		3.587

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words or so.

We have created institutional bodies like VWSC, WSHGs to ensure sustainability of the projects even after withdrawal of company support. We have focussed on building awareness and empowering communities for maintenance & upkeep of the assets created. Communities have been involved right from the inception of the project to encourage ownership of the project by the local community.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

Policy: Monsanto Code of Business Conduct (G), Policies under Product Stewardship Commitment (G)

- What percentage of customer complaints/ consumer cases are pending as on the end of financial year.
They were no customer complaints pending as on the financial year ending March 31, 2017.
- Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/ No/N.A. /Remarks (additional information)
We display product information as mandated by the local laws.
- Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/ or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.
No case was filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and none are pending as on March 31, 2017.
- Did your company carry out any consumer survey/ consumer satisfaction trends?
We carried out a NPS (Net Promoter Score) study through A.C. Neilson and significant improvement was observed in the overall NPS scores.

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 31st March 2017, 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 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 prescribed under section 133 of the Act.

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.

In conducting 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 of the financial statements 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. 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 obtained by us 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 31st March 2017, 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 Section 143 (3) of the Act, based on our audit, we report, to the extent applicable 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 prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March 2017 and taken on record by

the Board of Directors, none of the directors is disqualified as on 31st March 2017 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g) 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, in our opinion and to the best of our information and according to the explanations given to us:

- 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 principle;
- 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.

iv. The Company did not have any holdings or dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a Statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366 W/W - 100018)

P. B. Pardiwalla
Partner

Place: Mumbai
Date: May 05, 2017

Membership No. 40005

Annexure "A"

to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date for the year ended 31st March 2017 of Monsanto India Limited)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Monsanto India Limited ("the Company") as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit

of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over

financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366 W/W - 100018)

Place: Mumbai
Date: May 05, 2017

P. B. Pardiwalla
Partner
Membership No. 40005

Annexure "B" to the Independent Auditor's Report

Referred to in paragraph 2 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date on the accounts for the year ended 31st March, 2017 of Monsanto India Limited ("the Company")

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has a programme of verification of fixed assets to cover all the items in a phased manner over a period of 2 years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) With respect to immovable properties of freehold land and buildings, according to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed / transfer deed / conveyance deed / court orders approving schemes of arrangements/ amalgamations provided to us, we report that, the title deeds of such immovable properties are held in the name of the Company as at the balance sheet date.
- (ii) 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, and no material discrepancies were noticed on such physical verification or confirmations.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The Company has not granted any loans, made investments or provided guarantees referred to in sections 185 and 186

of the Act and hence reporting under clause 3 (iv) of the Order is not applicable.

- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit during the year and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed thereunder are not applicable to the company.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended 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:
- a. 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 (other than as stated in b. below) applicable to it to the appropriate authorities.
- b. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable, except as below:

Name of Statute	Nature of Dues	Amount (₹)	Period to which the Amount Relates	Due Date	Date of subsequent payment
APPT Act, 1987	Professional Tax	10,200	Assessment Year: 2017-18	10 th September, 2016	12 th April, 2017

- c. Details of dues of Income-tax, Sales Tax, Service Tax, Excise Duty , Value Added Tax and Cess which have not been deposited as on 31st March, 2017 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (₹ in crores)
Income Tax Act, 1961	Income Tax demand	Income Tax Appellate Tribunal	Assessment Year: 2009-10	11.63 [^]
Income Tax Act, 1961	Income Tax demand	Commissioner of Income Tax (Appeals)	Assessment Year: 2010-11 to 2014-15	115.59 [#]
Various State Sales Tax Laws	Sales Tax / VAT	Various levels of State Sales Tax Authorities	Assessment Year: 2002 - 03, 2008 - 09 to 2012 - 13	1.26
Central Sales Tax Act, 1956	Sales Tax	Various levels of State Sales Tax Authorities	Assessment Year: 2003 - 04, 2010 - 11, 2013 - 14	0.21
Central Excise Act, 1944	Excise Duty Demand	Additional Commissioner of Central Excise	Assessment Year 2013 -14 to 2014 - 15	0.36
Finance Act, 1994	Service Tax Demand	Commissioner of Service Tax	Assessment Year 2009 -10 to 2013 - 14	4.68

[^]Net of ₹ 22.75 crores paid under protest

[#]Net of ₹ 21.97 crores paid under protest

- (viii) The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company. applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable. (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- (x) 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 by its officers or employees has been noticed or reported during the year. (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013. (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 188 and 177 of the Companies Act, 2013, where

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366 W/W - 100018)

Place: Mumbai
Date: May 05, 2017

P. B. Pardiwalla
Partner
Membership No. 40005

Balance Sheet

as at 31st March, 2017

Particulars	Note No.	(₹ in crores)	
		As at 31 st March 2017	As at 31 st March 2016
I. Equity and Liabilities			
(1) Shareholders' Funds			
(a) Share capital	3	17.26	17.26
(b) Reserves and surplus	4	512.36	395.99
		529.62	413.25
(2) Non-Current Liabilities			
(a) Other long term liabilities	5	8.01	7.29
(b) Long term provisions	6	9.56	9.06
		17.57	16.35
(3) Current Liabilities			
(a) Trade payables			
i) total outstanding dues of micro enterprises and small enterprises	35	0.26	0.44
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		102.14	60.57
(b) Other current liabilities	7	40.07	30.17
(c) Short-term provisions	8	8.42	5.83
		150.89	97.01
TOTAL		698.08	526.61
II. Assets			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets - Property, Plant and Equipment	9	96.70	83.99
(ii) Intangible assets	9	0.51	0.06
(iii) Capital work in progress		9.30	11.00
		106.51	95.05
(b) Deferred tax assets (net)	10	0.20	1.59
(c) Long term loans and advances	11	66.05	51.65
		172.76	148.29
(2) Current assets			
(a) Current investments	12	347.93	157.49
(b) Inventories	13	125.05	179.04
(c) Trade receivables	14	14.69	13.36
(d) Cash and cash equivalents	15	10.22	6.50
(e) Short-term loans and advances	16	23.08	17.02
(f) Other current assets	17	4.35	4.91
		525.32	378.32
TOTAL		698.08	526.61

See accompanying notes forming part of the financial statements

1 - 43

In terms of our report attached

For and on behalf of the Board

For Deloitte Haskins & Sells LLP
Chartered Accountants

Sekhar Natarajan
Chairman

Piyush Nagar
Director

H C Asher
Director

P. B. Pardiwalla
Partner

Mumbai
May 05, 2017

Pradeep Poddar
Director

Saurabh Vaidya
Chief Financial Officer

Monika Gupta
Company Secretary

Statement of Profit & Loss

for the year ended 31st March, 2017

(₹ in crores)

Particulars	Note No.	For the year ended 31 st March 2017	For the year ended 31 st March 2016
I. Revenue from operations (Gross)	18	667.99	567.92
Less : Excise duty		27.28	26.35
Revenue from operations (Net)		640.71	541.57
II. Other Income	19	13.45	14.18
III. Total Revenue (I +II)		654.16	555.75
IV. Expenses:			
(a) Cost of materials consumed and other inputs	20	259.20	187.85
(b) Changes in inventories of finished goods and work-in-progress	21	30.47	66.77
(c) Employee benefits expense	22	43.74	50.96
(d) Finance costs	23	1.10	0.68
(e) Depreciation and amortisation expense	9	9.06	9.32
(f) Other expenses	24	150.64	128.12
Total Expenses		494.21	443.70
V. Profit before exceptional items and tax (III- IV)		159.95	112.05
VI. Exceptional items - Employee Severance Costs (Net)		1.29	2.89
VII. Profit before tax (V- VI)		158.66	109.16
VIII. Tax expense:			
(a) Current tax expense		10.37	5.19
(b) Excess provision for tax relating to prior years		(0.61)	-
(c) Deferred tax expense		1.37	2.72
IX. Profit for the year (VII-VIII)		147.53	101.25
X. Earnings per equity share of face value of ₹ 10/- each (in ₹)			
Basic	39	85.48	58.66
Diluted - Refer Note 39			

See accompanying notes forming part of the financial statements 1 - 43

In terms of our report attached

For and on behalf of the Board

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Partner

Mumbai
May 05, 2017

Pradeep Poddar
Director

Saurabh Vaidya
Chief Financial Officer

Monika Gupta
Company Secretary

Cash Flow Statement

for the year ended 31st March, 2017

	(₹ in crores)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
A. Cash flow from Operating Activities		
Profit Before Tax	158.66	109.16
Adjustments for :		
Depreciation and Amortisation	9.06	9.32
Interest Expense	1.10	0.68
Provision for Doubtful Debts	2.89	0.31
Interest Income	(0.18)	(0.14)
Provision no longer required written back	(0.58)	(3.87)
Loss on sale/disposal of Fixed Assets (Net)	0.60	0.45
Dividend Income from Mutual funds	(11.45)	(8.62)
Net unrealised loss on foreign exchange transactions	0.08	0.39
	1.52	(1.48)
Operating profit before Working Capital changes	160.18	107.68
Changes in Working Capital		
Adjustments for (Increase) / Decrease in operating assets:		
Inventories	53.99	76.06
Trade Receivables	(4.19)	11.03
Short Term / Long term Loans and Advances	(3.56)	(9.02)
Adjustments for Increase / (Decrease) in operating liabilities:		
Trade payables	41.34	(57.96)
Other long term and current liabilities	10.53	(8.43)
Short term / Long term provisions	0.44	(2.31)
	98.55	9.37
Net cash generated from operations	258.73	117.05
Direct Taxes paid (net)	(17.36)	(40.45)
Net cash generated from Operating Activities	241.37	76.60
B. Cash flow from Investing Activities		
Purchase of fixed assets (including capital work in progress)	(26.85)	(17.08)
Sale proceeds of Fixed Assets	0.02	0.11
Sale proceeds of Asset held for disposal	0.18	-
Interest Income received	0.16	0.15
Bank Balances not considered as cash and cash equivalents - Placed (Net)	(0.15)	(0.05)
Investment in units of Mutual Funds	(766.91)	(653.52)
Redemption in units of Mutual Funds	576.47	685.51
Dividend Income from Mutual funds	11.45	8.62
Net Cash used in Investing Activities	(205.63)	23.74

Cash Flow Statement

for the year ended 31st March, 2017

(₹ in crores)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
C. Cash flow from Financing Activities		
Dividend paid	(25.80)	(82.98)
Tax on Dividend	(5.27)	(16.87)
Interest paid	(1.10)	(0.68)
Net cash used in Financing Activities	(32.17)	(100.53)
Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)	3.57	(0.19)
Cash and Cash Equivalents - Opening Balance	5.36	5.55
Cash and Cash Equivalents - Closing Balance	8.93	5.36
Notes to Cash Flow Statement:		
1 Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance sheet (Refer Note 15)	10.22	6.50
Less: Earmarked balances		
- Unpaid dividends accounts	0.63	0.54
- Balances held as margin money against guarantees	0.66	0.60
	1.29	1.14
	8.93	5.36
2 Cash and Cash Equivalents include:		
Balances with banks		
i) In current accounts	1.58	2.14
ii) In EEFC accounts	1.53	0.84
iii) In Deposits	5.82	2.38
	8.93	5.36

In terms of our report attached

For and on behalf of the Board

For Deloitte Haskins & Sells LLP
Chartered Accountants

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Chairman

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P. B. Pardiwalla
Partner

Mumbai
May 05, 2017

Pradeep Poddar
Director

Saurabh Vaidya
Chief Financial Officer

Monika Gupta
Company Secretary

Notes

forming part of the financial statements for the year ended 31st March 2017

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 (the Act), and the relevant provisions of the Act, as applicable. The financial statements have been prepared on accrual basis under the historical cost convention.

(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 amounts of income and expenditure during the year. Actual results could differ from 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 Fixed Assets (Property, Plant and Equipment) and Depreciation :

Tangible Fixed Assets are carried at 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 (other than dryers) are depreciated over the useful lives specified in Schedule II to the Companies Act 2013. Dryers are depreciated

over 20 years in accordance with technical evaluation made by the Company.

(D) Intangible Fixed Assets and Amortisation :

Intangible Fixed Assets are valued at 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) Asset held for disposal:

Fixed assets that have been retired from active use and held for disposal are stated at the lower of their book value and net realisable value. The net realisable value is reckoned with reference to individual items of fixed assets or a disposal group, as relevant.

(G) Investments:

Current investments are stated at the lower of cost and fair value.

(H) 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.

Notes

forming part of the financial statements for the year ended 31st March 2017

(I) 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 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.

Sales are stated inclusive of excise duty and net of sales tax and value added tax.

- (ii) Royalty is recognized in accordance with contractual obligations.
- (iii) Interest income is recognized on time proportion basis.

(J) 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.

(K) 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 the 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, a long term benefit 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) Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

(L) 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.

(M) 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 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

Notes

forming part of the financial statements for the year ended 31st March 2017

or virtually certain, as relevant, that sufficient future taxable income will be available against which the deferred tax asset can be realized.

(N) Operating Lease:

Operating lease payments are recognized as expenditure in the Statement of Profit and Loss on a straight-line basis.

(O) 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.

(P) Cash Flow Statement:

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard – 3 on Cash Flow Statements 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 accounts and demand deposits with banks.

Notes

forming part of the financial statements for the year ended 31st March 2017

(₹ in crores)

	As at 31 st March 2017	As at 31 st March 2016
3 Share Capital		
Authorised :		
20,000,000 Equity Shares of ₹ 10/- each	20.00	20.00
Issued and Subscribed :		
17,263,048 Equity Shares of ₹ 10/- each	17.26	17.26
Paid up :		
17,262,748 Equity Shares of ₹10/- each fully paid-up	17.26	17.26

1. Rights, preferences and restrictions attached to equity shares:

- (i) Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.
- (ii) Every member of the company holding equity shares is eligible for one vote per share held.
- (iii) 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.
- (iv) 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 st March 2017		As at 31 st March 2016	
	Number of shares held	₹ in crores	Number of shares held	₹ 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 and details of shares, held by each shareholder holding more than 5% shares:

Name of Shareholder	As at 31 st March 2017		As at 31 st March 2016	
	Number of shares held	% of holding	Number of shares held	% of holding
Monsanto Company USA , the ultimate holding company	2,316,920	13.42	2,316,920	13.42
Monsanto Investments India Private Limited, the holding Company	10,137,124	58.72	10,137,124	58.72

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 st March 2017	As at 31 st March 2016	As at 31 st March 2015	As at 31 st March 2014	As at 31 st March 2013	As at 31 st March 2012
	Equity Shares of face value of ₹ 10/- each	-	-	-	-	300

5. Shares reserved for issue under commitment :

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 to holders.

Notes

forming part of the financial statements for the year ended 31st March 2017

	As at 31 st March 2017	As at 31 st March 2016
(₹ in crores)		
4 Reserves and Surplus		
(a) Securities Premium Account	139.40	139.40
(b) General Reserve	128.05	128.05
(c) Surplus in the statement of Profit and Loss:		
Balance as per last Balance Sheet	128.54	89.62
Add: Profit for the year	147.53	101.25
Less: Appropriations		
Interim Dividend (See note below)	25.89	51.79
Tax on Interim Dividend	5.27	10.54
	244.91	128.54
	512.36	395.99
Note:		
Details of interim dividend paid are as under:--		(per share in ₹)
Dividend	Current Year	Previous Year
First	15.00	15.00
Second	-	15.00
TOTAL	15.00	30.00
5 Other Long Term Liabilities		
Security deposit from customers	8.01	7.29
	8.01	7.29
6 Long Term Provisions		
Provision for employee benefits:		
i) Compensated absences (Refer Note 37 B)	8.63	7.87
ii) ESOP Scheme Provision (Refer Note 40)	0.93	1.19
	9.56	9.06
	9.56	9.06
7 Other Current Liabilities		
(a) Unclaimed Dividend	0.63	0.54
(b) Other Payables		
i) Statutory Remittances (Provident Fund, Withholding tax etc.)	7.19	7.07
ii) Security Deposits from Customers	6.32	4.40
iii) Advance from Customers	22.56	14.68
iv) Liabilities towards employees	3.37	3.48
	40.07	30.17
8 Short Term Provisions		
(a) Provision for employee benefits		
i) Compensated absences (Refer Note 37 B)	0.26	0.25
ii) ESOP Scheme Provision (Refer Note 40)	2.57	3.13
	2.83	3.38
(b) Others		
i) Provision for Taxation (Net of Advance Tax of ₹ 32.44 crores, Previous Year ₹ 25.97 crores)	5.59	2.45
	8.42	5.83



Notes

forming part of the financial statements for the year ended 31st March 2017

9 Fixed Assets

Description	Gross Block (At Cost)		Depreciation		Net Block	
	As at 1 st April 2016	As at 31 st March 2017	As at 1 st April 2016	For the year	As at 31 st March 2017	As at 31 st March 2016
A. Tangible Assets						
Land- Freehold*	12.95 (12.95)	- (12.95)	- (12.95)	- (12.95)	- (12.95)	12.95 12.95
Buildings	45.34 (44.76)	9.88 (1.13)	0.61 (0.55)	1.72 (1.60)	21.39 (19.93)	25.41 33.22
Plant and Equipment*	88.20 (85.26)	8.12 (3.87)	0.93 (0.93)	4.68 (4.42)	52.51 (48.49)	39.71 42.88
Furniture and Fixtures	6.82 (6.99)	0.79 (0.08)	0.12 (0.25)	0.54 (0.61)	5.57 (5.14)	1.68 1.92
Office Equipment	3.84 (3.74)	2.05 (0.31)	0.85 (0.21)	0.54 (0.55)	1.27 (1.58)	2.26 3.77
Vehicles	2.04 (1.83)	0.64 (0.21)	0.10 (0.21)	0.26 (0.23)	0.88 (0.72)	1.32 1.70
Leasehold Improvements	1.58 (1.58)	- (1.58)	- (1.58)	- (1.58)	1.58 (1.58)	- -
Computers & Equipment	10.27 (9.20)	0.88 (1.13)	1.62 (0.06)	1.28 (1.90)	9.27 (9.61)	0.66 0.66
TOTAL (A)	171.04 (166.31)	22.36 (6.73)	4.23 (2.00)	9.02 (9.31)	92.47 (87.05)	83.99 96.70
B. Intangible Assets (Acquired)						
Intellectual Property	2.18 (2.18)	- (2.18)	2.18 (2.18)	- (2.18)	- (2.18)	- -
Software	0.09 (0.71)	0.49 (0.07)	- (0.69)	0.04 (0.01)	0.07 (0.03)	0.06 0.51
TOTAL (B)	2.27 (2.89)	0.49 (0.07)	2.18 (0.69)	0.04 (0.01)	0.07 (0.21)	0.06 0.51
GRAND TOTAL (A+B)	173.31 (169.20)	22.85 (6.80)	6.41 (2.69)	9.06 (9.32)	92.54 (89.26)	84.05 97.21

Figures in brackets are in respect of Previous year

* Asset given on lease to a related party: 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 31st March 2017

Particulars	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
10 Deferred Tax Assets (Net)		
(a) Provision for doubtful debts/ advances	0.25	0.11
(b) Depreciation	0.23	0.31
(c) Allowances on payment basis	(0.28)	1.17
	0.20	1.59
11 Long Term Loans and Advances		
(Unsecured, considered good)		
(a) Capital Advances	5.70	-
(b) Security Deposits	1.04	0.98
(c) Other loans and advances		
i) Advance Tax (Net of Provisions of ₹ 104.82 crores, Previous Year ₹ 104.65 crores)	53.60	42.40
ii) Advance to Employees	0.85	0.92
iii) Prepaid Expenses	0.48	0.45
iii) Advance payment towards Gratuity Fund (Refer note 37 A)	4.38	6.90
	66.05	51.65

	Face Value	As at 31 st March 2017	As at 31 st March, 2016	As at 31 st March 2017	As at 31 st March 2016
	(₹ per Unit)	(No. of Units)	(No. of Units)	(₹ in crores)	(₹ in crores)
12 Current Investments					
(Non -trade, Unquoted and Fully paid (at lower of cost and fair value)					
Investments in Mutual funds					
Liquid Funds: Daily Dividend					
1. ICICI Prudential Liquid Plan	100	11,800,566	5,521,254	118.12	55.25
2. Birla Sun Life Cash Plus Regular Plan	100	11,932,877	5,464,162	119.56	54.75
3. Reliance Liquid Fund - Treasury Plan	1000	721,178	310,651	110.25	47.49
				347.93	157.49

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
13 Inventories		
(At Lower of Cost and Net Realisable Value)		
(a) Raw Materials (Refer note (i) below)	5.42	28.12
Goods In Transit	-	-
	5.42	28.12
(b) Packing Materials	6.11	4.92
(c) Work In Progress (Including Inputs for Standing Crops) (Refer note (ii) below)	76.69	86.14
(d) Finished Goods (Refer note (iii) below)	36.83	59.86
	125.05	179.04

Notes

forming part of the financial statements for the year ended 31st March 2017

(₹ in crores)

	As at 31 st March 2017	As at 31 st March 2016
Notes :		
i. Raw Material		
- Agricultural Chemicals	5.42	28.12
ii. Work in Progress		
- Seeds	76.69	86.14
iii. Finished Goods		
- Seeds	12.44	22.69
- Agricultural Chemicals	24.39	37.17
	36.83	59.86
14 Trade Receivables (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	0.74	7.97
Considered doubtful	3.09	0.42
Less: Provision for doubtful debts	(3.09)	(0.42)
	-	-
Other Trade Receivables		
Considered good	13.95	5.39
	14.69	13.36
15 Cash and Cash Equivalents		
Balances with banks		
i) In current accounts	1.58	2.14
ii) In EEFC accounts	1.53	0.84
iii) In deposit accounts	5.82	2.38
iv) In earmarked accounts		
- Unpaid Dividend Accounts	0.63	0.54
- Balances held as margin money against guarantees (refer note below)	0.66	0.60
	10.22	6.50
Balances held as margin money against guarantees includes amount of ₹ 0.01 crores (Previous Year ₹ 0.02 crores) having remaining maturity of more than 12 months from balance sheet date		
16 Short Term Loans and Advances		
(Unsecured, considered good)		
(a) Loans and advances to related parties (Refer Note 32)	2.61	5.32
(b) Others		
i) Advances to employees	0.28	0.24
ii) Advances to suppliers	16.68	8.04
iii) Prepaid Expenses	2.06	1.83
iv) Balance with Statutory Authorities (CENVAT Credit etc.)	1.45	1.59
	23.08	17.02
17 Other Current Assets		
(a) Interest accrued on deposits with banks and other advances	0.03	0.01
(b) Assets held for disposal	4.32	4.90
	4.35	4.91

Notes

forming part of the financial statements for the year ended 31st March 2017

(₹ in crores)

	For the year ended 31 st March 2017	For the year ended 31 st March 2016
18 Revenue from Operations (Gross)		
(1) Sale of products (Refer note 1 below)	663.10	562.76
(2) Other Operating Revenue (Refer note 2 below)	4.89	5.16
TOTAL	667.99	567.92
Less : Excise Duty	27.28	26.35
	640.71	541.57
Note :		
1 Sale of manufactured goods		
i. Agricultural Chemicals	224.46	207.80
ii. Seeds	438.64	354.96
	663.10	562.76
2 Other Operating Revenue		
a. Royalty Income	4.17	4.40
b. Tolling Income (net)	0.72	0.76
	4.89	5.16
19 Other Income		
(a) Interest Income	0.18	0.14
(b) Dividend from Current Investments	11.45	8.62
(c) Foreign exchange gain (net)	-	0.50
(d) Provision no longer required written back	0.58	3.87
(e) Miscellaneous Income	1.24	1.05
	13.45	14.18
20 Cost of Materials Consumed and other Inputs		
(a) Raw Materials Consumed (Refer Note i and ii below)		
Opening Stock	28.12	36.75
Add : Purchases	101.47	106.85
	129.59	143.60
Less : Closing Stock	5.42	28.12
	124.17	115.48
(b) Seed Grower Payments and other inputs	116.07	55.07
(c) Packing material consumed (Refer note ii below)	18.96	17.30
	259.20	187.85
Note :		
i Particulars of Raw materials Consumed		
Glyphosate IPA Salt	104.21	96.96
Surfactant	19.96	18.52
	124.17	115.48

Notes

forming part of the financial statements for the year ended 31st March 2017

(₹ in crores)

	For the year ended 31 st March 2017		For the year ended 31 st March 2016	
ii. Details of consumption of imported and indigenous items				
a Raw Materials	% of Consumption		% of Consumption	
Imported	85.12%	105.69	88.95%	102.72
Indigenous	14.88%	18.48	11.05%	12.76
	100.00%	124.17	100.00%	115.48
b Packing Materials				
Imported	0.00%	-	0.00%	-
Indigenous	100.00%	18.96	100.00%	17.30
	100.00%	18.96	100.00%	17.30
iii. Cost of material consumed and other inputs above, includes research & development expenses of ₹ 4.02 crores (Previous Year ₹ 3.21 crores).				
21 Changes in Inventory of Finished Goods and Work in Progress				
i) (Increase) / decrease in Stocks				
(a) Opening Stock :				
i) Finished Goods	59.86		92.29	
ii) Work in Progress	86.14		120.79	
	146.00		213.08	
(b) Closing Stock :				
i) Finished Goods	36.83		59.86	
ii) Work in Progress	76.69		86.14	
	113.52		146.00	
		32.48		67.08
ii) (Increase) / decrease in excise duty on finished goods		(2.01)		(0.31)
		30.47		66.77
22 Employee Benefit Expenses				
(Refer note below)				
(a) Salaries and Wages		37.50		46.76
(b) Contribution to Provident and Other funds		5.78		3.51
(c) Staff Welfare Expenses		0.46		0.69
		43.74		50.96
Note :				
i. Employee benefit expenses above, includes expenses after reduction of reimbursements amounting to ₹ 5.56 crores (Previous year ₹ 4.29 crores) by Holding Company, Ultimate Holding Company and fellow Subsidiaries towards the value of costs apportioned in accordance with the agreements on allocation of expenses with the respective companies.				
ii. Employee benefit expenses above, includes research & development expenses of ₹ 5.64 crores (Previous Year ₹ 7.08 crores).				
23 Finance Cost				
Interest on Security deposits		1.04		0.43
Interest on Income Tax		0.06		0.25
		1.10		0.68

Notes

forming part of the financial statements for the year ended 31st March 2017

	(₹ in crores)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
24 Other Expenses (Refer Note (li) Below)		
Manpower and labour Charges	17.13	19.71
Consumption of Stores and Spare parts	0.36	0.41
Power and fuel	5.43	5.19
Rent	10.83	9.15
Repairs and Maintenance :		
Repairs to Buildings	0.26	0.34
Repairs to Machinery	3.55	3.26
Repairs to others	0.34	0.27
	4.15	3.87
Insurance	1.10	1.44
Rates and Taxes	7.38	5.16
Freight, forwarding charges	21.43	22.25
Travel and Entertainment	7.69	5.57
Vehicle Expenses and Hire Charges	6.51	7.20
Loss on sale/disposal of fixed assets (net)	0.60	0.45
Advertising and promotions	9.03	10.66
Cash discount & germination claims	22.18	13.28
Royalty expense	7.84	5.56
Provision for Doubtful Debts	2.89	0.31
Consultancy Fees	9.64	5.01
Foreign exchange Loss (Net)	0.27	-
Contribution towards corporate social responsibility (Refer note 38)	3.58	3.15
Bad Debts written off	0.22	3.24
Less : Adjusted against provision	(0.22)	(3.24)
	-	-
Miscellaneous Expenses	12.60	9.75
	150.64	128.12
Notes :		
i. Consumption of Stores & Spare parts	% of Consumption	% of Consumption
Imported	30.56% 0.11	0.00% -
Indigenous	69.44% 0.25	100.00% 0.41
	100.00% 0.36	100.00% 0.41

- ii. Other expenses above, includes expenses after reduction of reimbursements amounting to ₹ 12.52 crores (Previous year ₹ 15.45 crores) by Ultimate Holding Company and fellow subsidiaries towards the value of costs apportioned in accordance with the agreements on allocation of expenses with the respective companies.

Notes

forming part of the financial statements for the year ended 31st March 2017

iii. Other expenses above also include research & development expenditure, the details are given below:

Particulars	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Advertising and Promotion	0.01	-
Consultancy Fees	0.06	0.04
Consumption of Stores and Spare parts	0.08	0.14
Depreciation and amortisation expense	2.68	2.37
Freight, Forwarding Charges	0.67	0.36
Insurance	0.13	0.10
Manpower and labour Charges	4.09	3.94
Loss on sale/disposal of fixed assets (net)	0.10	0.01
Power and Fuel	1.20	0.68
Rates and Taxes	0.70	0.45
Rent	0.62	0.50
Repairs and Maintenance	1.90	1.64
Travel and Entertainment	1.68	1.20
Vehicle Expenses and Hire Charges	0.77	0.73
Miscellaneous Expenses	2.64	1.20
TOTAL	17.33	13.36

Notes

forming part of the financial statements for the year ended 31st March 2017

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
25 Commitments		
I. Estimated amount of contracts remaining to be executed on capital account and not provided	4.38	4.63
II. Other Commitments : --		
a) Dividend on shares held in abeyance (Refer Note 3)	0.07	0.05
b) Contractual arrangement for payment on default on corporate credit card facility to employees availed from a bank.		
26 Contingent liability in respect of following matters		
I. Income Tax (also refer note 36)	173.24	113.10
II. Sales Tax, Excise Duty and Service Tax	6.50	6.97
III. Claims against the company not acknowledged as debts	1.08	1.13
Future cash outflows in respect of the above matters are determinable only on receipt of judgment / decisions pending before various authorities.		
	(₹ in crores)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
27 Auditor's Remuneration		
I. Statutory Auditors		
Audit Fees	0.21	0.21
Other Services	0.05	0.05
Tax Audit	0.05	0.05
Service Tax on above	0.05	0.05
	0.36	0.36
II. Cost Auditor		
Audit Fees	0.03	0.03
28 Value of Imports calculated on C.I.F. Basis		
Raw Materials	80.40	82.55
Components and spare parts	0.11	-
Capital goods	9.67	0.34
29 Earnings in foreign currency		
FOB Value of Exports	40.60	34.63
30 Expenditure in foreign currency		
Travel Expenses	0.11	0.07
Consultancy Fees	0.05	0.10
Communication Expenses	0.74	2.09
Royalty expense	7.84	5.56
Others (including reimbursement of expenses)	0.76	0.37

Notes

forming part of the financial statements for the year ended 31st March 2017

31 Remittance in foreign exchange on account of dividends to non-resident shareholders

(₹ in crores)

Dividend in respect of years	No. of Shares	No. of Shareholders	For the year ended 31 st March 2017	For the year ended 31 st March 2016
2014 -15 (Final)	26,01,920	1	-	4.68
2015 -16 (1 st Interim)	23,16,920	1	-	3.48
2015 -16 (2 nd Interim)	23,16,920	1	-	3.48
2016 – 17 (1 st Interim)	23,16,920	1	3.48	-

32 Related Party Transactions :

Names of related parties and description of relationship

A. Holding Company : Monsanto Investments India Private Limited

B. Ultimate Holding Company : Monsanto Company, USA

C. Fellow Subsidiaries :

Monsanto Holdings Private Limited, Monsanto Pakistan Agritech (Pvt) Ltd, Monsanto Singapore Co PTE Ltd, Beijing New Millenium Fen, Monsanto Europe SAS, Monsanto SAS France, Monsanto International S. A. R. L., Monsanto Ag Product LLC, Seminis Vegetable Seeds Inc., Monsanto Nigeria, Mahyco Monsanto Biotech (I) Pvt. Ltd., Monsanto South Africa Ltd.

D. Key Managerial Personnel :

Ms. Shilpa Shridhar Divekar, Managing Director

E. Details of transactions with related parties :

(₹ in crores)

Nature of Transactions	Year Ended 31 st March 2017					Year Ended 31 st March 2016				
	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total
Purchase of Goods	78.72	-	-	-	78.72	78.05	-	-	-	78.05
Monsanto Company, USA	78.72	-	-	-	78.72	78.05	-	-	-	78.05
Sale of Goods	-	-	6.64	-	6.64	-	-	4.69	-	4.69
Monsanto Nigeria	-	-	-	-	-	-	-	0.43	-	0.43
Monsanto Pakistan Agri-tech (Pvt) Ltd	-	-	6.64	-	6.64	-	-	4.26	-	4.26
Consultancy Fees	-	-	0.87	-	0.87	-	-	1.09	-	1.09
Monsanto Holdings Private Limited	-	-	0.87	-	0.87	-	-	1.09	-	1.09
Royalty Expense	7.84	-	-	-	7.84	5.56	-	-	-	5.56
Monsanto Company, USA	7.84	-	-	-	7.84	5.56	-	-	-	5.56
Rent	-	-	0.82	-	0.82	-	-	0.86	-	0.86
Monsanto Holdings Private Limited	-	-	0.82	-	0.82	-	-	0.86	-	0.86
Remuneration	-	-	-	1.51	1.51	-	-	-	1.62	1.62
Shilpa Shridhar Divekar	-	-	-	1.51	1.51	-	-	-	1.62	1.62
Reimbursement of Expenses (Net)	(0.65)	-	18.73	-	18.08	1.45	-	22.39	-	23.84
Monsanto Company, USA	(0.65)	-	-	-	(0.65)	1.45	-	-	-	1.45
Monsanto Singapore Co Pte Ltd	-	-	-	-	-	-	-	0.14	-	0.14
Monsanto International S.A.R.L	-	-	*	-	-	-	-	-	-	-

Notes

forming part of the financial statements for the year ended 31st March 2017

(₹ in crores)

Nature of Transactions	Year Ended 31 st March 2017					Year Ended 31 st March 2016				
	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total
Monsanto Ag Product LLC	-	-	(0.73)	-	(0.73)	-	-	(1.82)	-	(1.82)
Mahyco Monsanto Biotech (I) Pvt Ltd.	-	-	6.64	-	6.64	-	-	11.94	-	11.94
Seminis Vegetable Seeds Inc	-	-	(0.01)	-	(0.01)	-	-	0.10	-	0.10
Monsanto South Africa Ltd	-	-	0.07	-	0.07	-	-	0.06	-	0.06
Monsanto Holdings Private Limited	-	-	12.76	-	12.76	-	-	11.97	-	11.97
Payment of Dividends	3.48	30.41	-	-	33.89	11.63	48.15	-	-	59.78
Monsanto Company, USA	3.48	-	-	-	3.48	11.63	-	-	-	11.63
Monsanto Investments India Private Limited	-	30.41	-	-	30.41	-	48.15	-	-	48.15
Balances outstanding at end of the year										
Sundry Debtors	-	-	0.42	-	0.42	-	-	0.43	-	0.43
Monsanto Nigeria	-	-	0.42	-	0.42	-	-	0.43	-	0.43
Loans and Advances	-	-	2.60	-	2.60	1.01	-	4.31	-	5.32
Monsanto Company, USA	*	-	-	-	-	1.01	-	-	-	1.01
Monsanto Pakistan Agri-tech (Pvt) Ltd	-	-	0.01	-	0.01	-	-	0.01	-	0.01
Monsanto Holdings Private Limited	-	-	1.93	-	1.93	-	-	4.03	-	4.03
Mahyco Monsanto Biotech (I) Pvt Ltd.	-	-	0.52	-	0.52	-	-	0.09	-	0.09
Beijing New Millenium Fen	-	-	0.01	-	0.01	-	-	0.01	-	0.01
Monsanto South Africa Ltd	-	-	0.13	-	0.13	-	-	0.06	-	0.06
Seminis Vegetable Seeds Inc	-	-	-	-	-	-	-	0.11	-	0.11
Sundry Creditors	23.16	-	0.18	-	23.34	14.16	-	0.16	-	14.32
Seminis Seeds (Beijing) Co. Ltd	-	-	0.03	-	0.03	-	-	0.03	-	0.03
Monsanto SAS France	-	-	0.10	-	0.10	-	-	0.10	-	0.10
Monsanto International S.A.R.L	-	-	0.01	-	0.01	-	-	0.01	-	0.01
Monsanto Ag Product LLC	-	-	0.04	-	0.04	-	-	0.01	-	0.01
Monsanto Europe SAS	-	-	*	-	-	-	-	*	-	*
Monsanto Company, USA @	23.16	-	-	-	23.16	14.16	-	-	-	14.16

* Amount less than one lakh rupees

@ does not include provision created for ESOP scheme of Monsanto Company, USA for employees of the company.



Notes

forming part of the financial statements for the year ended 31st March 2017

- 33 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.
- 34 The Company has incurred the following expenses towards operating leases pertaining to vehicles, office equipments and warehouses. Lease agreements are executed for a period ranging from 11 to 48 months.

	(₹ in crores)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Cancellable	11.13	9.54
Non-Cancellable	4.55	4.75
Charge for the year	15.68	14.29

The Company is obligated under non-cancelable leases pertaining to vehicles and office equipment to pay the following amounts in future as given below:

	(₹ in crores)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Within 1 year	2.37	2.94
Later than 1 year and not later than 5 years	3.23	3.32

- 35 The disclosures under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) have been made to the extent such parties have been identified on the basis of information collected by the management regarding their status under the said act;

		(₹ in crores)	
Sr No	Particulars	31 st March 2017	31 st March 2016
1.	Amount remaining unpaid to supplier as at end of accounting year.		
	- Principal Amount	0.22	0.37
	- Interest due thereon	0.04	0.07
2.	Amount of interest paid along with the amounts of payment made beyond the appointed day		-
3.	Amount of interest due and payable (where the principal has already been paid but interest has not been paid)		-
4.	The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.04	0.07
5.	The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues as above are actually paid for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act	-	-

- 36 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. The income tax authorities have filed special leave petitions with the Honourable Supreme Court against favorable orders received for the aforesaid assessment years and the same have been admitted by the Honourable Supreme Court. The final hearing of the matter is awaited.

Notes

forming part of the financial statements for the year ended 31st March 2017

37 Disclosure as required under AS -15 in respect of employee benefits of the Company 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:

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Change in benefit obligations		
Present value of benefit obligations as at 1 st April	24.86	29.93
Service cost	2.48	3.04
Interest cost	1.88	2.17
Benefits paid (including settlement credit)	(4.05)	(6.66)
Actuarial (gain)/ loss on obligations	2.12	(3.62)
Present value of benefit obligations as at 31 st March	27.29	24.86

II. Reconciliation of opening and closing balance of the fair value of plan assets:

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Fair value of plan assets, as at 1 st April	31.76	21.06
Expected return on plan assets	2.66	2.19
Actuarial gain /(loss)	(0.11)	0.53
Employer Contribution	-	12.26
Benefits paid	(2.64)	(4.28)
Fair Value of plan assets as at 31 st March	31.67	31.76

III. Actual return on Plan Assets:

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Expected Return on Plan Assets	2.66	2.19
Actuarial gain /(loss)	(0.11)	0.53
Actual Return on Plan Assets	2.55	2.72

IV. Amount recognized in the Balance Sheet:

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Fair value of Plan Assets	31.67	31.76
Present value of benefit obligation	27.29	24.86
Net asset	4.38	6.90

Notes

forming part of the financial statements for the year ended 31st March 2017

V. Cost recognized in the Statement of Profit and Loss:

	(₹ in crores)	
	For the year ended 31 st March 2017	For the year ended 31 st March 2016
Current service cost	2.48	3.04
Interest cost	1.88	2.17
Expected return on plan assets	(2.66)	(2.19)
Actuarial (gain)/loss (including settlement credit)	0.82	(6.53)
Net gratuity cost /(credit)	2.52	(3.51)

VI. Reconciliation of the Liability recognized in the Balance Sheet:

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Opening Net Liability	(6.90)	8.87
Expense recognized	2.52	(3.51)
Employer Contribution	-	(12.26)
Amount recognized in the Balance Sheet	(4.38)	(6.90)

VII. Experience Adjustments:

	(₹ in crores)				
	As at 31 st March 2017	As at 31 st March 2016	As at 31 st March 2015	As at 31 st March 2014	As at 31 st March 2013
Liability as at the end of the Period	27.29	24.86	29.93	21.56	18.72
Fair value of plan assets as at the end of the period	31.67	31.76	21.06	18.88	16.80
Deficit / (Surplus)	(4.38)	(6.90)	8.87	2.68	1.92
Experience adjustments on plan liabilities (Gain)/Loss	0.31	2.93	0.94	1.05	0.67
Experience adjustments on plan Assets Gain/(Loss)	(0.11)	0.53	0.17	(0.52)	(0.15)

VIII. Actuarial assumptions used:

	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Discount rate	7.30%	8.00%p.a
Salary escalation rate	10%	10%
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.

Notes

forming part of the financial statements for the year ended 31st March 2017

The Company's best estimate of contributions expected to be paid to the plan during the annual period beginning after March 31, 2017 is ₹ 0.23 crore (Previous Year ₹ NIL).

The major categories of plan assets as plan % of total plan	(₹ in crores)	
	31 st March 2017	31 st March 2016
	Gratuity Funded	Gratuity Funded
Insurer Managed Funds :	100%	100%
Government Bonds	36%	52%
Corporate Bonds	40%	33%
Fixed Deposit and others	4%	5%
Mutual Funds	20%	10%

The above information is certified by the actuary and relied upon by the Auditors.

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	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Provision made for liability for compensated absences	8.89	8.12

Actuarial assumptions used	(₹ in crores)	
	As at 31 st March 2017	As at 31 st March 2016
Discount rate	7.30% p.a.	8% p.a
Salary escalation rate	10%	10%

38 Corporate Social Responsibility

- Gross amount required to be spent by the Company towards Corporate Social Responsibility is ₹ 2.52 crores (previous year ₹ 2.29 crores).
- Details of amount spent are as under : --

Sr No	Particulars	(₹ in crores)		
		In cash	Yet to be paid in cash	Total
1	Construction / acquisition of any asset	-	-	-
2	On purposes other than (1) above	3.58	-	3.58

- No expenditure has been paid to a related party, in relation to CSR expenditure as per Accounting Standard (AS) 18, Related Party Disclosures.
- Movement of provisions during the year : --

Particulars	31 st March 2017	31 st March 2016
Opening Provision	0.78	-
Add : During the year	-	0.78
Less : Adjusted / paid during the year	0.78	-
Closing Provision	-	0.78



Notes

forming part of the financial statements for the year ended 31st March 2017

39 Earnings per Share (EPS)

	Ref	Year ended 31 st March 2017	Year ended 31 st March 2016
Profit Attributable to Equity Shareholders (₹ in crores)	A.	147.53	101.25
Weighted Average Number of Equity Shares outstanding during the year	B.	17,262,748	17,262,748
Basic Earnings Per Share- (₹)	C=A/B	85.48	58.66

There was no dilution to basic EPS as there are no outstanding potential dilutive shares.

- 40 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 options and awards, 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 the lattice binomial model.

Details of the above options are as follows:

Particulars	31 st March 2017	31 st March 2016
Outstanding at the beginning of the year	32,552	23,054
Granted during the year	4,718	12,721
Forfeited during the year (on resignations)	-	(1,168)
Transfers in/(out)	(4,652)	-
Exercised during the year	(12,402)	(2,055)
Outstanding at the end of the year	20,216	32,552

- 41 The Year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below: (₹ in crores)

	31 st March 2017					31 st March 2016				
	₹	BDT	EUR	NPR	USD	₹	BDT	EUR	NPR	USD
a. Amounts receivable in Foreign Currency on a account of										
- Export of goods and services	0.28	-	-	-	~*	0.68	-	-	-	0.01
- Advance to Suppliers	4.93	-	-	-	0.07	0.18	-	-	-	~*
b. Amounts payable in Foreign currency on account of										
- Imports of goods and services	7.68	0.63	~*	0.06	0.11	11.07	0.67	~*	0.06	0.16
- Advance from Customers	0.90	-	-	-	0.01					

* Amount less than one lac USD / Euro

- 42 The Company does not have any holdings or dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8th November, 2016 of the Ministry of Finance, during the period from 8th November, 2016 to 30th December, 2016.

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, 5th 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: ___/___/___

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 of the Company i.e. C 101, 247 Park, L B S Marg, Vikroli (West), Mumbai - 400083. 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.

Monsanto India Limited

(CIN: L74999MH1949PLC007912)

Registered Office: Ahura Centre, 5th 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

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID*

Master Folio No.

Client ID*

I hereby record my presence at the **67th Annual General Meeting** held at the **Rangaswar Hall, Y. B. Chavan Centre, 4th Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai – 400 021** on **Thursday, August 10, 2017** at **11:00 a.m.**

Name of the 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 **67th Annual General Meeting** held at the **Rangaswar Hall, Y. B. Chavan Centre, 4th Floor, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai – 400 021** on **Thursday, August 10, 2017** at **11:00 a.m.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional	
		For	Against
1	Adoption of Financial Statements for the year ended March 31, 2017		
2	Declaration of final dividend on equity shares		
3	Reappointment of Mr. Piyush Nagar who retires by rotation		
4	Appointment of M/s. MZSK & Associates, Chartered Accountants as Statutory Auditors and fixing their remuneration		

Cut along this line





Cut along this line

Sl. No.	Resolutions	Optional	
		For	Against
5	Reappointment of Ms. Shilpa Shridhar Divekar as a Managing Director		
6	Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2017		
7	Approval of Related Party Transactions with ultimate holding company, Monsanto Company, USA		

Signed this _____ day of _____ 2017

Signature of shareholder

Signature of Proxy holder(s)

Note:

Affix Revenue
Stamp not less
than ` 0.15

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 an '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 joint holders should be stated.

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



Rangaswar Hall, Y. B. Chavan Centre, 4th Floor, Gen. Jaganath Bhosale Marg, Nariman Point,
Near Sachivalay Gymkhana, Mumbai – 400 021

Arun Kumar

Bhawanipur Village, Kannauj District, Uttar Pradesh

A proud farmer with his super corn harvest



MONSANTO

