

2015-16
Annual Report



Enriching Lives,
Empowering Communities.

Monsanto India Limited

MONSANTO



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Forward-Looking Statements

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

INDIA HAS BECOME ONE OF THE FASTEST GROWING ECONOMIES GLOBALLY DUE TO YEARS OF PERSISTENT PLANNING AND FOCUSED APPROACH.

WITH ITS PER CAPITA INCOME GROWING AT AN AVERAGE OF 6% ANNUALLY, THE NATION'S FOCUS IS TO DRIVE INCLUSIVE GROWTH THEREBY HELPING IMPROVE THE COUNTRY'S HUMAN DEVELOPMENT INDEX. THIS CAN BE DONE BY PROVIDING ACCESS TO BASIC AMENITIES (CLEAN WATER, HYGIENE AND SANITATION) FOR PEOPLE IN RURAL INDIA, ENHANCING EDUCATION LEVELS AND PROMOTING FEMALE LABOUR PARTICIPATION ETC. THESE STEPS WOULD IMMENSELY HELP IN ADVANCING THE STANDARDS OF LIVING OF INDIVIDUALS IN INDIA'S RURAL INDIA AND THEREBY ALSO CONTRIBUTING TO THE COUNTRY'S GROWTH.



1 million

no. of farmers registered
with us for farm advisory
services

The agriculture sector has phenomenal opportunities for development – right from enhancing farm output to covering more area under irrigation to educating farmers with modern agricultural practices to increasing use of mechanisation in farms and most importantly, enhancing farmers' profitability.

The Government of India is concertedly working towards these objectives by rolling out favourable policies to generate jobs in rural India, boosting agricultural growth and improving farmers' condition. Sharing the joy and aspirations of rural India, we, at Monsanto, are also pro-actively addressing the challenges by –

- Providing high-yielding seeds and crop protection solutions that economically benefits over 1.5 million farmers across India,
- Providing farm advisory services that provides customised services and timely agriculture, crops and climate related information to over 4 million registered farmers,
- Associating with NGOs for supporting nutritional and educational programmes benefiting 1.1 lakh students and undertaking infrastructure and community development activities benefiting 61,000 villagers.

We believe in inclusive growth – where on one hand we grow as Company and on the other we help the community grow. We shall continue these initiatives with a focus on

Enriching Lives and Empowering Communities.

MONSANTO AT A GLANCE

FORTUNE 500 COMPANY

Headquarters:

St. Louis, Missouri,
United States

Globally (2015):

- 21,183 + employees
 - 404+ facilities
 - Operations in over 66 countries
-

Monsanto is a sustainable agriculture company. We deliver agricultural products that support farmers all around the world.

We are focussed on empowering farmers-large and small to produce more from their land while conserving more of our world's natural resources such as water and energy. We do this with our leading seed brands in crops like corn, cotton, oilseeds, fruits and vegetables. We also produce leading in-the-seed trait technologies for farmers, which are aimed at protecting their yields, supporting their on-farm efficiencies and reducing their on-farm costs.

We strive to make our products available to farmers throughout the world by broadly licensing our seed and trait technologies to other companies. In addition to our seeds and traits business, we also manufacture Roundup® and other herbicides used by farmers, consumers and lawn-and-garden professionals.

Products:

- Biotechnology
 - Plant Breeding
 - Precision Agriculture
 - Crop Protection (Chemistry, BioDirect, Microbials)
-

THAT'S MONSANTO GLOBAL FOR YOU.

Monsanto could not exist without farmers. They are our customers, the lifeblood of our Company. More important, they are the support system of the world's economy, working day in and day out to feed, clothe and provide energy for our world.

Research and development

Monsanto specialises in research and development activities that focus on developing innovative and sustainable products for helping farmers improve yields while using minimum resources. We continuously adapt to the evolving needs of farmers to help them deliver relevant and improved products. Globally, Monsanto has invested more than USD 1.5 billion in the last fiscal towards R&D researching new tools for the farmers.

Our R&D activities are mostly concentrated on new biotech traits, elite germplasm, breeding and genomics research. We also focus on further developing the Company's current product portfolio and improving formulation of Roundup® herbicide.



Global recognition

- Featured in FORTUNE magazine's 2015 list of World's Most Admired Companies
- Featured in CR magazine's 2015 list of 100 Best Corporate Citizens
- Received Distinction Award in 2015 from WorldatWork Alliance for Work Life Progress
- CIO Magazine recognised Monsanto with 2015 CIO 100 Award
- Featured in Computerworld magazine's 2015 list for best places to work for in IT
- Recognised as Canada's top 100 employers in 2015
- Featured in Diversity Inc magazine's 2015 list of top 50 companies for diversity
- Recognised by Human Rights Campaign Foundation as the Best Place to Work for LGBT equality in 2015
- Recognised by Glassdoor as the Best Places to Work for in 2015
- Recognised by "GREAT PLACE TO WORK®" in 2015 as the World's Best Multinational Workplaces and Best Companies to Work for in India
- Monsanto India Annual Report 2014-15 was conferred with a Platinum award in Agribusiness category at the League of American Communications Professionals LLC (LACP), held in 2015



MONSANTO INDIA LIMITED

MONSANTO INDIA LIMITED (MIL) - A SUBSIDIARY OF THE MONSANTO COMPANY, USA - IS THE ONLY PUBLICLY LISTED MONSANTO ENTITY OUTSIDE USA. WE HAVE BEEN IN INDIA SINCE 1949 AND HAVE DEVELOPED A LASTING PARTNERSHIP WITH INDIA'S FARMERS BASED ON DEEP-ROOTED TRUST.

MIL is committed to help the Indian farmers produce more sustainably and to be successful. MIL focusses on maize (Dekalb®, India's largest selling hybrid maize seed brand) and agricultural productivity (Roundup®, the world, as well as India's largest selling glyphosate herbicide).

Monsanto started operations in India in 1975 through Monsanto India Limited (MIL) and is headquartered in Mumbai, Maharashtra, India. The Company also provides advisory services to farmers on better agronomic practices to help improve their crop yields and quality through its Monsanto Farm AgVisory Services (MFAS®).

MIL is focussed on improving the agriculture scenario in India and enriching the lives of the farmers through its advanced research and development, breeding technology and techniques, extensive agronomic activities and on-farm technology development.

The Company, over the years, has partnered with various state governments, agricultural universities and NGOs to provide the farmers necessary support for a successful harvest to enrich their lives and gain their trust.

Key Numbers

541.57

Net sales (₹ cr)

101.25

PAT (₹ cr)

2,863.43

Market capitalisation (₹ cr)

122.05

EBITDA (₹ cr)

290

Team size

413.25

Net Worth (₹ cr)

Presence

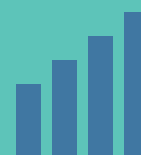
- Offices in Mumbai, Kolkata, Coimbatore, Chandigarh, Hyderabad, Hubli, Siliguri
- Maize breeding stations at Udaipur, Bengaluru and a satellite breeding station at Jalandhar
- Manufacturing facilities in Silvassa (herbicide plant), Shamirpet (maize conditioning plant) and Eluru (seed processing plant)
- Quality assurance laboratory at Hyderabad

Accreditations

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

Products portfolio and services

- 27 variants of hybrid maize seeds sold under Dekalb® brand
- Weed control glyphosate sold under Roundup® brand
- Monsanto Farm AgVisory Services (MFAS®) an IT-based mobile platform as an after sales service aimed at providing farmers with advisory offerings on 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 more and conserving more, we sustain both farms and farmers. By harvesting more success, we make agriculture more viable and rewarding. People around the world depend on agriculture and the hard work of farmers for their most basic needs. With global population expected to grow by 40 percent in the next few decades, agriculture will

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

We are committed to developing technologies that enable farmers to produce more crops while conserving more of the natural resources that are essential to their success. Producing more. Conserving more. Improving lives. That's sustainable agriculture. And that's what Monsanto is all about.



Producing more

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



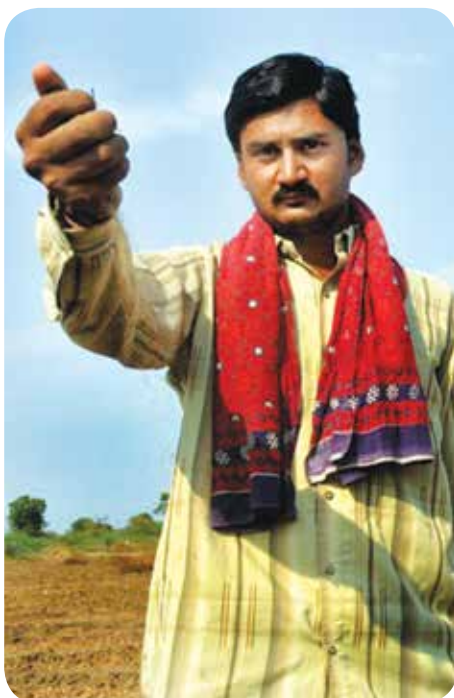
Conserving more

We've strengthened our goal to double crop yields by committing to doing it with one-third fewer resources such as land, water, and energy per unit produced. We continue to develop better seeds and improved 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.



Benefits

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



Dialogue

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



Respect

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



Transparency

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



Act as owners to achieve results



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

Sharing

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



Create a great place to work

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



CHAIRMAN'S STATEMENT

“

The current need of the hour is efficient utilisation of inputs and better exploitation of potential in rain-fed areas. The past two years have been quite difficult for our farmers as low rainfall, drought-like scenarios in many areas and warm winters led to lower than expected crop yields.



Sekhar Natarajan
Chairman



We constantly strive to enhance the quality of our maize hybrid seeds and weed management herbicide products along with offering farmers the much-needed agronomic information.

The Indian agricultural sector has grown impressively in the past few decades to keep up pace with the rising food demand. Most of the growth in agricultural production has come from improving productivity as land area under agriculture has been declining over the years. As we are aware, the major problems with agriculture in India are the highly fragmented farming lands, high dependency on monsoon, lack of skilled labours and crop losses. The good news is that our country still has a lot of potential to enhance its farm output if the farmers are provided with the necessary knowledge and support. The current need of the hour is efficient utilisation of inputs and better exploitation of potential in rain-fed areas. The past two years have been quite difficult for our farmers as low rainfall, drought-like scenarios in many areas and warm winters led to lower than expected crop yields. Despite this, the strong determination and persistent efforts of the farmers led to the growth of the sector in the last fiscal.

The Union Budget 2016-17 has laid significant importance on improving agriculture and farmer scenario of the country. Implementation of these strategies would provide the much-needed boost to the sector and enhance farmer motivation.

Most of the agricultural challenges have researched solutions. We, however, need to provide our farmers the correct know-how on better resource management, production improvement, yield increase and augment the marketability of the produce. These steps can help all farmers, including smallholder farmers, enhance their incomes.

At Monsanto India, we undertake the responsibility of helping out farmers and work towards the goal of sustainable agricultural growth. We constantly strive to enhance the quality of our maize hybrid seeds and weed management herbicide products along with offering farmers the much-needed agronomic information. Engaging with farmers, providing them necessary farm information and demonstrating better farming practices is one of the key components of our business. Our products empower farmers to produce more from their land while conserving more of the world's natural resources such as water and energy.

Apart from our direct involvement with farmers, we have also undertaken a lot of community development, education enhancement and employment generation activities across several villages in India. We also adhere to strict human rights policies and employee safety initiatives.

We believe in inclusive growth where all our stakeholders (i.e. the farmers, community, employees and supply chain partners) grow and prosper.

We are proud of our association with the farming community in India. We are happy of being with them in their quest for prosperity. We shall continue our work of developing products and services that can revolutionise the agricultural sector and make our farmers successful.

Yours sincerely,

Sekhar Natarajan
Chairman

MESSAGE FROM THE MANAGING DIRECTOR



Shilpa Shridhar Divekar
Managing Director

Dear shareholders,

Our country has now witnessed two consecutive years of over 7 percent GDP growth. As citizens, all of us eagerly hope that a double-digit growth trajectory for India becomes a reality in the near future. This will entail bold reforms to attract investments and drive momentum across sectors. With the second largest arable area in the world, 15.3 per cent share of the Gross Value Added in 2015-16 and over 50 per cent of the population dependent for their livelihood and 100 per cent for food needs... agriculture has a unique and pivotal role to play in making this reality possible. Your company has always believed that our farmers make invaluable contributions to our nation... and that their prosperity will guide our country's economic momentum. And therein lies our purpose – 'Partner the Indian farmer and nation's quest for prosperity and progress'. For your company, the best reward is a bountiful

harvest for our farmers which meets the dreams and aspirations of their families.

The year at a glance...

The financial year 2015-16 witnessed a second consecutive drought with a 14 per cent rainfall deficit, among the worst in three decades. This had a wide ranging impact on agriculture and farm livelihoods. Our steadfast commitment to make a difference to farmers continued through our products, services and handholding them during and beyond the difficult crop season. We also focused on farming communities with focus on health, nutrition and education initiatives. We focused on Enriching Lives and Empowering Communities and drew strength from our farmers, trade partners and team of talented people who reposed their trust in us. This gave us the strength to deliver the best results we could in an extremely challenging year.

Your company achieved ₹ 541.57 crores of sales and ₹ 101.25 crores of PAT in 2015-16. With the difficulties faced during the year and two of our key states, Maharashtra and Karnataka being the most affected by the drought, our results make for a strong performance even with marginal decline of 2.67 per cent and 9.39 percent in Sales and PAT respectively. The DEKALB® business, with a slow start in kharif, gained significant momentum in the rabi and spring seasons with success across key corn growing states. Wide acceptance by farmers of the new hybrids launched by your Company had an unparalleled contribution to this performance. It was a very tough year for the Roundup® business and sales were adversely impacted owing to the drought

and pressure from declining global glyphosate prices. However, we continue to remain one of the leading and most trusted herbicide players in India.

Continuing to build on a robust foundation...

- Launched six new hybrids to provide farmers better products with stress tolerance and yield potential.
- Increased research and development activities focus to reduce lead times in hybrid development and enhance consistency in product performance from specific attributes.
- Refreshed the brand communication with contemporary design and leveraged product packaging, marketing campaigns, audio-visuals and point of sales communication to create a distinct brand identity and association.
- Sharpened focus in key corn growing markets through integrated marketing campaigns in target villages.
- Enhanced direct relationship building efforts with farmers, retailers and distributors through a combination of in-person and digital connect initiatives.
- Increased demonstration of products and better agronomic practices through our Centres of Excellence.
- Developed new IT tools with capabilities to provide timely information to farmers and enhance operational efficiency.



- Focused on identifying opportunities and implementing efforts to manage costs better.

Scaling research and development

- Successfully established a modern breeding station in Udaipur, Rajasthan. This is a landmark investment aimed at developing hybrids for farmers undertaking corn cultivation in extreme rainfed conditions of Central India. This is the first such station for the global company aimed at serving farmers in rainfed geographies. The strategic location of this station will enable your Company to understand and meet the needs of upto ~3.7 million maize farmers for whom current corn yields are very low.
- Adopted new breeding techniques and tools to enable more precise hybrid development with a shortened development cycle. This included significant advancements in use of double haploid and molecular marker technologies, implementation of Genome Wide Selection, use of predictive algorithm tools, native traits analysis through Quantitative Trait Locus and creation of an integrated field testing team.

Enriching lives and empowering communities

Your company is committed towards making prosperity scalable and sustainable for our farmers and farming communities. Towards this end, we have focused our social efforts on sustainable agriculture, community development and health, nutrition and education:

- Our sustainable agriculture initiative focuses on building irrigation infrastructure, providing advisory (such as advantages of drip irrigation technologies to conserve water) and facilitating market linkages.
- Our health initiative draws from the objectives of the Swachh Bharat initiative and focuses on improving / building sanitation and clean drinking water facilities for rural communities.
- Our nutrition and education initiatives focus on providing nutritious food to children during school hours. While this aims at providing a balanced diet, it also seeks to promote education by enhancing the keenness of parents to send their children to school. We also provide skill training to teachers and accessories to children.
- We also extend relief or rehabilitation support from time to time to communities impacted by natural disasters.

Nurturing people and talent

Your Company's success is driven by a team of passionate, talented and committed people who wake up each day – to make a real difference by serving farmers. Our efforts at acquiring and retaining talent include robust development, performance and reward processes, platforms for two-way communication, ongoing tracking of organization-wide engagement levels and appropriate interventions. We also strive to ensure the highest levels of safety for all our employees. It is through these efforts regularly ranked amongst the Great Places to Work in India.



Your company has always believed that our farmers make invaluable contributions to our nation... and that their prosperity will guide our country's economic momentum.

Looking ahead

With forecasts of a normal monsoon in 2016-17, we will continue to serve our farmers with the most relevant and latest products while building our efforts in 2015-16 towards community development. We believe by consistently following through on wide-ranging efforts initiated this year, your Company will be well set on the path to growth. I am excited with the renewed national focus on the agriculture sector. Your Company is in a unique place to make a lasting difference and I am committed to making it happen.

I assure you that you are associated with a Company which will continue to make a 'real difference' to our farmers and communities. Your continued support and confidence makes it possible. I thank you very much.

Regards,

Shilpa Shridhar Divekar
Managing Director

EMPOWERING FARMERS WITH HIGH-YIELD DEKALB® CORN SEEDS

MIL markets its high-yielding maize seeds under Monsanto's globally recognised DEKALB® brand. The Company through its state-of-the-art breeding stations conducts extensive research and development activities to develop new hybrid seeds catering to diverse soil and agro climatic conditions. It currently has 27 high-yielding hybrids that have matched customer expectations and are performing well.

In 2015-16, the Company successfully launched six new hybrids that were well appreciated by farmers for their superb performance. Efforts were also taken to enhance farmers' experience for brand DEKALB® through various activities focussed at our trade partners and farmers. We invested further in our R&D efforts to deliver best-in-class products that can meet farmers' expectations.

Over the last eight years, the Company has launched a total of 19 new hybrids which are expected to contribute more than half of the portfolio by next year. These hybrids are tried and tested to perform in specific regional soil and agro climatic conditions providing higher yields and better resistance.



The overall performance during 2015-16 has been commendable given the tough weather conditions. The kharif season was the most challenging for the Company owing to prolonged dry spell and insufficient irrigation facilities resulting in low acreage of maize plantation, especially in the key maize growing areas of Karnataka and Maharashtra. Despite this, DEKALB® hybrids' performance has been exemplary.

In the Rabi season, the Company undertook micro-level planning and

increased promotions and campaigning resulting in significant recovery of sales and the Company regaining market share in Bihar.

The Company continued to outperform in the North Indian market with highest ever spring corn sales and also managed to enhance its leadership position in the market. The spring corn business is a low-volume and high-margin business for the Company. During the year, the Company further improved operational excellence in the region.

New hybrids launched

2008-09 to 2011-12

6

2012-13 to 2015-16

13

Product portfolio

*DEKALB® 9133	*DEKALB® 9081	*Pinnacle	*DEKALB® 9072
*DEKALB® 9135	*DEKALB® 8101	*900M GOLD	*DEKALB® 9141
*DEKALB® 9142	*DEKALB® 9108	*Hishell	*DEKALB® 9144
*DEKALB® 9126	*DEKALB® 7074	*Double	*DEKALB® 8144
*DEKALB® 9125	*DEKALB® 9117	*Super 900M	*DEKALB® 9149
*DEKALB® 9120	*DEKALB® 9106	*Allrounder	*DEKALB® 9155
		*Prabal	



Product name	Key markets	Season to which it caters	Trait
DEKALB® 9150	Andhra Pradesh and Telangana	Kharif	<ul style="list-style-type: none"> Full maturity hybrid Can be planted under high plant population High and stable yield Good standability
DEKALB® 9155	Bihar	Rabi	<ul style="list-style-type: none"> Full maturity hybrid High and stable yield Excellent cob type and kernel colour
DEKALB® 9164	Rajasthan and Uttar Pradesh	Kharif	<ul style="list-style-type: none"> Full maturity hybrid Stable and high yield Good standability Wider sowing window
DEKALB® 8164	Rajasthan and Uttar Pradesh	Kharif	<ul style="list-style-type: none"> Medium maturity hybrid Stable yield with good field tolerance on banded leaf sheath blight Attractive long cobs
DEKALB® 8161	South India	Kharif	<ul style="list-style-type: none"> Medium maturity hybrid Stable and consistent high-yield 'Excellent field tolerance over Rust' Offers wide adaptability
DEKALB® 9165	Bihar	Rabi	<ul style="list-style-type: none"> Full maturity hybrid Excellent yield Robust cobs Shorter plant type



Reinvigorating brand DEKALB®

To drive scale-up of new launch hybrids establishing brand DEKALB® was critical. Concerted efforts by using properties like DEKALB® Margdarshak, FarmRise and DEKALB® Directors' Club were taken to strengthen brand DEKALB®.

In FY 2015, the Company's new package roll-out was limited to newly launched products. However, in 2015-16, the Company launched all products in new packs (superior in quality and aesthetics) as it resonated well with farmers, distributors and retailers.

The Company also undertook a brand visual standardisation initiative that focussed on bringing uniformity and simplicity across all the Company's communication mediums (audio, video & print) and point of sales. This enabled the customer to connect with the brand. Our focus remained on delivering consistent communication and we have already seen the results of this in terms of growth in brand recall across markets.

Investing in Mega Breeding Centre

The Company invested a sum of ₹ 15 cr in setting up a state-of-the-art Mega Breeding Station at Vallabh Nagar in Udaipur district of Rajasthan which shall commence operations in the first quarter of 2016-17. The station's strategic location would enable it to cater to the needs of farmers in the rainfed Central and North region having highest maize acreage with low yield levels.

This station has the potential to offer beneficial solutions to around 3.7 million farmers in the region and will develop maize hybrids that will help enhance their yields and incomes.

Additionally, the breeding station which will be an integrated lab-to-land facility for researching hybrid seeds, is also expected to provide employment to several scientists and about 150 farm workers during the peak season.



We have undertaken significant steps in strengthening brand DEKALB® to enable meet customer expectations and fulfil aspirations. In the year gone by, our new products have been adopted on large acres maximising farmer output and enriching lives.



Ajit Kumar
Category Lead - Corn

Focus on customers

Customer-centric approach

The Company took another major decision of sharpening its customer-centric approach to focus more on farmers thereby assisting them generate higher revenues by improving their farm productivity. This approach will ensure growth in the long term as farmers, being the primary customers would be satisfied with our products and services.

The Company would attain specific farmer data like their soil condition, sowing time and harvest time to offer them specific hybrids and customised agronomy information. Widespread plot demonstration and promoting the use of mechanical planters would be provided to enable the farmers to attain optimum levels of farm yield.



Connecting with trade partners

DEKALB® Directors Club continues to be our leading relationship programme with trade partners. During this year, we have connected with our business partners and felicitated them for their critical contributions.

Connecting with retailers

Shubharambh campaign: This campaign was one of its kind whereby a cross-functional team travelled for 10 days across key villages in state of Bihar right before the season. Through the campaign, the Company wished farmers and retailers the very best for the upcoming season and promoted the benefits of its new DEKALB® 9120 hybrid corn seeds. As a result of this campaign, the Company witnessed a strong rebound in demand for its product across the region.



Connecting with farmers through campaigns

The Company has always connected with the farmers to gain their trust, educate them on the benefits of the Company's products and encourage them on using appropriate agronomic practices for higher yields.

The DEKALB® Margdarshak programme is one such strategic initiative that aims at enhancing relationships and providing value-added benefits to our registered DEKALB® farmers. The margdarshaks

are provided regular agronomic training, weather and market information, access to agriculture innovations and most importantly access to MFAS - an IT - based mobile platform in seven languages that provides technical advisory to farmers.

The Company has over 14,000 Margdarshaks spread across more than 10,000 villages in 21 states who learn better farming techniques and assist in spreading knowledge to fellow farmers. Through this, the Company aims to educate farmers across India to create a sustainable agricultural environment.

In 2015-16, the Company launched an audio-visual campaign 'Makka ka Champion' across villages in India to enhance visibility of the DEKLAB® brand.



Partnering with government

The Company undertook Public Private Partnership (PPP) projects in the states of Punjab and Jammu and Kashmir to extend its DEKLAB® footprints by marketing high-yielding hybrids. The Company also partners various state governments to educate farmers about the benefits of high-yielding seeds, use of better agronomic practices, crop management to enable them gain maximum benefits from maize farming.



“At Monsanto, we develop best-in-class products by driving breeding improvements through innovation and passionate execution. We undertake extensive product placements across agronomic segments with a focus on improving farmer experiences which further enhance product knowledge and system recommendations.”



HB Hemareddy
Breeding Lead

Enhancing breeding and testing capabilities

The various R&D initiatives undertaken by the Company to enhance quality of hybrids, production efficiency and data collection competence include:

- Use of predictive algorithm tools for better decision-making of products at early stage of development
- Appreciable advances made in double haploid and molecular marker technology
- Analysis of native traits through Quantitative Trait Locus (QTL)
- Creation of an Integrated Field Testing team to generate phenotypic data and characterise products for efficient, effective and superior data quality
- Implementation of Genome Wide Selection (GWS) for reducing time for new line development thereby enhancing genetic gain

The various initiatives undertaken by the Company for enhancing testing capabilities include:

- Increased large scale trials in key markets to ensure better connect with farmers by providing a focussed one-

stop showcasing of new hybrids to demonstrate its capabilities

- Increased linkages with progressive farmers through effective engagements using Farmer Advocacy Programmes
- Helping farmers in the remote areas on adoption of hybrids in collaboration with local partners
- Enhanced partnership with State Agricultural Universities (SAUs) to demonstrate product performance
- Extended partnership with Agri Equipment companies for displaying crop sowing efficiency and precision planting by using pneumatic planters which result in even germination resulting in time and labour savings

Centres of Excellence

The Company adopted a very focussed and targeted approach to enhance effectiveness of product and technology demonstration platforms. In 2015-16, the Company established 46 Centre of Excellence (COEs) across all maize growing areas in India providing training



Centre of Excellence (COEs)
across all maize growing areas in
India providing training to around

65,000

farmers on best crop
management practices on maize.



to around 65,000 farmers on best crop management practices on maize. These COEs were also showcased to over 200 agriculture department officers, scientists and media stakeholders in different states. This is in addition to over 5,00,000 farmers who are provided with agronomic advisories through Dr. Dekalb Farm Care service.

Optimising supply chain management

The Company is continuously undertaking various initiatives towards transforming and optimising its supply chain for distributing products across India at the lowest possible cost and delivering a great experience to our customers. The overall approach is focussed under three broad categories:



Supply reliability	Efficiency	Quality
<ul style="list-style-type: none"> Significant production planning across multiple production locations to ensure fulfilment of demand to the commercial organisations 	<ul style="list-style-type: none"> Multiple contact points with growers to provide agronomic advisory to increase productivity Use of digital platform to enhance efficiency: <ul style="list-style-type: none"> Sending across weather information messages to farmers on time Wet Year Movement Advice (WEMA) tool to digitally capture all the harvest FIDO tool for digital mapping of the Company's grower base in terms of which hybrid they are using, their production area and sowing time amongst others Higher usage of drip irrigation to achieve water efficiency and increase yields Implementation of online payment system 	<ul style="list-style-type: none"> Develop strong process controls across all parts of the supply chain and monitor key quality data Cross-functional Quality Improvement team to recommend and implement actions for improving quality
Objective: Working together to supply the best customer experience with every product and service we deliver		

The Company continued to focus on improving Productivity, Quality and Connectivity (PQC), implementation of Product Demand and Positioning (PDP) and integration of output with material planning and distribution to enhance its supply chain efficiency. The Company's Optimised Monsanto Planning (OMP) tool delivers accuracy and enhances efficiency of production and sourcing planning through automation. The tool reflects necessary data enabling better decision-making and supply planning. This focussed approach facilitates crop plantation being done within the required timeframe leading to productivity improvement.

The Company undertook implementation of Ariba (an e-procurement tool), that offers advantage of reverse auction and Order to Cash (OTC) SMS Integration for better customer experience. The tool facilitates online ordering and sends text notifications with dispatch details to distributors thus, enabling better supply chain visibility and minimising follow-ups. The Company effectively follows a Collaborative Logistics model to optimise operations, improve time management, reduce costs and enhance serviceability.

“

“The Supply Chain organization is undertaking multiple projects geared towards improving customer centricity while optimizing operations and substantially reducing costs. We aim to make our processes the global benchmark in agriculture.”



Piyush Nagar
Supply Chain Lead

BEST-IN-CLASS WEED CONTROL WITH ROUNDUP®

OVERVIEW

ROUNDUP® IS A FLAGSHIP PRODUCT BRAND OF THE COMPANY'S AGRICULTURAL PRODUCTIVITY BUSINESS THAT MANUFACTURES BROAD SPECTRUM, GLYPHOSATE-BASED, POST-EMERGENT SYSTEMIC HERBICIDE FOR WEED MANAGEMENT. WEEDS ARE A PERENNIAL CHALLENGE FOR FARMERS AS IT COMPETES WITH CROPS FOR SPACE, WATER AND NUTRIENTS RESULTING IN LOSS OF PRODUCTIVITY AND THEREFORE INCOME. ROUNDUP® HELPS EFFECTIVELY IN WEED CONTROL RESULTING IN COST AND TIME SAVINGS.



Highlights 2015-16

Performance

The year 2015-16 continues to be a challenging one for the second year in succession owing to low rainfall which impacted the demand. Despite, significant price pressure, the Company managed to maintain its leadership position.

In Tamil Nadu market, the Company recorded a commendable performance by achieving highest ever sales volume.

Strengthening relations with channel partners

The Company organised Roundup® Tiger Club Program with the objective of celebrating the success and unique contribution of distributors at pan-India level. In 2016, the Company revamped this programme and re-launched it as "The Tiger Returns".

This programme aims to incentivise trade partners by rewarding them for their loyalty and performance in the 2016 business.

Creating awareness through campaigns

The Company launched "Weed free Maharashtra" and "Weed free Gujarat" campaigns in the respective states in early 2015 which later gained momentum in second half of the year. The objective was to build brand Roundup® as the preferred choice of herbicide to fight weeds. In 2016, the Company merged all these regional campaigns to a common nationalised campaign under the flagship name "Weed free India". The campaign embodied farmers from different parts of India pledging to make India weed-free.

This campaign also reiterated "Hamara Haq...Sirf Roundup®" with the objective to create awareness on quality and reliability of Roundup®.

In north India, a promotional campaign by the name of "sadda haq" was launched to create awareness of the quality and reliability of Roundup®.

Focussed on quality and operational excellence

The Company's world-class dedicated Roundup® manufacturing facility at Silvassa implemented various optimisation initiatives to reduce costs through operational efficiency. The site invested in increasing storage capacity for inputs and finished products to better manage surge in demand and ensure timely delivery to customers. The facility received the prestigious CII WR ESH Excellence Award during the year for sustained excellent ESH performance over the years.

The Company's Glyphosate-based herbicide regardless of severe competition from low-cost generics continues to maintain leadership position in the Indian weed market. Despite rising competition, the Company continues to position brand Roundup® on the basis of its superior product quality. The Company continues to spend a significant amount on research and development for developing better formulations with greater efficacy and being safe for humans and environment.



5.1 million litres

of water saved by the Company through installation of rainwater harvesting system at its Silvassa plant. The plant aims to be a water positive unit by using rain water for its entire production and use the excess to replenish ground water



4 million + man-hours

of operations without any recordable incidents at Silvassa Roundup® manufacturing site

“

We continue to build on the Roundup® brand through various marketing campaigns and remain confident of enhancing our reach through various initiatives at the channel level.



Gaurav Katyal
Sales Lead



TECHNOLOGY TO SUPPORT FARMERS AND OPTIMISE OPERATIONS



INCREASING USE OF TECHNOLOGY WITHIN THE COMPANY AND ITS GROWING IMPORTANCE IN THE PRODUCT DEVELOPMENT STAGE IS GOING TO BE A KEY GAME CHANGER IN THE COMING YEARS. TECHNOLOGY WILL HELP STREAMLINE THE COMPANY'S OPERATIONS AND AT THE SAME TIME PROVIDE EFFECTIVENESS IN CUSTOMER SERVICE.



IT infrastructure is a key differentiating element of Monsanto that keeps us ahead of competition. IT facilitates us to manage our business and customers more efficiently. Moreover, it has enabled us to provide a powerful tool in the hands of farmers to assist them in reaching out to us for agronomic advice with ease.



Unnikrishnan Nair
IT Lead



IT initiatives for farmers

Monsanto India recognised the challenges faced by smallholder farmers in India & developed various IT-based platforms that farmers can leverage to enhance productivity & profitability.

MONSANTO FARM AGVISORY SERVICE (MFAS)

Monsanto Farm AgVisory Service (MFAS) offers full-fledged mobile-based value added services to assist farmers with crop management and agronomic practices. Available 365 days a year, MFAS is a customized approach to providing farmers with useful information on a variety of issues to help them manage crops better.

Today, MFAS is available in 17 states and in seven Indian languages. The platform provides farmers with timely and customized, round-the-season advisory during different crop stages including pre-sowing, crop management and harvesting. MFAS experts, generally agriculture graduates, undergo rigorous training accompanied with field visits and are proficient in multiple languages.





Protecting farmers

The Farmers' First platform of MIL sent out 4,00,000+ messages to farmers across northern and eastern India about weather warning (strong winds and hailstorms) issued by IMD. These messages also stated the steps to be taken for reducing its impact on the crops.

Sent out precautionary measures to farmers for crop protection during the long dry spell in the Kharif season when the crops were around 50-60 days old in parts of Maharashtra and Karnataka.



IT initiatives for enhancing Monsanto operations

Large farmer base, growing business and tonnes of advisory information requires significant digitisation to achieve highest level of operational excellence. Some of the major IT tools introduced by the Company include:

SAP Fiori

A web-based IT productivity tool for better financial management, enabling streamlined transactions and allows users to access their queue of requests. It is an easy-to-use tool that can be accessed through multiple devices (PCs, laptop and smartphones) providing detailed information about each approval requests like sales, order placement and request for seed purchase among others.



Information-based Decision and Execution Assistance (IDEA)

A mobile-based application for precise field-data collection, reporting activities and providing analytics to enhance market development activities of sales team. It helps in enhancing maize business operations and is being used by market development team members and Territory Managers across 15 regions in India.



My Monsanto

It is a comprehensive channel management platform that supports real-time data transfer between the distributors and sales teams to enhance business efficiency. The tool offers online ordering and accounts statements checking facility for better account management resulting in a comprehensive analytics-based customer relationship experience. The tool has

enabled higher operational efficiency for over 100 distributors and 20 Territory Managers across seven regions in India.

OCTCMS automation

An IT tool for streamlining the Order Tracking Communication (OCTCMS) between the channel partners and our teams. It ensures customer satisfaction by providing them real-time shipment and predictive stock availability information. It saves time for sales and customer care team by avoiding follow-ups, thereby allowing them to focus on market development activities.



ENGAGING IN RESPONSIBLE GROWTH

AT MIL, GROWTH HAS ALWAYS BEEN AN OUTCOME OF CREATING A SUSTAINABLE BUSINESS MODEL ALONG WITH SHARING THE VALUE CREATED WITH SOCIETY. THIS PERSPECTIVE OF GROWTH IS REFLECTED NOT ONLY THROUGH QUALITY PRODUCTS THAT WE PRODUCED AND ARE PREFERRED BY THE FARMERS BUT ALSO THROUGH OUR EFFORTS TOWARDS ENRICHING FARMERS' LIVES AND EFFECTIVELY COLLABORATING WITH THE COMMUNITIES IN DEVELOPMENT EFFORTS.

Our corporate social responsibility efforts reflect Monsanto's commitment to improving lives by collaborating with the communities to deliver sustainable and innovative solutions. There are three key effort areas - sustainable agriculture, health and nutrition and education. The Company partners with various reputed NGOs like Akshaya Patra Foundation, Deshkal Society, Action for Food Production (AFPRO) and Jaldhaara Foundation in working with the communities and deliver solutions that help bring in a step change in their lives and livelihood.

Key CSR focus areas:



Sustainable agriculture

Providing farm infrastructure, access to water, water conservation and building market linkages



Health and nutrition

Supporting mid-day meals for school-going children; providing sanitation facilities, personal and community hygiene, drinking water solutions



Education

Infrastructural support, improving quality of teaching practices



The Company undertakes these activities through two major programmes: SHARE (Sustainable Harvests - Agriculture, Resources & Environment) and DISHA.

SHARE (Sustainable Harvests – Agriculture, Resources & Environment)

The SHARE programme focuses on sustainable agriculture by providing access to rich agricultural information and techniques to small and marginal farmers. These inputs enable the farmers to increase yields sustainably through input-output capacity building, imparting better agronomy practices through demonstrations, building irrigation infrastructure, facilitating market linkages for improving their household income, providing alternative livelihood opportunities and conserving natural resources.

DISHA

DISHA works towards improving health, nutrition and education scenario in the rural areas especially focussed on women and children. It primarily aims towards reducing rural hunger and enhancing learning levels. It also focusses on providing access to clean drinking water, sanitation facilities for rural communities and promoting women empowerment by providing them additional livelihood opportunities.



Enriching minds through promoting education

The Company associated with Akshaya Patra Foundation for serving mid-day meals to 15,000 school children (7,500 in the first year) in Uttar Pradesh and Odisha for two years. The programme also aims at providing knowledge and exposure to children on hygiene practices through imparting necessary information and distribution of hygiene kits.

In another pilot project, the Company in association with Akshaya Patra supports maintenance of a kitchen garden spread over 24 acres of farmland for cultivating nutritious vegetables that cater partially to the overall supplies required in the Akshaya Patra centralised kitchen for preparing meals for 1,50,000 children across 1,400 Government schools. The farm has greenhouse facility for faster production of seeds and solar dehydration units for drying and storage of vegetables thereby ensuring steady supply during off-season. The output from the farms

meets nearly 30-35% requirement of vegetables for meal preparation, reduces cost of meals and enables feeding of more children.



Inspiring better learning capabilities

The Company partnered with Deshkal Society in Bihar to facilitate better learning experience for 48,000 children, across 165 Government schools spread across the Kirtiyand Block in Purnia (Bihar) over a period of two years. The project focusses on training teachers with inclusive teaching methods that would enable the students to learn easily, increase their classroom participation and enhance retention ability. The Company also distributed attractive picture charts and maps to make learning fun and participatory. Focus was also laid on strengthening the School Education Committees (SECs), ensuring participation of parents and teachers in tracking the academic progress of the children and having an effective school organisation



1,00,000+

Students in Odisha, Uttar Pradesh, Rajasthan and Bihar benefited from nutritional and educational support



Rural India is painfully short of water, electricity and basic amenities for life. We as responsible citizens do our best to address their problems by providing them necessary infrastructure and avenues for promising ventures.



H. C. Asher
Independent Director



Monsanto is a socially responsible organisation focussed on collaborating with communities and helping them embrace change. Empowering communities, inspiring learning and enabling a transformation is what we love to do and is our way of showing that we care deeply.



Arnab Das
Corporate Marketing,
Sustainability and
CSR Lead



Empowering communities

The Company partnered with AFPRO (Action for food production) for improving access to clean drinking water and sanitation facilities for rural communities to reduce health hazards from water borne diseases. The project also focusses on women empowerment by providing them necessary skill training and support for alternate livelihood opportunities for rural women. The Company's efforts are spread over Maharashtra and Silvassa (Dadra and Nagar Haveli) focussing on rejuvenation of water supply schemes, installation of community RO units, creating water harvesting structures, construction of individual household toilets and school sanitation units and skill training for women self-help groups to take up activities like sewing, paper-plate making, backyard poultry activities to enhance rural household incomes.

The severe drought situation in Maharashtra, has made many rural communities face water shortages, the 6 drinking water facilities & the 5 water harvesting structures created as part of this project in the water scarce districts of Jalna, Buldana & Yavatmal, have provided solace to 1700+ households during these testing times. Efforts continue to identify opportunities for engagement & create additional structures to help communities tackle the worst drought being faced by Maharashtra, in over half a century.

Complementing the Prime Minister's Mission of Swachh Bharat, with an aim to achieve an Open-Defecation Free (ODF) India by 2019, the projects with AFPRO have helped construct over 241 individual household toilets across 15 villages. Extensive sensitisation and hygiene awareness trainings have been undertaken with a focus on influencing behavioural change & attitudinal shifts in the communities and help transition from years of open defecation practices to adopting better hygiene practices through use of toilets.

In Telangana, the Company associated with the Jaldhaara Foundation for providing safe drinking water solutions for rural communities by supporting establishment of 5 community RO units across key water stressed areas. 3 plants have been completed and are operational, while 2 sites are being evaluated for feasibility. The plants, christened Water Health centres are designed on the principles of sustainability of resources and provide high quality drinking water while substantially reducing wastages enabling long-term operation of the plant.

These RO units complement the State Government's efforts to provide access to safe and hygienic drinking water to all citizens. They have proved effective during the on-going drought-led water crisis in the state by providing safe drinking water solutions for the communities.





“

Gandhiji rightly pointed out that India lives in its villages. But people in the villages are the most ignored – with minimal support and poor standards of living. Through our CSR programmes, we try to reach and rejuvenate the heartland of India by providing opportunities for promising ventures. Our efforts revolve around revitalising the farms and farmers.



Pradeep Poddar
Independent Director



Board of Directors' visit to Silvassa community development site

MIL Directors Mr. Sekhar Natarajan, Mr. H C Asher and Mr. Pradeep Poddar visited the Silvassa CSR site, where the Company is partnering with NGO AFPRO for providing access to safe drinking water and better sanitation facilities, promoting water conservation efforts through shared irrigation and provide livelihood opportunities for women by setting up local enterprises. All the components of the project were showcased to the Directors and very useful insights received on further execution.



Inauguration of the paper plate making machine

Inauguration of the paper plate making machine for the women SHG – Jyoti Mahila Mandal, at village Karad, Rakholi, encouraging the women members to be true to their names and go up like a “jyoti”, in this business by maintaining their quality and establishing linkages.



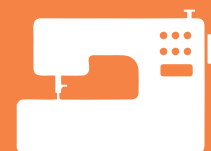
2,50,000+

No. of villagers benefited from improved access to clean water and better sanitation facilities



241+

No. of household toilets constructed by the Company across 15 villages and six schools



180

Women received means of livelihood through 18 Self-Help Groups



5

Water harvesting structures created in Maharashtra and another one in progress in Jalna, Maharashtra & Silvassa



10

No. of villages helped with drinking water facilities including installation of 4 hand pumps, revival of 1 drinking water scheme, 2 overhead water storage facilities, 1 open well and setting up of 2 drinking water pipelines in beneficiary villages



4

No. of Community RO plant installed of which two plants inaugurated

HARNESSING PEOPLE POWER

FOR A BIOTECH COMPANY WITH A VISION TO PROVIDE INTEGRATED SOLUTIONS TO OUR CUSTOMERS SUSTAINABLY, IT IS ESSENTIAL TO HAVE THE RIGHT FUNCTIONAL EXPERTISE. MONSANTO HAS A STRONG TEAM OF COMMITTED EMPLOYEES HAVING YEARS OF EXPERIENCE AND KNOWLEDGE IN AGRICULTURAL CHEMISTRY. THE TEAM IS CONTINUOUSLY MOTIVATED TO WORK TOWARDS PRODUCTS, PROCESSES AND TECHNOLOGICAL INNOVATION.



Recognition

MIL focusses on creating a positive work environment by providing employees the necessary career value propositions and support resulting in it being consistently ranked amongst the best companies to work for globally. In 2015, Monsanto was recognised by Great Places to Work® as the 49th Best Companies to Work for in India and 3rd Best Companies to Work for in the “Biotech & Pharma” Industry.

Focus on employee engagement

The Company organises various events with the objective of enhancing employee engagement whilst focussing on individual development. The results of various internal and external surveys conducted by the Company indicate that we have a highly engaged workforce with willingness to stretch and contribute more towards the growth of the organisation. The survey also reinforces the passion and pride our employees have in working for the Company. Major initiatives undertaken by the Company to reinforce our commitment to employee engagement are:

TCM and Career Day

MIL’s annual “Technical Community of Monsanto (TCM)” event intends to reinforce our commitment to Science and Technology. Research personnel from the organisation across the globe meet and share their innovation to form collaborations that would further help us develop robust solutions for customers.

MIL’s “Career Day” event aims at encouraging employees to take control over their career and develop a long-term plan around it. The teams are provided necessary guidance and training for career opportunities across various functions with speed mentoring sessions.

In 2016, both these events were organised in Bengaluru (India) providing opportunities for learning, sharing and ultimately creating value for our people, customers and the organisation.

Leadership Connect

The India leadership team regularly reaches out and communicates with the field staff regarding various strategies and organisational focus areas. This enables a lucid communication of objectives and enhances relationships among the employees.



Work culture and people competencies

MIL is recognised for its diverse and inclusive work culture where people from diverse backgrounds are encouraged to work together as a team. The Company's women support group provides necessary assistance and support to female colleagues throughout their career. The Company is also recognised as one of the Best Employers for Women. Employees have easy access to leaders and are encouraged to share their views.

The Company's comprehensive Rewards and Recognition (R&R) programme provides performance-linked incentives and various other welfare schemes to ensure employee satisfaction and motivation. Personal and work skill development training are regularly conducted to develop functional competencies and promote leadership skills. Sales and leadership training are the key focus areas for contributing towards the growth of the Company.

University connect programmes

Monsanto's university connect programmes provide opportunities to freshers to join the organisation as trainees and harness their skills. These programmes include:

- **Monsanto Umang:** The programme selects candidates for internship from premier business schools to harness their skills and provide pre-placement offers to best candidates. These candidates are hired for various roles in the organisation.
- **Monsanto ACE (Agriculture Campus Engagement):** The ACE Programme hires agriculture graduates as trainees and provides them opportunity to learn and enhance work skills by deploying them across various functions in the organisation.



Over the years, we have built a brand that the employees feel proud to associate with and a work culture that generates passion among the employees to stretch and contribute more. We shall continue to focus on attaining highest levels of employee engagement and empowerment to sustain our position amongst the best companies to work for.



Jaideep Iyengar
Human Resources
Lead

FOCUSSED ON ESH AND HUMAN RIGHTS

A DECADE OF IMPROVING SAFETY STANDARDS AND CARING FOR EMPLOYEES BOTH ON AND OFF THE JOB. A DECADE OF CHILD CARE. A DECADE OF PROMOTING SAFE WORK CULTURE AND HUMAN RIGHTS NOT JUST AT MONSANTO LOCATIONS BUT THIRD PARTIES THAT THE COMPANY DOES BUSINESS WITH. A DECADE OF IMPROVING LIVELIHOOD, CONSERVING NATURAL RESOURCES AND BECOMING ONE OF THE WORLD'S BEST PLACE TO WORK FOR. A DECADE OF BEING PROACTIVE RATHER THAN BEING REACTIVE.



indicator). This resulted in our best ever performance of vehicle safety programme with collision per million miles (CPMM) decreasing from 4.4 in 2014-15 to 3.7 in 2015-16.



The Company completed 10 years of its All India Vehicle Safety and Human Rights programmes during which it adopted best industry practices for ESH (Employee Safety and Health) and Human Rights. The key ESH-Human Rights highlights for 2015-16 are:

- Enhanced performance of our world-class vehicle safety programme by

increasing vigour of tracking road violations using vehicle data recorders (VDR) for minimising deviations in speeding, excessive driving and night driving and instilling discipline amongst the employees by appropriate management intervention. This best practice of adopting leading indicators has improved our key vehicle safety collision statistics (lagging

- Renewed vigour to promote two-wheeler safety on Indian roads by enhanced training, route risk assessment, promoting use of helmet and other safety gear and inspiring defensive driving behaviours.
- Leveraged social media platforms for promoting home and travel safety culture beyond work space. Over two dozen ESH and human rights messages were posted on the Monsanto India Facebook page and actively shared by the employees and their relatives.
- Replaced select hazardous pesticides with safer eco-toxicological options at our corn breeding sites.
- Trained and inspired business partners including supply chain growers to implement programmes to comply with the human rights policies having the elements of no child labour, fair wages and implementing field safety measures amongst others.
- Actively implemented human rights best practices and shared with several seed companies in multiple consultation forums and industry meetings.



00

Child labour at grower farms in corn seed production in 2015-16

24

Individuals' life saved through the Company's anti-venom programme for the community

3.7

Collision per million miles in 2015-16. 82% improvement over last decade

“

The Company believes in reaching out and connecting with industry to share ESH and Human Rights best practices.



Mahesh Chandak
Human Rights Lead

Awards and recognition

- MIL Silvassa site won third prize in the prestigious Confederation of Indian Industry (CII) Western Region - Safety, Health and Environment (SHE) Excellence Award for 2015-16.
- MIL Silvassa site won a Certificate of Appreciation from the National Safety Council of India (NSCI) as part of their Safety Awards, 2015 (manufacturing sector) based on exemplary ESH performance during the past 3 years.
- MIL Hyderabad corn seed drying site and Silvassa crop protection sites won FY2015 Global Monsanto Safety and Health Location Awards for their safety performance based on superior leadership commitment, risk management and employee engagement in ESH initiatives.
- Won Global Monsanto Safety and Health Project Awards for its Reach and Connect initiatives towards community engagement, sharing ESH-Human Rights best practices with industry and leveraging social media for cultivating trust.

Initiatives for environment sustainability

- Installed 70 kW roof solar panels at corn seed drying site in Hyderabad to reduce dependence on fossil fuel based electricity supply.
- Installed rainwater harvesting and drip irrigation systems across major manufacturing and breeding sites in India to reduce fresh water consumption and contribute towards replenishing ground water. The Company also promotes drip irrigation benefits to its growers through demonstration and highlighting government schemes for the same.
- Introduced energy efficient LED lighting at its Hyderabad manufacturing site.

BOARD OF DIRECTORS



Sekhar Natarajan

Chairman

Sekhar Natarajan, with over three decades of service, is one of the key persons responsible for the growth and evolution of the Company with keen focus on revolutionising agriculture sector in India. His present role in the organisation is that of providing strategic counselling, business guidance and representing the Company at industry forums. He held the position of Chief Financial Officer, Business Development Head, Sales and Marketing Head, and Global Corporate Strategy Lead at Monsanto's headquarters in St. Louis (USA) before taking over the chairmanship. He is a qualified Chartered Accountant and Cost Accountant possessing extensive knowledge and experience in Business Development and Mergers and Acquisitions (M&A). Currently, he is also a Managing Partner of M/s. S. N. Consultants that provides advice and strategic guidance to local and international companies.



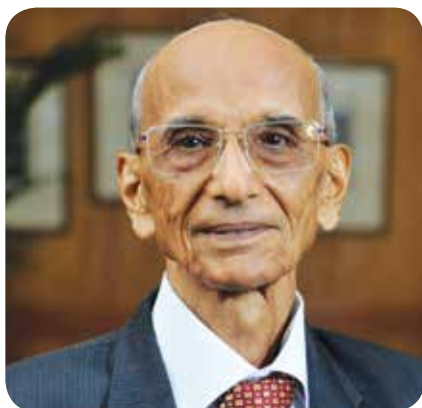
Shilpa Shridhar Divekar

Managing Director

Shilpa Shridhar Divekar is an accomplished professional with over 20 years of extensive and diverse experience across Consulting and Food & Agriculture sectors at organizations including Arthur Andersen, KPMG, Bunge and Monsanto.

During her nine years at Monsanto, Shilpa has successfully led several teams in Business, Strategy, Marketing & Product Management and Corporate Engagement. She is passionate about modernizing agriculture in India and sustainably improving the lives of Indian farmers.

Shilpa is an MBA, Chartered Accountant, Cost Accountant and Post Graduate in Commerce. Apart from her passion for Indian agriculture, her interests include travelling, music, cooking, watching sports and reading books on management for perspective building.



H. C. Asher

Independent Director

H. C. Asher is an M.A. and L.L.B. graduate from prestigious Mumbai University. He is 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 joined the Board of Monsanto India Limited in 1973. He is also a Director on the Boards of several other reputed companies.



Pradeep Poddar

Independent Director

Pradeep Poddar is a Chemical Engineer from UDCT, Mumbai, and an MBA from IIM, Ahmedabad. He has been on Monsanto's Board since January 2006. He has an experience of leading Mount Everest Mineral Water Limited (a Tata Enterprise) as the Managing Director. He has also served in senior managerial positions at Glaxo, Heinz and the Tata Group. He is a Board member in Nourishco (a Tata Pepsico Joint Venture) representing Tata's interests. He is also a trustee on the Board of United Way, Mumbai. He has an extensive knowledge and experience in the consumer goods industry and was conferred the Udyog Ratna Award by the Karnataka Government and the Wisitex Foundation in 2001 for his notable contribution to the food industry.



Piyush Nagar

Director

Piyush Nagar has a vast experience in commercial roles, including marketing and product management in Monsanto India for branded cotton and Roundup® herbicide. He has been involved in the Agriculture sector for over five years and has successfully led the growth of cotton seeds business and played a key role in scaling up Monsanto's Roundup® business. He is a member of the India Leadership Team ensuring supply chain management of India Row Crop and Crop Protection businesses. He will also play a central role in transformation initiatives related to India supply chain function.

He is an alumnus of IIT Bombay (B. Tech, Chemical Engineering) and IIM Calcutta (PGDM) and has an extensive and diverse experience of over 12 years working across multiple sectors. He has worked as a TAS Officer in Tata Group Companies ensuring marketing and product management in 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

is hereby given that the 66th Annual General Meeting of the Members of Monsanto India Limited (CINL4999MH1949PLC007912) will be held on Wednesday, August 10, 2016 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, 2016, 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 appoint a director in place of Mr. Sekhar Natarajan (DIN- 01031445), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution** :

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

SPECIAL BUSINESS :

4. To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT Mr. Piyush Ramesh Nagar (DIN - 02272383), who was appointed an additional director by the Board of Directors of the Company with effect from March 23, 2016 pursuant to Section 161 (1) of the Companies Act, 2013 read with the Articles of Association of the Company to hold office upto the date of the ensuing Annual General Meeting and in respect of whose appointment, the Company has received a notice in writing from a member under the provisions of Section 160 of the Companies Act, 2013 proposing his candidature for the office of director, be and is hereby appointed a director of the Company,

whose period of office shall be liable to determination by retirement of directors by rotation.”

5. To consider, and, if thought fit, to pass the following resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, as amended and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Mr. H.C. Asher (DIN 00025199), director of the Company, be and is hereby appointed as an independent director of the Company to hold office for a term of five (5) consecutive years from the date of this Annual General Meeting.”

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, as amended and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, Mr. Pradeep Poddar (DIN 00024863), director of the Company, be and is hereby appointed as an independent director of the Company to hold office for a term of five (5) consecutive years from the date of this Annual General Meeting.”

7. To ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2017 and to consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and other applicable provisions, if any and the Companies (Audit and Auditors) Rules, 2014, as amended and subject to 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, 2017 at a remuneration of ₹ 2,50,000/- per annum (Rupees Two Lakh Fifty Thousand only) plus service tax, as applicable and out of pocket expenses, be and is hereby ratified and the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for implementing and giving effect to this resolution.”

Mumbai
May 30, 2016

By Order of the Board of Directors
Chandana Dhar
Company Secretary & Compliance Lead



IMPORTANT NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER/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 Agents ("RTA") viz. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078, in case shares are held in physical form or to their respective Depository Participant ("DP") in case the shares are in dematerialized form.

The particulars recorded with the DPs will be considered for making the payment of dividend either by issuing physical instruments or through Electronic Clearing System ("ECS"). The Members are requested to take appropriate action in the matter, in their own interest, to avoid delay in receiving the payment of dividend.

4. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/electronic form. The equity shares of the Company have been registered with both NSDL as well as CDSL to enable Members to hold and trade the securities in dematerialized/electronic

form. In view of the numerous advantages offered by the depository system, Members holding shares in the Company in physical form are requested to avail of the facility of dematerialisation.

5. 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.
6. In accordance with the provisions of Section 205C of the Companies Act, 1956, (which are still applicable as the relevant Section under the Companies Act, 2013 is yet to be notified), the Company has transferred unclaimed second interim dividend for the year 2007-08, final dividend for the year 2007-08 and interim dividend for the year 2008-09 to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government.
7. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the Members ascertain 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, as on date of the 66th Annual General Meeting to be 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.
8. In terms of Sections 205A and 205C of the Companies Act, 1956, any dividend remaining unpaid for a period of seven (7) years from the due date of payment is required to be transferred to the IEPF. Members, who have not encashed their final dividend warrants for the year 2008-09 or thereafter, are requested to write to the Company or the RTA.

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

Dividend for the financial year	Contact	Action by shareholder
Up to 1994-95	Office of the Registrar of Companies, Maharashtra, Mumbai "EVEREST" 5th Floor, 100, Marine Drive, Mumbai-400 002.	Claim in Form No. II of the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978
1995-96 to 2008-09 (interim)	Non-recoverable since the unpaid amount has been transferred to Investor Education and Protection Fund.	-
2008-09 (Final) to 2015-16 (second interim)	Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.	Request letter on plain paper.

9. 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 66th 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:

- Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Select "MONSANTO INDIA LIMITED" from the drop down menu and click on "SUBMIT".
- Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - 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.

- Enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders)</p> <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	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.

- After entering these details appropriately, click on "SUBMIT" tab.
- 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 and enter the details as prompted by the system.
 - Institutional shareholders (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, 2016 at 9 a.m. and ends on August 9, 2016 at 5 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 3, 2016, 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, 2016.
- III. Mr. Ganapati Nadkarni, Chartered Accountant in practice (Membership No. 039297) or failing him Mr. Alwyn D'souza, Practicing Company Secretary (Membership No. F.C.S 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 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, to the Chairman of the Company or a person authorized 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.

10. Electronic copy of the Notice of the 66th 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 66th 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.
11. 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 (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays, up to and including the date of the 66th Annual General Meeting of the Company.
12. 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.
13. Members may also note that the Notice of the 66th Annual General Meeting and the Annual Report for the financial year 2015-16 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 (9.00 a.m. to 5.00 p.m.) on all working days except Saturdays. 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.
14. Details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/re-appointment at the 66th Annual General Meeting, forms integral part of the Notice. The directors have furnished the requisite declarations for their appointment/re-appointment.

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

As required by Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4

The Board of Directors at its meeting held on March 22, 2016 appointed Mr. Piyush Ramesh Nagar as an additional director with effect from March 23, 2016 pursuant to Section 161(1) of the Companies Act, 2013 and pursuant to the Article of Association of the Company. Mr. Nagar holds office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing along with the requisite deposit pursuant to the provisions of Section 160 of the Companies Act, 2013, from a member proposing appointment of Mr. Piyush Ramesh Nagar.

Mr. Piyush Ramesh Nagar has several years of experience in commercial roles including marketing and product management for branded cotton and Roundup® in India. Mr. Nagar is a member of the India Leadership Team of Monsanto in India, and is accountable for end to end supply chain delivery to the India Row Crop and Crop Protection businesses. He will also play a central role in transformation initiatives related to India supply chain function.

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

During his experience as TAS Officer, Mr. Nagar worked in the steel sector in marketing and product management and after that he worked in Tata Group Holding Company, where he managed a portfolio of companies in sectors ranging from Auto-components to BPO services to E-learning.

During his more than five (5) years of involvement in the Agriculture sector with the Company, he successfully played a key role in Monsanto's success in leading and scaling up Roundup® business.

Your directors recommend the appointment of Mr. Piyush Ramesh Nagar as director of the Company.



Except Mr. Piyush Ramesh Nagar, being an appointee, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution except and to the extent they are Members of the Company.

ITEM NO. 5

Mr. H.C. Asher, an independent director of the Company was appointed at the 64th Annual General Meeting of the Company held on August 22, 2014 to hold office upto the date of the 66th Annual General Meeting of the Company.

Mr. Asher holds M.A. and LL.B. degrees from the Mumbai University. He is a senior partner of M/s Crawford Bayley & Co., a leading firm of Advocates and Solicitors in Mumbai, and is a well-recognized expert in corporate and commercial laws. Mr. Asher is also a director on the Boards of other reputed companies. He does not hold by himself or for any other person, on a beneficial basis, any shares in the Company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, an independent director may hold office for two consecutive terms for a period of five (5) years each. Mr. Asher being eligible and offering himself for appointment is proposed to be appointed as an independent director for five (5) consecutive years from this Annual General Meeting of the Company. A notice along with the requisite deposit has been received from a member proposing Mr. Asher as a candidate for the office of director of the Company. In the opinion of the Board of Directors, Mr. Asher fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Asher as an independent director would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturdays.

The Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Asher as an independent director. Accordingly, the Board of Directors recommends the resolution in relation to appointment of Mr. Asher as an independent director, for the approval by the Members of the Company.

Except Mr. Asher, being the appointee, none of the directors and key managerial personnel of the Company and their

relatives is concerned or interested in the resolution set out at Item No. 5, except as Members of the Company.

ITEM NO. 6

Mr. Pradeep Poddar, an independent director of the Company was appointed at the 64th Annual General Meeting of the Company held on August 22, 2014 to hold office upto the date of the 66th Annual General Meeting of the Company. Mr. Poddar has vast experience in the consumer goods industry, having served in senior management positions at Glaxo, Heinz and the Tata Group. The Wisitex Foundation and Karnataka Government conferred on him the Udyog Ratna Award in 2001 for his distinguished contribution to the food industry. Mr. Poddar is a Chemical Engineer from UDCT, Mumbai, and holds an MBA degree from IIM, Ahmedabad. He does not hold by himself or for any other person, on a beneficial basis, any shares in the company.

In terms of Section 149 and other applicable provisions of the Companies Act 2013, an independent director may hold office for two consecutive terms for a period of five (5) years each. Mr. Poddar being eligible and offering himself for appointment is proposed to be appointed as an independent director for five (5) consecutive years from this Annual General Meeting of the Company. A notice along with the requisite deposit has been received from a member proposing Mr. Poddar as a candidate for the office of director of the Company. In the opinion of the Board of Directors, Mr. Poddar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an independent director of the Company and is independent of the management.

Copy of the draft letter for appointment of Mr. Poddar as an independent director would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturdays.

The Board of Directors considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Poddar as an independent director. Accordingly, the Board of Directors recommends the resolution in relation to appointment of Mr. Poddar as an independent director, for the approval by the Members of the Company.

Except Mr. Poddar, being the appointee, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested in the resolution set out at Item No. 6, except as Members of the Company.

ITEM NO. 7

Proposal for appointment of Cost Auditor for 2016-17 was recommended by the Audit Committee to the Board of Directors in its meeting held on May 30, 2016. Pursuant to provisions of Section 148 of Companies Act, 2013 and Rules made thereunder, the Board of Directors has re-appointed M/s. ABK & Associates, Cost Accountants, as Cost Auditors of the Company. M/s ABK & Associates have submitted a letter regarding their eligibility for appointment as Cost Auditors, which will be available for inspection at the registered office of the Company during 9.00 a.m. to 5.00 p.m. on all working days except Saturday, upto and including the date of the 66th Annual General Meeting of the Company.

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

None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7, except as Members of the Company.

Mumbai
May 30, 2016

By Order of the Board of Directors
Chandana Dhar
Company Secretary & Compliance Lead



Details of Directors seeking appointment / re-appointment in the 66th Annual General Meeting (Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Name of Director	Mr. Sekhar Natarajan	Mr. Piyush Ramesh Nagar	Mr. H C Asher	Mr. Pradeep Poddar
Director Identification No.	1031445	02272383	00024863	00025199
Date of appointment	1/12/2006	23/03/2016	09/08/1973	30/12/2005
Date of Birth	14/12/1953	17/10/1979	02/01/1934	09/09/1954
Expertise in specific functional areas	He has global experience in Business Development and Mergers and Acquisitions and holds several leadership positions.	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	He is a recognised expert in legal field particularly, on matters relating to corporate laws.	He has vast experience at the highest levels of Management and is veteran of the consumer goods industry.
Qualifications	Chartered Accountant and Cost Accountant.	IIT Bombay (B. Tech, Chemical Engineering) and IIM Calcutta (PGDM)	M.A., LL.B	Chemical Engineering, MBA-IIM, Ahmedabad
Directorship as on March 31, 2016	<ul style="list-style-type: none"> • Monsanto India Limited (L) • Accelya KaleConsultants Ltd. (U) • Maharashtra Hybrid Seeds Company Private Limited (U) 	-	<ul style="list-style-type: none"> • Monsanto India Limited (L) • Allied Pickfords India Private Limited • Diamant Boart Marketing Private Limited • Elof Hansson (India) Private Limited • Hind Filters Limited • Indian Card Clothing Limited • Ingersoll – Rand (India) Limited (L) • KELTECH Energies Limited (L) • PRS Technologies Private Limited • TUV India Private Limited 	<ul style="list-style-type: none"> • Monsanto India Limited (L) • Nourishco Beverages Limited

Committee Chairmanship/ Membership as on March 31, 2016*	Monsanto India Limited - Audit Committee (M)	-	Monsanto India Limited - Audit Committee (M) - Stakeholders' Relationship Committee (C)	Monsanto India Limited - Audit Committee (C) - Stakeholders' Relationship Committee (M)
			Ingersoll – Rand (India) Limited - Audit Committee (C) - Stakeholders' Relationship Committee (M) Indian Card Clothing Limited - Audit Committee (M) - Stakeholders' Relationship Committee (M)	
	Accelya Kale Solutions Limited - Audit Committee (C) - Stakeholders' Relationship Committee (M)		KELTECH Energies Limited - Stakeholders' Relationship Committee (M)	
Shareholding in Monsanto India Limited	800 equity shares	NIL	NIL	NIL

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

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



Financial Summary for 10 years

	2015-16	2014-15	2013-14	2012-13	2011-12	2010-11	2009-10	2008-09	2007-08	2006-07
I. INCOME, PROFIT & DIVIDEND										
Sales (Net)	536.41	546.63	576.49	436.54	367.98	358.26	410.14	387.00	365.23	309.22
Other Income	19.34	31.06	19.54	22.79	20.94	13.50	12.54	15.14	66.56 ⁽¹⁾	31.39 ⁽¹⁾
Total Income	555.75	577.69	596.03	459.33	388.92	371.76	422.68	401.15	431.79	340.61
Profit Before Depreciation, Interest & Tax	122.05	137.31	158.04	86.56	70.42	61.38	69.53	100.51	138.17	87.48
Depreciation	9.32	7.92	11.89	10.89	9.00	10.81	11.48	13.35	12.70	8.09
Profit Before Interest & Tax (PBIT)	112.73	569.77	139.25	75.67	61.42	50.57	58.05	87.16	125.47	79.39
Interest	0.68	0.41	0.51	0.70	1.28	0.28	0.29	0.24	0.35	0.24
Profit Before Exceptional Items & Tax	112.05	569.36	138.74	74.97	60.14	50.29	57.76	86.92	125.12	79.15
Exceptional Items	2.89	-	-	-	-	-	-	-	-	-
Profit Before Tax (PBT)	109.16	569.36	138.74	74.97	60.14	50.29	57.76	86.92	125.12	79.15
Tax	7.91	22.68	15.85	7.63	9.95	7.46	3.95	13.39	24.95	8.62
Profit After Tax (PAT)	101.25	546.68	122.89	67.34	50.19	42.83	53.81	73.53	100.17	70.53
Dividend	51.79	62.14	158.82	37.99	34.52	17.26	15.10	20.71	178.66	19.42
Dividend - ₹ per share	30.00 ⁽¹¹⁾	36.00 ⁽¹⁰⁾	92.00 ⁽⁹⁾	22.00 ⁽⁸⁾	20.00 ⁽⁷⁾	20.00 ⁽⁶⁾	17.50 ⁽⁵⁾	24.00 ⁽⁴⁾	207.00 ⁽³⁾	22.50 ⁽²⁾
II. SHARE CAPITAL & CAPITAL EMPLOYED										
Share Capital	17.26	17.26	17.26	17.26	17.26	8.63	8.63	8.63	8.63	8.63
Reserves and Surplus	395.99	357.07	327.24	390.16	367.13	365.69	342.95	306.78	257.48	366.34
Net Worth (Shareholders' Fund)	413.25	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11	374.97
Loans (Secured and Unsecured)	-	-	-	-	-	-	-	-	-	-
Total Capital Employed	413.25	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11	374.97
Represented by										
Fixed Assets (Net)	95.05	87.85	88.50	89.16	91.99	92.72	115.60	113.62	114.43	112.62
Investments	157.49	189.48	266.73	250.94	195.78	151.36	80.72	57.97	255.14	182.16
Net Current/Non Current other Assets	160.71	97.00	(10.73)	67.32	96.62	130.24	155.26	143.82	(103.46)	80.19
Total Assets	413.25	374.33	344.50	407.42	384.39	374.32	351.58	315.41	266.11	374.97
III. RETURN										
On Sales(PBT) %	21	24	24	17	16	14	14	22	34	26
On Capital Employed(PBIT) %	27	35	40	19	16	14	17	28	47	21
On Shareholders' Funds(PAT) %	25	28	36	17	13	11	15	23	38	19
Per Share (PAT) ₹	58.66	61.59	71.20	39.01	29.07	49.62	62.36	85.20	116.05	81.72

⁽¹⁾ Includes divestiture income.

⁽²⁾ Interim dividend of ₹ 20, Final dividend of ₹ 2.50

⁽³⁾ 1st Interim dividend of ₹ 12, 2nd Interim dividend of ₹ 180 as a 'special dividend' and Final dividend of ₹15.

⁽⁴⁾ Interim dividend of ₹ 12 and Final dividend of ₹ 12

⁽⁵⁾ Interim dividend of ₹ 10 and Final dividend of ₹ 7.50

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

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

⁽⁸⁾ Interim dividend of ₹ 10 and Final dividend of ₹ 12

⁽⁹⁾ Including Special dividend of ₹ 50, Interim Dividend of ₹ 12 and Final dividend of ₹ 30

⁽¹⁰⁾ Including Interim Dividend of ₹ 18 and Final proposed dividend of ₹ 18

⁽¹¹⁾ First Interim Dividend of ₹ 15 and Second Interim Dividend of ₹ 15

Directors' Report

To the Members,

Your Directors have pleasure in presenting their 66th Annual Report on the business and operations of the Company and the financial results for the Financial Year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

The financial performance of your Company, for the year ended March 31, 2016 is summarized below:

Particulars	(₹ in Crores)	
	Year ended March 31, 2016	Year ended March 31, 2015
Net Sales (excluding excise and including other operating income)	541.57	556.43
Profit Before Taxes	109.16	128.98
Taxation	7.91	22.68
Balance of Profit	101.25	106.30
Add: Balance brought forward from previous year	89.62	59.79
Amount Available for Appropriation	190.78	164.30
Less: Depreciation on transition to Schedule II of Companies Act, 2013 (Net of deferred tax)	-	(1.79)
Appropriated As Under:		
a. Interim Dividend	51.79	31.07
b. Tax on Interim Dividend	10.54	6.21
c. Proposed Final Dividend	-	31.07
d. Tax on proposed Final Dividend	-	6.33
e. Transfer to General Reserve	-	-
Balance in Statement of Profit & Loss	128.54	89.62

FINANCIAL & OPERATIONAL HIGHLIGHTS

During the financial year (F.Y.) 2015-16, your Company posted a Profit After Tax (PAT) of ₹ 101.25 Crore as compared to previous year PAT of ₹ 106.30 Crore (4.75% decline). Pre-tax profits were lower by 15.37% at ₹ 109.16 Crore (previous year ₹ 128.98 Crore).

An overall deficit monsoon in Kharif 2015 resulted in the Net Turnover for the year under review, to be at ₹ 541.57 Crore compared to ₹ 556.43 Crore for the previous F.Y. (decline by 2.67%).

Your Company's seeds' (DEKALB®) sale was higher at ₹ 354.96 Crore in the F.Y. 2015-16 vis-à-vis ₹ 347.64 Crore in the F.Y. 2014-15, indicating a 3.34% rise.

Sales of Roundup® (including excise duty) during the year stands at ₹ 182.21 Crore compared to the previous year net sales of 198.99 Crore (8.43% decline). Glyphosate business was impacted by delayed and deficit monsoon which reduced the overall moisture in the ground and adversely impacted herbicide business.

The operating expense (including depreciation) in the year is ₹ 188.40 Crore (against previous year figure of ₹ 211.11 Crore), which is a 9.39% decrease over previous year, in spite of high inflationary trend.

DIVIDEND & SHARE CAPITAL

During the financial year 2015-16, your Company had declared two interim dividends of ₹ 15/- each (Rupees Fifteen only) per equity share. The total dividend declared for the financial year 2015-16 is ₹ 30/- (Rupees Thirty only) per equity share. Your Directors have not recommended any final dividend for the financial year 2015-16.

The dividend payout for the year under review has been formulated in accordance with the Company's policy to pay sustainable dividend linked to long term growth objectives of the Company.

INTERNAL CONTROL

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

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its



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

STATUTORY AUDITORS AND AUDITOR'S REPORT

In the 64th Annual General Meeting (AGM) of the Company, M/s Deloitte Haskins & Sells LLP (DHS), Chartered Accountants, (117366W/W-100018), Statutory Auditors of the Company, have been appointed for a period of three years i.e., until the conclusion of 67th AGM of the Company subject to ratification of the shareholders. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

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. Further in compliance with statutory requirements, the Statutory Auditors have not rendered to the Company during the financial year 2015-16, directly or indirectly, any of the services enumerated under Section 144(1) of the Companies Act, 2013.

COST AUDITORS

Pursuant to the direction from the Ministry of Corporate Affairs for appointment of Cost Auditors, your Board had reappointed M/s ABK & Associates, as the Cost Auditor of your Company for the financial year 2015-16 to conduct the audit of the cost records of the Company.

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

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 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 2015-16 forms a part of the Board's Report to the Members.

The Board has appointed M/s. Vinod Kothari & Co., Practising Company Secretaries, to undertake the Secretarial Audit of the Company for the financial year 2016-17. The Secretarial Audit

Report for 2015-16 (Annexure 4) forms a part of the board's report to the members. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

EXTRACT OF THE ANNUAL RETURN

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

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Information required under Section 134(3)(o) of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 has been annexed as Annexure 2. The Policy for the same is available on

<http://www.monsanto.com/global/in/whoweare/pages/policies.aspx>.

DIRECTORS

A. Changes in Directors and Key Managerial Personnel

Resignation of Director

Mr. Ravishankar Cherukuri tendered resignation as the Director of the Company effective, March 22, 2016. Your Directors place on record their sincere appreciation of the valuable contribution made by him during his tenure as Director of the Company.

Induction of Director

On the recommendations of the Nomination and Remuneration Committee, your directors appointed Mr. Piyush Ramesh Nagar, as an Additional Director with effect from March 23, 2016. Mr. Nagar holds office as Additional Director until the ensuing Annual General Meeting, and is eligible for appointment as Director as provided under Articles of Association of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mr. Piyush Nagar for the office of Director.

Directors retiring by rotation

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

Resignation of Chief Financial Officer and Key Managerial Personnel

During the year Mr. Abdul Alim Sayed resigned as the Chief Financial Officer and Key Managerial Personnel of the

Company on March 31, 2016. The Company will appoint a Chief Financial Officer within the statutorily permitted time limit under provisions of Section 203(4) of the Companies Act, 2013. Accordingly, the financial statements for the year ended March 31, 2016 do not bear signatures of the Chief Financial Officer of the Company.

Appointment of Independent Director

Mr. H.C. Asher and Mr. Pradeep Poddar, both Non-Executive and Independent Directors were appointed to hold office for two consecutive years for a term upto date of the 66th Annual General Meeting of the Company. Subject to the provisions of Section 152, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report shall be provided.

Your Company has received declarations from Mr. H.C. Asher and Mr. Pradeep Poddar, Independent Directors that they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI Listing Regulations, 2015. Mr. Asher and Mr. Poddar being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for a term of five consecutive years from the date of the 66th Annual General Meeting of the Company.

Copy of the draft letter of appointment to each of the Independent Directors in the manner as provided in the Companies Act, 2013 and SEBI Listing Regulations, 2015 have been disclosed on the website of the Company (<http://www.monsanto.com/global/in/whoweare/pages/board-of-directors.aspx>)

Brief profiles of Mr. Sekhar Natarajan, Mr. Piyush Ramesh Nagar, Mr. H C Asher and Mr. Pradeep Poddar, as required by SEBI Listing Regulations, 2015, form a part of the Notice convening the 66th Annual General Meeting, contained in this Annual Report. The Board recommends the same for shareholders' approval in the ensuing Annual General Meeting.

B. Familiarisation Program for Independent Directors

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

C. Annual Evaluation of Board Of Directors, Its Committees And Individual Directors

Pursuant to the provisions of the Companies Act, 2013 and

SEBI Listing Regulations, 2015, the Board has carried out the annual evaluation of its own performance, the directors individually, as well as the working of its Committees. 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 interests of the Company and its minority shareholders, etc. The performance evaluation of the Independent directors was carried out by the entire Board. The performance evaluation of the Chairman and the non-independent directors was carried out by the independent directors who also reviewed the adequacy and flow of information to the Board. The directors expressed their satisfaction with the evaluation process.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other business matters. The Board / Committee Meetings are prescheduled and a tentative annual calendar of the Board / 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 in 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 8 (eight) Board meetings and 5 (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

During the financial year 2015-16, the Company had six (6) Committees of the Board, namely

- Audit Committee
- Nomination and Remuneration Committee



- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee
- Risk Management 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.

DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

Your Company maintains a Code of Business Conduct and Anti-Corruption Program. Additionally, a whistle blower mechanism ('Monsanto Speak-Up Protocol for India') has also been developed pursuant to requirements of Section 177(9) and (10) of the Act and the SEBI Listing Regulations, 2015. 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 Board of Directors.

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

NOMINATION AND REMUNERATION POLICY

The Nomination and Remuneration Committee of the Board of Directors has adopted a Policy which deals with the manner of selection of Board of Directors and Managing Director and their remuneration. This Policy is in compliance with Section 178 of the Companies Act, 2013, read with the applicable rules thereto and SEBI Listing Regulations, 2015.

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

PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

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 3.

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

CORPORATE GOVERNANCE

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

The Compliance Certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in SEBI Listing Regulations, 2015 is annexed to the report as Annexure 5.

RISK MANAGEMENT

Pursuant to the requirement of SEBI Listing Regulations, 2015, the Company constituted a Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) They have taken proper and sufficient care to the best of their knowledge and ability, for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- 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; and
- 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.

MANAGEMENT DISCUSSION AND ANALYSIS

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

MANAGERIAL REMUNERATION

Details of the ratio of the remuneration of each director to the median employees' remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 has been enclosed as Annexure 6

PERSONNEL

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

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

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the

Company. The said information is available for inspection at the registered office of the Company during normal business hours (9 am to 5 pm) on all working days, except Saturdays and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Total number of permanent employees employed with your Company as on March 31, 2016 is 290 as compared to 353 as on March 31, 2015.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

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

POLICY AGAINST SEXUAL AND WORKPLACE HARASSMENT

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

During the year under review, your Company received awards and citations from reputed bodies for good performance in various areas. The Company was recognised by the "GREAT PLACE TO WORK®" in 2015 as the World's Best Multinational Workplaces and Best Companies to Work for in India.

At the League for Communication Professionals (LACP) Awards, your Company's Annual Report for the financial year 2014-15 has won a Platinum and two Gold Awards. LACP Awards is the industry's largest Annual Report Award competition.

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 any of its subsidiaries.
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.

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 30, 2016

Sekhar Natarajan
Chairman

ANNEXURE 1**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

As on financial year ended on March 31, 2016

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1)
of the Companies (Management & Administration) Rules, 2014]**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L4999MH1949PLC007912
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, 5th Floor, 96, Mahakali Caves Road, Andheri (East), Mumbai – 400 093. Tel No.: +91-22-6702 9851
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai – 400 078.

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	33.50
2	Hybrid Seeds		01119	66.50

* 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(46)

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	424540	800	425340	2.464	588509	800	589309	3.414	0.950
b) Banks / FI	12685	0	12685	0.074	9364	0	9364	0.054	(0.020)
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	422319	0	422319	2.446	-	-	-	-	(2.446)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	859544	800	860344	4.984	597873	800	598673	3.468	(1.516)
2. Non-Institutions									
a) Bodies Corporate	1020469	320	1020789	5.913	804774	320	805094	4.664	(1.249)
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	2064393	125255	2189648	12.684	1866401	114053	1980454	11.472	(1.212)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakhs	609751	15000	624751	3.619	604032	15000	619032	3.586	(0.033)
c) Others (specify)									
Non Resident Indians	55173	0	55173	0.320	65267	0	65267	0.378	0.058
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Foreign Portfolio Investor	15366	0	15366	0.089	513211	0	513211	2.973	2.884
Market Maker	3174	0	3174	0.018	4394	0	4394	0.026	0.008
Clearing Members	37964	0	37964	0.220	21120	0	21120	0.122	(0.098)
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	695	0	695	0.004	0
Foreign Mutual Fund	0	0	0	0	102832	0	102832	0.595	0.595
Hindu Undivided Family	0	0	0	0	97132	0	97132	0.563	0.563
Sub-total (B)(2)	3807785	140575	3948360	22.872	4080658	129373	4210031	24.388	1.516
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4667329	141375	4808704	27.856	4678531	130173	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)	17121373	141375	17262748	100.000	17132575	130173	17262748	100.000	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 total Shares of the company	
1	Monsanto Investments India Private Limited	9252124	53.596	-	10137124	58.723	-	5.127
2	Monsanto Company	3201920	18.548	-	2316920	13.421	-	-5.127

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Monsanto Investments India Private Limited				
	At the beginning of the year	9252124	53.596	9252124	53.596
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Add: May 22, 2015 - Inter-se transfer of shares amongst person belonging to Promoters Group	600000	3.476	9852124	57.072
	Add: August 21, 2015 – Inter-se transfer of shares amongst person belonging to Promoters Group	285000	1.651	10137124	58.723
	At the end of the year	10137124	58.723	10137124	58.723



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
2.	Monsanto Company				
	At the beginning of the year	3201920	18.548	3201920	18.548
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	Less: May 22, 2015 - Inter-se transfer of shares amongst person belonging to Promoters Group	600000	3.476	2601920	15.072
	Less: August 21, 2015 – Inter-se transfer of shares amongst person belonging to Promoters Group	285000	1.651	2316920	13.421
	At the end of the year	2316920	13.421	2316920	13.421

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		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	R C Khanna (HUF)	389976	2.259	389976	2.259
2.	Morgan Stanley Investment Funds Global Opportunity Fund	83352	0.483	212884	1.233
3.	Reliance Strategic Investments Limited	117000	0.678	167000	0.967
4.	Morgan Stanley Institutional Fund, Inc Global Opportunity Portfolio	16951	0.098	156906	0.909
5.	M3 Investment Private Limited	167175	0.968	150000	0.869
6.	DSP Blackrock 3 Years Close Ended Equity Fund	118142	0.684	118142	0.684
7.	Bajaj Allianz Life Insurance Company Ltd.	200765	1.163	110204	0.638
8.	UTI - Children's Career Balanced Plan	100000	0.579	100000	0.579
9.	L & T Mutual Fund Trustee Ltd - L & T Equity Fund	0	0.00	93936	0.544
10.	DSP Blackrock Small And Mid Cap Fund	0	0.00	81796	0.474

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:**

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Ms. Shilpa Shridhar Divekar (MD and KMP)	
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,46,64,449.00	1,46,64,449.00



Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Ms. Shilpa Shridhar Divekar (MD and KMP)	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	9,26,246.00	9,26,246.00
	(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	6,59,340.00	6,59,340.00
	(ii) Incentive Accrued ²	Nil	Nil
	(iii) Superannuation ³	Nil	Nil
	Total (A)	1,62,50,035.00	1,62,50,035.00

¹ Paid in Government PF fund

² Accrued as incentive for period for which she 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

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. H. C. Asher	Mr. Pradeep Poddar	
1	Fee for attending Board and Committee Meetings	8,00,000	7,50,000	15,50,000
2	Commission	12,50,000	12,50,000	25,00,000
3	Others, please specify	-	-	-
	Total (B)(1)	20,50,000	20,00,000	40,50,000

2 Other Non-Executive Directors

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

* Mr. C. Ravishankar resigned w.e.f March 22, 2016

** Mr. Piyush Nagar was appointed as an Additional Director w.e.f. March 23, 2016

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Abdul Alim Sayed Chief Financial Officer *	Ms. Chandana Dhar Company Secretary & Compliance Lead	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	1,19,86,270.00	36,96,995.00	1,56,83,265.00
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	10,86,704.00	NIL	10,86,704.00
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission			
	- as % of profit			
	- others, specify.	NIL	NIL	NIL
5	Others, please specify			
	Co's Contribution to PF ¹	5,02,453.00	1,93,743.00	6,96,196.00
	Total	1,35,75,427.00	38,90,738.00	1,74,66,165.00

¹ paid in Government PF fund

* resigned w.e.f. March 31, 2016

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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



ANNEXURE 2

Corporate Social Responsibility (CSR)

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

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

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

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

- of farmers, farm families, women and children of communities where we live and work.
- 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 towards providing assistance for development and impact on livelihoods of farmers and farm families by providing support for farm infrastructure, access to water and water conservation and efforts in 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 and quality of health care, lack of knowledge and access to sanitation facilities, personal and community hygiene and drinking water solutions. There is an opportunity to lead holistic development through support in the food and nutrition space. Monsanto is committed to working towards improving lives of the rural communities with its 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 for

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

- b) **improve learning levels of children** through infrastructure support in schools, facilitating teachers' training programs and
- c) providing 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 by increasing agricultural yields sustainably, through input- output capacity building of the farmers, 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 the rural communities** and is aimed at reducing rural hunger, and enhancing learning levels. The program also focuses on providing access to clean drinking water and sanitation facilities for rural communities. Another important component of the program is the women empowerment aspect, which provides additional livelihood opportunities for women for enhancing rural household incomes. All of our Company's present projects are under this program wherein we focus sharply on the following areas:

1. **School Nutrition project-** We are partnering with NGO Akshaya Patra to provide nutritious mid day meals to 7500 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: Serving mid day meals, addresses the challenge of malnutrition in children and also improves the enrollment/ attendance rates of children in schools. Sensitization will lead to behavioral changes in adoption of practices improving hygiene.

2. **Kitchen-garden Project-** We are partnering with NGO Akshaya Patra for maintaining a kitchen-garden, spread over 24 acres of land, catering to partial vegetables requirement of the centralized kitchen of Akshaya Patra in Jaipur, used for preparing mid day meals of 150,000 children. This kitchen-garden has a greenhouse for production of quality seedlings in a short time. The infrastructure also include solar dehydration units for drying and storage of vegetables like radish etc. for use during off season, helping ensure nutritional sufficiency throughout the year and reducing market dependence for procuring the vegetables for mid day meal preparation. **Duration: April 2015- Oct 2016**

Impact: Currently, 30-35% of the vegetables requirement including vegetables likes Radish, Carrot and Summer Squash for the kitchen is fulfilled through this kitchen-garden. This will help reduce cost of meals being served by Akshaya Patra, to help cover additional children and will provide access to nutritious vegetables throughout the year.

3. **Integrated Community Development project (Silvassa)-** We are partnering with NGO Action for Food Production (AFPRO), across 5 villages in Silvassa with a focus on improving access to clean drinking water and sanitation facilities for communities.

The project focuses on women empowerment component by providing livelihood opportunities- skill based trainings and entrepreneurship opportunities to women Self Help Group (SHGs) for enhancing rural household incomes.

Another important part of the project is provision of agricultural livelihood through promotion of shared irrigation sources for communities. **Duration: April 2015- Dec 2017**

**Impact:**

- a) **Drinking water facilities:** 5 villages supported with installation of 4 hand pumps and reinstallation of a drinking water pipeline;
 - b) **Sanitation facilities:** Constructed 88 household toilets across five villages along with sensitization training programs on health and hygiene; 37 household toilets are currently under construction.
 - c) **Women empowerment:** 3 women SHGs activated for making paper plates, tailoring & group vegetable cultivation respectively. Additionally 32 families are being provided training & support on homestead farming helping them enhance the nutritional value of their food.
 - d) **Agricultural livelihood with shared irrigation sources** – 2 farmer groups have been identified and 1 dug-well construction underway to enable the farmers extend their agricultural activities.
- 4. Improving quality of lives of communities through adoption of integrated approach for water conservation, sanitation and women empowerment** – We are partnering with AFPRO across 25 villages in 5 districts of Maharashtra - Buldhana, Jalna, Aurangabad, Wardha and Yavatmal to provide access to clean drinking water, sanitation facilities to rural communities and empowering women through provision of livelihood opportunities. **Duration: April 2015- Jul 2016**

Impact:

- a) **Drinking water facilities:** Drinking water facilities setup across 6 villages which include revival of entire drinking water scheme, 1 RO water plant, 2 overhead water storage facilities, 1 open well and setting up of 2 drinking water pipelines in beneficiary villages.
 - b) **Sanitation facilities:** Constructed 153 household toilets across 10 villages and provided water and sanitation infrastructure (includes toilets, water tanks, supply infrastructure) to 6 schools as per requirements.
 - c) **Water conservation:** Created and repaired 5 Water Conservation Structures (includes Check Dams, rain water harvesting system, KT Weir, deepening & widening of percolation tanks, etc) in 4 beneficiary villages providing access to water through the dry seasons.
 - d) **Women empowerment activities** – 15 women SHGs activated covering around 135 women, across 11 villages. SHG members trained & supported with backyard poultry, goat rearing activities, stationary shop, sewing and embroidery machines enabling them to generate additional household incomes.
- 5. 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. The project focuses on teachers' trainings at the cluster resource centers (CRCs) with resource material developed for learning practices and processes to create a more inclusive classroom environment resulting in increased retention and attendance of children in classrooms. 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**

Impact – The project will improve learning levels of 48,000 children across 165 Government run Primary schools through improved learning resources and materials.

- Program rolled out across all the 165 schools
- Resource material created for teacher training, which includes activity based learning tools. Teachers trainings underway conducted at the CRCs monthly.
- There are 147 School Education Committees (SECs) that have been setup. 18 SECs setup underway.
- Distribution of text books and sports materials undertaken across all the schools to encourage attendance and participation.
- Interactive & pictorial charts & learning aids handed over to schools for creating inclusive classrooms.

The project has started getting appreciation of Teachers and Headmasters in the schools with the 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.

6. **Community Drinking Water project in Telengana-** This project seeks to provide safe drinking water solutions for rural communities in Telengana and is being executed in partnership with the Jaldhaara Foundation. Under the project, Monsanto will help setup 5 Water Health Centres (drinking water plants) across identified sites in Telengana. The plants in Huzurabad in Karimnagar; Shamsabad in Rangareddy; Mriyalaguda in Nalgonda have been completed, while discussions are ongoing with key community stakeholders on finalizing the remaining 2 sites. **Duration: March 2016- Sep 2016**

Impact - The project will provide 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.

7. **Sanitation Facilities in Champaran, Bihar-** The Board has already approved a project that involves setting up of 170 household toilets across beneficiary villages in the East Champaran district of Bihar. The project is being executed with the help of AFPRO. The teams are currently drawing up the execution milestones. **Duration: May 2016- Oct 2016**

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.

8. **Impacting Livelihoods through Integrated Land & Water Resource Development & Improved Farming in Kalahandi, Orissa-** This project was envisaged with NGO Pradan for improving lives of 3,000+ agrarian households in 240 villages in Odisha, in few of the most backward regions in the Country, by providing an integrated land and water resource management model, improving farming systems, livestock rearing, better market linkages & construction of irrigation structures. Women empowerment was a key component through activating women SHGs into financial inclusion & security. Better agricultural interventions & livestock management were planned for adding additional incomes into the families.

This project, however, had to be cancelled due to delays in getting approvals from Pradan's Board on the acceptance of corporate grants, due to multiple taxation challenges.

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, Independent Non executive director and
- Mr. Pradeep Poddar – Member, Independent Non executive director.

3. Average net profit of the company for last three financial years – ₹ 114.23 Crore

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) – ₹ 2.28 Crore

5. Details of CSR spent during the financial year

(a) Total amount to be spent for the financial year – ₹ 2.28 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)
S. 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 SHARE	Rural Development Creating Sustainable Agriculture Ecosystem	Other area: Kalahandi, Orissa	1.31	0	0	NA
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 and Lucknow, Uttar Pradesh	0.76	0.76	0.76	Through implementing partner NGO: Akshayapatra Foundation
2	Program DISHA	Education and Nutrition Kitchen-garden project- Maintaining kitchen-garden for veg supply to centralized kitchen of Akshaya Patra used for serving mid day meals to children	Other area: Jaipur, Rajasthan	0.12	0.12	0.12	Through implementing partner NGO: Akshaya Patra Foundation
3	Program DISHA	Swatch Bharat Abhiyan, Rural Development Integrated Community Development project 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	0.78	0.57	0.57	Through implementing partner NGO: Action for Food Production (AFPRO)

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. 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*
4	Program DISHA	Swachh Bharat Abhiyan, Rural Development Improving quality of lives of communities through adoption of integrated approach for water conservation, sanitation and women empowerment Providing access to drinking water and sanitation facilities for rural communities and empowering women by providing alternate livelihood opportunities. Creation of water conservation sources.	Both local and other 25 villages of Maharashtra across 5 districts- Buldanha, Jalna, Aurangabad, Yavatmal and Wardha	0.56	0.56	0.56	(AFPRO) Through implementing partner NGO: Action for Food Production (AFPRO)
5	Program DISHA	Education Improving learning levels of children from agricultural communities	Local Area: Purnia, Bihar	0.36	0.36	0.36	Through implementing partner NGO: Deshkal Society
6	Program DISHA	Rural Development Community Water Purification Project	Other area 5 sites in Telengana- Huzurabad in Karimnagar; Shamshabad in Rangareddy; Miryalaguda in, Nalgonda- 2 additional sites being finalized	1.10	0.77	0.77	Through implementing partner NGO: Jaldhaara Foundation
TOTAL				4.99	3.14	3.14	



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/-

(Managing Director)

Sd/-

(Chairman, CSR Committee)

ANNEXURE 3

MONSANTO INDIA LIMITED

NOMINATION AND REMUNERATION POLICY

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

1. OBJECTIVE

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

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

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

2. DEFINITIONS

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

3. MEMBERSHIP

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

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



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

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

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

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

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

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

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

The Company's annual incentive program will be based on

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

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

The Company encourages employees to act as owners to achieve results. With the opportunity to define and drive their long-term growth strategy, managers are provided incentives that bear results over a long period of time. The Long-Term Incentive (LTI) awards, which are granted to employees who are in management roles, are designed to recognize the role they play in defining and driving Monsanto's 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 to the Board to update the same from time to time.



ANNEXURE 4

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

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

To,

The Members,

Monsanto India Limited

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company 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, 2016, 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, 2016 according to the provisions of:

1. The Companies Act, 2013 ("the Act") and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
 - e. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') to the extent applicable during the Audit Period;
5. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
6. Laws specifically applicable to the industry to which the Company belongs, as identified and confirmed by the management, that is to say:
 - a. Explosives Act, 1884 and Explosives Rules, 2008;
 - b. Petroleum Act, 1934;
 - c. The Static and Mobile Pressure Vessels (Unfired) Rules 1981;
 - d. The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder;

- e. Seeds Act, 1966 read with Seeds Rules, 1968;
- f. Seed Control Orders 1983 read with Essential Commodities Act, 1955;
- g. Insecticides Act, 1968 read with Insecticides Rules, 1971;
- h. Plant Quarantine (Regulation of Import into India) Order, 2003;
- i. Public Liability Insurance Act, 1991;
- j. Environmental (Protection) Act, 1986 read with Environmental Protection Rules, 1986;
- k. The Hazardous Wastes (Managements Handling and Transboundary Movement) Rules, 2008;
- l. The Water (Prevention & Control of Pollution) Act, 1974 read with Water (Prevention & Control of Pollution) Rules, 1975;
- m. Water (Prevention and Control of Pollution) Cess Act, 1977.
- n. The Air (Prevention & Control of Pollution) Act, 1981 read with the Air (Prevention and Control of Pollution) Rules, 1982

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

- a. Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;
- b. The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange India Limited.

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.

WE FURTHER REPORT THAT:

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

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



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

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

We further report that during the audit period, the Company has 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

Arun Kumar Maitra
Partner
Membership No.: A3010
C P No.: 14490

Place: Kolkata
Date: May 20, 2016

ANNEXURE 5

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, 2016 can be found on page numbers 55 to 57.

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

- (a) Name(s) of the related party and nature of relationship – Monsanto Company, USA, Ultimate Holding Company.
- (b) Nature of contracts/arrangements/transactions - Purchase of key raw material (IPA Salt of Glyphosate technical) from Monsanto Company, USA, for Roundup® business of the Company.
- (c) Duration of the contracts / arrangements/transactions - Ongoing on the basis of Purchase order.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: - Negotiated Price based on exchange rate parity reviewed on periodic basis.

(Amount in ₹ Crore)

Name of the related party	Monsanto Company, USA	
Particulars	Amount incurred from April 2015 to March 2016	Approved for full year (2015-16)
1. Purchase of Raw Material	78.05	200.00
2. Expense towards Royalty	5.56	10.00
3. Import of equipments	-	2.00
4. Reimbursement of Expenses		
- Expenses charged to MIL	1.46	6.50
- Expenses charged by MIL	2.90	6.00

- (e) Date(s) of approval by the Board, if any - November 03, 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.



ANNEXURE 6

Disclosure in Board's report pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Persons) Rules, 2014

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

• Shilpa Shridhar Divekar, Managing Director	14.37 : 1
• H C Asher, Independent Director	1.81 : 1
• Pradeep Poddar, Independent Director	1.76 : 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	7%
H C Asher, Independent Director	-
Pradeep Poddar, Independent Director	-
Piyush Nagar, Non Executive Director	-
Alim Abdul Sayed, Chief Financial Officer	7%
Chandana Dhar, Company Secretary	9%

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

Median 8%

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

287 as on March 31, 2016.

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

The average increase in remuneration during FY 2016 was 7% as compared with previous financial year. Gross Profit of the Company during the financial year ended March 31, 2016 was ₹ 109.16 Crore as compared to ₹ 128.98 Crore during financial year ended March 31, 2015 (a decrease of 15.37%). As always, average increase in remuneration is guided factors like economic growth, inflation, external competitiveness, talent retention, employee performance.

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

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

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

March 31	Market cap(₹ cr)	P/E ratio
2016	2863.85	28.28
2015	4938.44	46.45
2014	2588.59	21.06

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

Not Applicable

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

The median percentile for the people leaders is 7% while the median percentile increase for individual contributors is also 7%, hence the ratio works out to be 1. (7%/7%= 1)

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

Please refer item number 6.

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

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

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

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

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

Not Applicable

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

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

For and on behalf of the
Board of Directors

Sekhar Natarajan
Chairman

Mumbai : May 30, 2016



ANNEXURE 7

CONSERVATION OF ENERGY, R&D, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO Information required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014.

A. CONSERVATION OF ENERGY:

(a) Steps taken or impact on conservation of energy	We have initiated and implemented replacement of existing air conditioning system with star rated air conditioners as a step to reduce electric energy consumption at the Shameerpet site. We have also done automization of DG sets for effective utilization of fuel.
(b) Steps taken by the Company for utilizing alternate sources of energy	We have installed solar panels for our lighting requirements in the site. We are also evaluating alternative sources of fuel to replace existing usage of LPG.
(c) Capital investment on energy conservation equipments	₹ 0.83 Crore

B. TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption;

- Breeding 3.0 focus – Native traits, Speed to market through Genome wide selection implementation and predictive analytics
- Integrated breeding function to leverage tools and technologies from other crops.
- Integrated testing for better resource utilization
- Enhanced efforts on exotic germplasm introgression

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution;

- Speed to market
- Optimization of human resources & investments in testing & breeding
- Increased predictability of product performance in target markets.
- Better SKU management due to wider adaptable products.

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

(iv) Expenditure incurred on Research and Development

Expenditure on R&D	₹ (in crore)
a) Capital (including CWIP)	10.08
b) Recurring	23.65
TOTAL	33.73

(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.

ANNEXURE 8

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Monsanto India Limited

1. We have examined the compliance of conditions of Corporate Governance by Monsanto India Limited ("the Company") for the year ended 31st March 2016, as stipulated in:
 - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchanges for the period from April 01, 2015 to November 30, 2015.
 - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) for the period from September 02, 2015 to March 31, 2016 and
 - Regulations 17 to 27 (excluding regulation 23(4)) and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of 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.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. 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 & SE LLS LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)

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

Mumbai, May 30, 2016



Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2016.

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

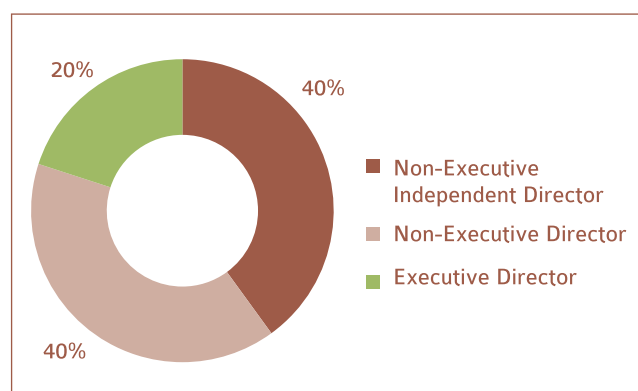
The Board of Directors, along with its Committees, provides leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company. The Board acts with autonomy and independence in exercising its strategic supervision, discharging its fiduciary responsibilities 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 relationships between the directors inter se.

Percentage of Board Composition:



Mr. Piyush Nagar has been appointed an Additional Director with effect from March 23, 2016. Mr. C Ravishankar has resigned as a Non-Executive Director with effect from March 22, 2016.

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, 2016, eight (8) meetings of the Board of Directors were held on May 14, 2015, June 5, 2015, August 3, 2015, November 2, 2015, February 8, 2016, March 15, 2016, March 22, 2016 and March 31, 2016. 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 Directors are liable to retire by rotation. The appointment, tenure and remuneration of Managing Director once approved by the Board is subject to 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	8	YES	1	2	1	3
Ms. Shilpa Shridhar Divekar	06619353	Managing Director	5	YES	1	2	-	1
Mr. H. C. Asher	00024863	Non-Executive, Independent	8	YES	4	6	2	5
Mr. Pradeep Poddar	00025199	Non-Executive, Independent	7	NO	1	1	1	1
Mr. Piyush Nagar ⁽⁴⁾	02272383	Non-Executive	0	N.A.	1	-	-	-

(1) Directorship other than in private companies/foreign/non-profit organizations, including Monsanto India Limited.

(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.

(4) Appointed Additional Director with effect from March 23, 2016. Mr. C Ravishankar ceased to be Director with effect from March 22, 2016.

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 evaluates the company's internal financial control and risk management system. 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, Independent Non Executive Director
- Mr. H. C. Asher – Member, Independent Non Executive Director and
- Mr. Sekhar Natarajan – Member, Non Executive Director

The Company Secretary acts as Secretary to the Audit Committee.

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

The Audit Committee met during the Financial Year five (5) times on May 14, 2015, August 3, 2015, November 2, 2015, February 8, 2016 and March 22, 2016. 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 Committee Member	Meetings Held	Attendance
Mr. Pradeep Poddar	5	5
Mr. H. C. Asher	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 & 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, Independent Non executive director
- Mr. Pradeep Poddar – Member, Independent Non executive 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 on April 10, 2015, May 14, 2015, November 2, 2015 and February 8, 2016. 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 Committee 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 his 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, Mr. C. Ravishankar 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 Co., USA). The Board decides proportion and manner of payment of such commission every year subject to the above said overall limit approved by the Shareholders.

The remuneration paid or payable to the Directors is given in Table 5.

Table 5: Remuneration paid/payable to the Directors

Name of Directors	Sitting Fees	Salary & Perquisites	Incentive/ Commission	Total
Mr. Sekhar Natarajan	-	-	-	-
Ms. Shilpa Shridhar Divekar	-	130.77	31.73	162.50
Mr. H. C. Asher	8.00	-	12.50	20.50
Mr. Pradeep Poddar	7.50	-	12.50	20.00
Mr. C Ravishankar *	-	-	-	-
Mr. Piyush Nagar **	-	-	-	-

* Resigned w.e.f. March 22, 2016

** Appointed w.e.f. March 23, 2016

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

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committee. A structured questionnaire was prepared after taking into consideration inputs received from the directors covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board dynamics, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual directors including the Chairman of the Board, who are evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders, etc. The performance evaluation of the Independent directors was carried out by the entire Board. The performance evaluation of the Chairman and the non-independent

directors was carried out by the independent directors who also reviewed the adequacy and flow of information to the Board. The directors expressed their satisfaction with the evaluation process.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 20 and Schedule II, Part D of the SEBI LODR, a Stakeholders' Relationship Committee of the Board 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, Independent Non executive director,
- Mr. Sekhar Natarajan – Member, Non executive director
- Mr. Pradeep Poddar – Member, Independent Non executive director and
- Ms. Shilpa Shridhar Divekar – Member, Managing Director.

The Committee met once during the year on March 15, 2016. During the Financial Year, the Company received 133 investor grievances. All complaints have been resolved by the Company.

SHARE TRANSFER SYSTEM:

The Company's shares, being in compulsorily dematerialized (demat) form, are transferable through the depository system. Transfer of shares in physical form are processed by the Registrars and Share Transfer Agents (RTA) and approved by the Share Transfer Committee of the Company. The share transfers are processed within a period of 30 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
- Ms. Shilpa Shridhar Divekar
- Mr. Abdul Alim Sayed*
- Mr. Indranil Saha
- Ms. Madhuwanti Kale**
- Ms. Chandana Dhar.

* ceased to be a member w.e.f. March 31, 2016

** appointed member w.e.f. April 1, 2016

Share Transfer Committee has been reconstituted due to resignation of Mr. Abdul Alim Sayed as the Chief Financial Controller of the Company on March 31, 2016. Ms. Madhuwanti Kale has been inducted as a member of the Committee in place of Mr. Abdul Alim Sayed with effect from April 1, 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

- a) 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;
- b) recommends the amount of expenditure to be incurred on the activities referred to in clause (a); and
- c) monitors the CSR Policy of the Company from time to time.

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

The CSR Committee currently comprises of;

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

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

During the Financial Year, the Committee met on May 14, 2015, August 3, 2015, November 2, 2015 and February 8, 2016. Details of members' attendance at the Committee's meetings are given in Table 6.

Table 6: Attendance Details in the CSR Committee Meetings

Name of the Committee member	Meetings Held	Attendance
Mr. Sekhar Natarajan	4	4
Mr. H. C. Asher	4	4
Mr. Pradeep Poddar	4	4
Ms. Shilpa Shridhar Divekar	4	4

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 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 64th Annual General Meeting of the Company, for a term of two consecutive years, upto date of 66th Annual General Meeting.



The Company is seeking further re-appointment of Mr. H C Asher and Mr. Pradeep Poddar for another term of 5 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 SEBI LODR. The terms and conditions of the appointment have been disclosed on the website of the Company.

INDEPENDENT DIRECTORS' MEETING

Section 149(8) of the Act has prescribed the Code for Independent Directors in Schedule IV for every company that has Independent Directors. Clause VII of this said Schedule IV and Regulation 25 of SEBI LODR requires every company to convene a separate meeting of the Independent Directors.

During the year, the Independent Directors met on February 8, 2016, 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 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/whoweare/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 review the findings and recommendations of the auditors and take corrective actions wherever necessary. The Board recognizes the work of the internal and statutory auditors as an independent check on the information received from the management on the operations and performance of the Company.

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

RELATED PARTY TRANSACTIONS

During the financial 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 www.monsantoindia.com.

Pursuant to Regulation 23(8) of the Listing Regulations, all existing material related party contracts or arrangements entered

into prior to the date of notification of the listing regulations i.e., September 2, 2015 and which may continue beyond such date shall be placed for approval of the shareholders in the first General Meeting following the above notification. The existing material related party transactions are being placed before the shareholders at the ensuing 66th Annual General Meeting of the Company.

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 Regulation 46(2) of 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

- o The Company received a notice on September 24, 2015 from the BSE Ltd. levying a penalty of ₹ 5700/- for late submission of annual report for the year ended March 31, 2015 under Clause 31(a) of the Listing Agreement;
- o The Company received a notice from National Stock Exchange of India Limited on September 9, 2015 levying a penalty of ₹ 6000/- for late submission of annual report for the year ended March 31, 2015 under Clause 31(a) of the Listing Agreement;
- o The Company received a letter from NSE dated September 16, 2015 for non-compliance under Clause 31(d) of the Listing Agreement.

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, 2016.

Mumbai: May 30, 2016

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') as 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, 2016.

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 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. Sekhar Natarajan, Chairman, Non-Executive, Non-Independent Director

Mr. Sekhar Natarajan has spent almost 30 years in Monsanto, guiding and building its contributions to Indian agriculture. Mr. Sekhar Natarajan is a qualified Chartered Accountant and Cost Accountant. He is a strategic thinker with rich global experience in Business Development and Mergers and Acquisitions (M&A). Currently, he is also a Managing Partner of M/s. S. N. Consultants that provides advice and strategic directions to several local and international companies.

Mr. Sekhar Natarajan's 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	Member – AC
			Member – NRC
			Member – SRC
2.	Accelya Kale Solutions Limited	Director	Chairman – AC
			Member – NRC
			Member – SRC
3.	Maharashtra Hybrid Seeds Company Limited	Director	-

AC : Audit Committee

NRC : Nomination & Remuneration Committee

SRC : Stakeholders' Relationship Committee

Mr. Piyush Nagar, Additional Director

Mr. Piyush Nagar has been appointed as an Additional Director of the Company with effect from March 23, 2016.

Mr. Piyush Nagar comes with several years of experience in commercial roles, including marketing and product management for branded cotton and Roundup® in India. He is a member of the India Leadership Team, and is accountable for end to end Supply Chain delivery to the India Row Crop and Crop Protection

businesses. He also plays a central role in transformation initiatives related to India supply chain function.

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.

During his experience as TAS Officer, Mr. Piyush Nagar worked in the steel sector in marketing and product management and after that he worked in Tata Group Holding Company, where he managed a portfolio of companies in sectors ranging from Auto-components to BPO services to E-learning.

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.

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	-

GENERAL SHAREHOLDERS INFORMATION

Address for correspondence	:	Monsanto India Limited, Ahura Centre, 5th 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, 2016 at 11.00 a.m.
Venue	:	Rangaswar Hall, Y. B. Chavan, 4th 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	:	N.A.
Dividend Payment Date	:	N.A.

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

Date	Venue	Time	Special Resolution Passed
63rd AGM August 2, 2013	Y.B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.30 a.m.	Appointment and Remuneration of Mr. Gyanendra Shukla, Managing Director.
64th AGM August 22, 2014	Y.B. Chavan Auditorium, Gen. Jaganath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai - 400 021.	11.00 a.m.	Payment of Commission to Non-Executive Directors
65th 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 with material related party. 3. Approval of procurement of a specialised machine from material related party

Postal Ballots

During the financial year 2015-16, 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, 2016 to March 31, 2017
Declaration of financial results for the quarter ending June 30, 2016	:	By 2nd week of August, 2016
Declaration of financial results for the quarter ending September 30, 2016	:	By 2nd week of November, 2016
Declaration of financial results for the quarter ending December 31, 2016	:	By last week of January, 2017
Declaration of financial results for the quarter ending March 31, 2017	:	By last week of May, 2017
AGM for the year ending March 31, 2017	:	August, 2017

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:	:	
<ul style="list-style-type: none"> BSE Limited National Stock Exchange of India Ltd. International Securities Identification Number (ISIN) 	: : :	524084 MONSANTO INE274B01011
Listing Fees	:	Listing fees of both the Stock Exchanges have been paid for the year 2016-17.
Registrar and Share Transfer Agents/Address for Correspondence	:	Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078. Tel: 022-2596 3838, 022-2594 6970 Fax: 022-2596 2691 Email: rnt.helpdesk@linkintime.co.in
Compliance Officer	:	Ms. Chandana Dhar, Compliance Lead & Company Secretary
Dematerialisation of shares and liquidity	:	99.25% of the paid-up capital of the Company has been dematerialised as on March 31, 2016.
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.

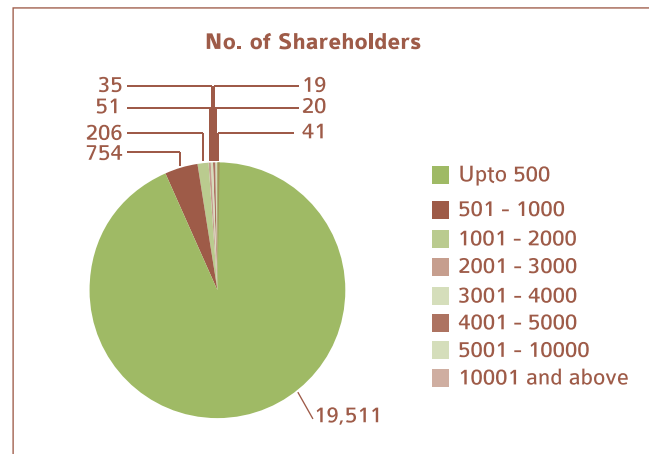
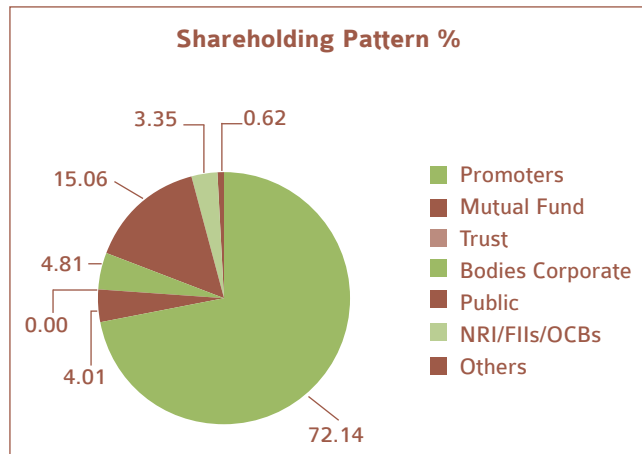
Shareholding Pattern and Distribution Schedule as on March 31, 2016

Shareholding Pattern

Category	No. of Shares	%
Promoters	1,24,54,044	72.14
Mutual Funds	6,92,141	4.01
Trust	695	0.00
Bodies Corporate	8,30,608	4.81
Public	25,99,486	15.06
NRI/FIIs/OCBs	5,78,478	3.35
Others	1,07,296	0.62
TOTAL	1,72,62,748	100.00

Distribution Schedule

Category	No. of Shareholders	No. of Shares
Upto 500	19,511	10,82,118
501 – 1000	754	5,64,281
1001 – 2000	206	2,95,290
2001 – 3000	51	1,25,113
3001 – 4000	35	1,21,177
4001 – 5000	19	85,067
5001 – 10000	20	1,46,574
10001 and above	41	1,48,43,128
TOTAL	20,637	1,72,62,748

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

Month	BSE			NSE		
	High Price (₹)	Low Price (₹)	Total Traded Qty	High Price (₹)	Low Price (₹)	Total Traded Qty
Apr-2015	3,167	2,519	157,591	3,167	2,520	6,22,143
May-2015	3,163	2,773	126,324	3,159	2,754	3,49,414
Jun-2015	3,131	2,633	79,956	3,134	2,612	3,09,325
Jul-2015	3,377	2,827	114,423	3,375	2,804	4,01,376
Aug-2015	3,375	2,480	351,316	3,381	2,480	2,07,549
Sep-2015	2,650	2,170	105,024	2,665	2,164	4,02,860
Oct-2015	2,730	2,365	49,509	2,730	2,358	2,44,666
Nov-2015	2,421	2,205	50,844	2,420	2,201	1,52,607
Dec-2015	2,377	2,085	32,511	2,370	2,090	1,57,940
Jan-2016	2,542	2,040	73,255	2,545	2,011	3,02,461
Feb-2016	2,287	1,566	43,510	2,295	1,555	1,87,408
Mar-2016	1,869	1,526	228,053	1,870	1,516	8,33,304

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: 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.



Other information for 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

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

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

Depository Services

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

Address for correspondence with Depositories are as follows: -

1. National Securities Depository Limited - Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013. Telephone: (022) 2499 4200, Facsimile: (022) 2497 6351, E-mail: info@nsdl.co.in, Website: www.nsdl.co.in
2. 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

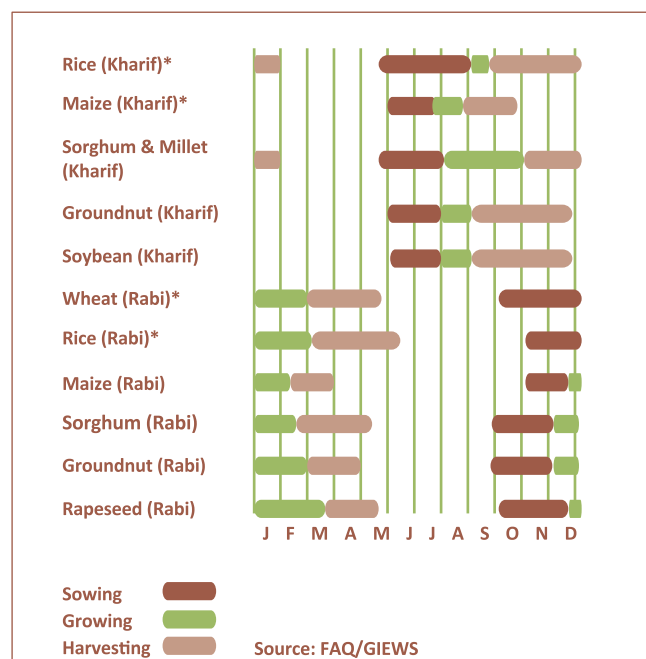
Management Discussion and Analysis

Overview of Indian agricultural sector

Agricultural sector continues to play a pivotal role in the Indian economy, providing livelihood to over 58% of India's rural households. Accounting for 15% of India's Gross Domestic Product (GDP), agriculture, along with fisheries and forestry, is one of the largest contributors to the GDP. Apart from providing food security to the nation, this sector is also an important foreign exchange earner contributing to 10% of the country's exports. 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 during the season
Kharif season	July-October (South-West Monsoon)	Rice, maize, sorghum, pearl millet/bajra, finger millet/ragi (cereals), arhar (pulses), soya-bean, groundnut (oil-seeds), cotton
Rabi season	October-March (Winter)	Wheat, maize, barley, oats (cereals), chickpea/gram (pulses), linseed, mustard (oilseeds)

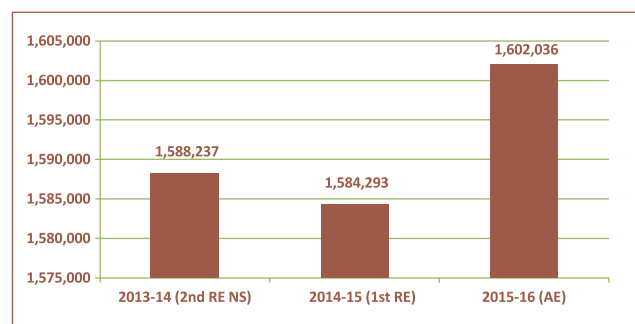
India Crop Calendar (*major foodcrop)



(Source: FAO/GIEWS)

Indian agriculture is highly dependent on monsoon, as of the 142 million hectares of net sown area, only 45% or 64 million hectares have access to irrigation facilities. Not surprising then that two consecutive years (2014 and 2015) of deficit rainfall has been the single most important factor impacting the growth of the agriculture and other allied sectors for the period under review. According to advance estimates by Central Statistics Office (CSO), agriculture and its allied sectors (including agriculture, livestock, forestry and fishery) is likely to grow by 1.1% from ₹ 15.84 lakh cr to ₹ 16.02 lakh cr in 2015-16 at 2011-12 prices. Its contribution to the Gross Value Added (GVA) is expected to decrease from 16.28% in 2014-15 to 15.35% in 2015-16.

Agriculture and allied sector gross value added at basic price by economic activity (at 2011-12 prices)



(Source: Central Statistics Office)

RE: Revised Estimates, NS: New series Estimates, AE: Advance Estimates

Production

The country's overall food grain output is likely to increase from 252.02 million tonnes (MT) in 2014-15 to 252.23 MT in 2015-16 mainly driven by rising wheat and pulses output. The coarse cereal production is likely to decline by 5.08 MT to 37.78 MT due to deficit monsoon resulting in lower maize output of 21.02 MT as compared to 24.17 MT in 2014-15. Sugarcane and cotton output also declined by 15.61 MT and 4.29 million bales respectively. (Source: 3rd Advance estimate, Ministry of Agriculture)



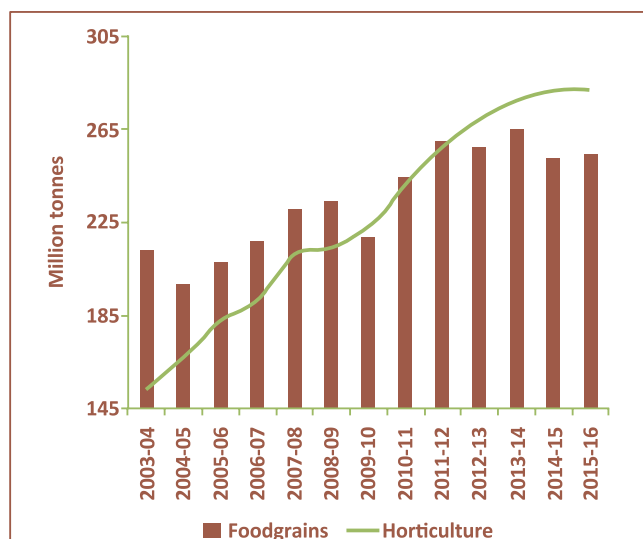
Estimated production of major crops (In million tonnes)

	2015-16(3rd advance estimate)	2014-15(Final)
Rice	103.36	105.48
Wheat	94.04	86.53
Coarse cereals	37.78	42.86
Maize	21.02	24.17
Pulses	17.06	17.15
Oilseeds	25.90	27.51
Sugarcane	346.72	362.33
Cotton*	30.52	34.81

*million bales of 170 kg each

(Source: Ministry of Agriculture)

Foodgrains and Horticulture Production

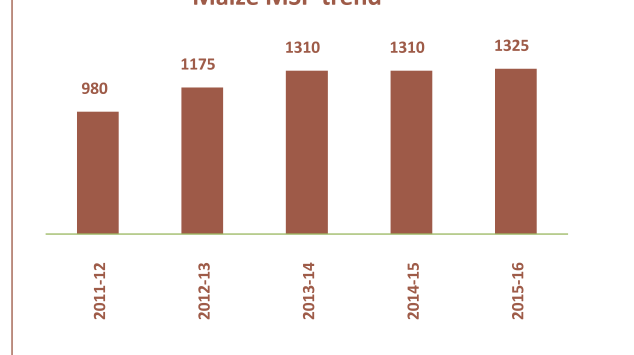


(National Horticulture Board, Ministry of Agriculture)

The production of various coarse grains has shown a mixed growth trend in the past few years except for maize. The rising demand for maize from the feed and starch industry, increased usage of hybrid seeds and rise in export demands has led to steady growth in the production of maize. However, maize exports have shown a declining trend over the years from 4.8 MT in 2012-13 to 4.0 MT in 2013-14 to 2.8 MT in 2014-15 to a forecasted 0.8 MT in 2015-16 given high prices of Indian maize. (Source: National Council for Applied Economic Research)

The Minimum Support Prices (MSP) for maize have significantly increased in the last few years to encourage farmers to enhance maize farming. Though MSP was unchanged in 2014-15 it grew by 1.1% in 2015-16.

Maize MSP trend



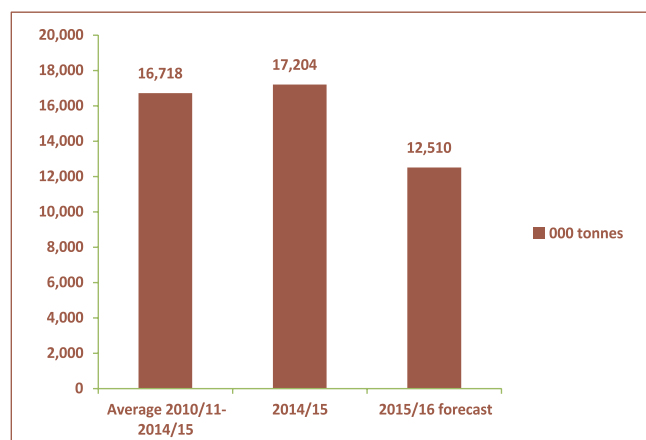
(Source: Ministry of Agriculture)

Exports

The country's total exports of agriculture and processed food products declined nearly 20% from ₹ 1.31 lakh crore in 2014-15 to ₹ 1.05 lakh crore in 2015-16. The decline was primarily driven by decline in rice, buffalo meat and guar gum exports. Low global commodity prices and sluggish demand too led to fall in shipments. (Source: Agricultural & Processed Food Products Export Development Authority)

The country's total cereal exports in 2015-16 is likely to decline 27% to 12.5MT mainly contributed by a 70% decline in wheat exports from 3.4 MT in 2014-15 to 1 MT (due to lower output) in 2015-16 and 33% decline in maize exports to 0.8 MT (due to lower output and increased domestic consumption). (Source: FAO/GIEWS)

India: Total cereal exports



(Source: FAO/GIEWS)

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\$ 2,261 million from April 2000 to December 2015. (Source: Indian Brand Equity Foundation)

Season-wise review of agriculture in 2015-16

Kharif season 2015

India witnessed a deficit in rainfall for second year in a row with droughts in several states resulting in low acreage and cultivation of major crops. East Uttar Pradesh, Bihar, Telangana, east Madhya Pradesh, Marathwada, central Maharashtra, Goa, Konkan coast, north interior and coastal Karnataka were the worst hit. Corn production was also impacted during the season because of the poor monsoon. The overall Kharif food grain production is expected to decrease by 3.18% at 123.99 MT. Kharif rice production is estimated at 90.59 MT, maize at 15.50 MT, pulses at 5.49 MT and oil seeds at 17.21 MT. (Source: Economic Times, 3rd advance estimate Ministry of Agriculture)

The south-west monsoon accounts for nearly 70% of India's rainfall; it not only impacts cultivation in the Kharif season but also Rabi season through its effect on ground water recharge and reservoir water levels. The Kharif production of rice, maize, and soybeans, groundnut, sorghum, millets and pulses declined resulting in low supplies and higher domestic prices thereby adversely impacting exports.

In spite of a 14% deficit in monsoon and strongest El Nino in two decades, the total sown area under Kharif crops (sugarcane, rice, soybean, and a variety of pulses) increased 1.3% from 1,017.86 lakh hectares (ha) in 2014-15 to 1,031.37 lakh ha in 2015-16. The

growth was primarily driven by a 11.72% increase in acreage of pulses. (Source: BusinessLine)

Kharif crop production

	2015-16 (mn tonnes)*	2014-15 (mn tonnes)#
Rice	90.59	90.86
Maize	15.50	16.39
Jowar	1.87	2.01
Other coarse grains	1.86	2.25
Pulses	5.49	5.63
Sugarcane	341.42	359.3

*3rd advance estimate #Final

Rabi season 2015-16

The Rabi wheat plantation reduced by 4% due to reduced water levels in reservoir, weak monsoon precipitation and warm winters. Despite this, India's wheat production increased 8.68%. Reduced water levels also impacted Rabi rice plantation by 7%. (Source: FAO – Global Information and Early Warning System on food)

The total Rabi food grain production in India increased 3.45% from 123.96 MT in 2014-15 to 128.24 MT in 2015-16. Rabi rice production decreased 1.32 MT from 14.09 MT in 2014-15 to 12.77 MT in 2015-16. Whereas wheat production increased by 7.51 MT to reach 94.04 MT in 2015-16. (Source: 3rd advance estimate, Ministry of Agriculture)

Challenges in the Indian agricultural sector addressed by Monsanto

Low yield: India has the second largest agricultural land holding (157.35 million hectares) in the world but its farm productivity is declining over the years owing to highly fragmented farms, marginal improvements in farming technology or soil health and lack of proper irrigation facilities resulting in low yields per hectare. In contrast, China, despite having reduced agricultural land holdings than India, produces 40% more rice and wheat than India. In addition, its fruit production is three times India's production. (Source: Wall Street Journal)

Monsanto's hybrid maize seeds are a perfect solution to Indian agriculture's low productivity. The seeds provide higher yield than traditional seeds using the same amount of resources.

Crop losses: Crop losses in India range from 15-25% due to pests, which include biotic stresses such as weeds, insect-pests, diseases, nematodes and rodents. The monetary value of these losses can range from 0.9 lakh cr to 1.4 lakh cr. Of the total crop losses, weeds account for nearly 33%. (Source: NITI, Aayog)



Monsanto's high quality glyphosate has proven effectiveness on multiple weeds resulting in higher resource availability for crops there by enhancing productivity and reducing crop losses.

Farmer education and skilled labour: Illiteracy and lack of agricultural skills is another bottleneck that is affecting agricultural activity. Inaptitude of the farmers to respond to various climatic conditions, lack of sowing and harvesting skills and minimal usage farm mechanization products corresponds to lower growth in the sector.

Monsanto's farmer connectivity platform tries to educate farmers on better agronomic practices, informs them of weather conditions and addresses their specific problems in the most lucid manner.

Other agricultural inputs

The Government of India, with its objective of eradicating issues of hunger and malnutrition, has implemented various

programmes under the National Food Security Act (NFSA) that targets to provide highly subsidised food to 81.35 cr people, about two-thirds of the population of the country. The provisional allocation of food grains by Government of India is 289.46 lakh tonnes under NFSA, 207.31 lakh tonnes under Targeted Public Distribution System (TPDS), additional 50.01 lakh tonnes for above and below poverty line people in states where NFSA has not been implemented, 11.70 lakh tonnes to states (for festivals, calamities and other additional requirements) and 52.18 lakh tonnes for other Welfare Schemes such as Mid-Day Meal Scheme, Annapurna Scheme, SC/ST/OBC Hostel Scheme, Welfare Institutions Scheme, SABLA Scheme and Wheat Based Nutrition Programme Scheme. (Source: Press Information Bureau)

The Government is also expected to allocate an outlay of ₹ 1,30,000 cr towards NFSA which is greater than the entire allocation of ₹ 1,24,419 cr towards food subsidy in 2015-16.

National Food Security Act (coarse grain at ₹ 1/kg, wheat at ₹ 2/kg and rice at ₹ 3/kg)	
Current status	Outlook
33 cr people across 11 states covered under NFSA when implemented in June, 2014.	70 cr people across 27 states to be covered under NFSA from April, 2016 onwards.
1.8 lakh fair price shops with electronic point of sale devices.	5.52 lakh targeted increase in fair price shops by March, 2017

(Source: Economic Times)

This huge demand for food grains is likely to boost the required growth in the agricultural sector forcing the government to focus on research of quality seeds, use of herbicide and fertilizer, cover more areas under irrigations and increase mechanization for enhancing agricultural yield and preventing crop losses. In the past two decades genetically modified (GM) seeds have emerged as the most important technology for enhancing farm output. Its significant role in solving many of the country's agricultural problems is gaining more importance over the years. Thus, hybrid seeds are one of the most important factors for driving growth in the agricultural sector. (Source: NITI Aayog, Government of India)

Operational review

Monsanto India Limited is agriculture based Company that manufactures sustainable agricultural products for enhancing farm productivity. Currently, the Company has two main business verticals – Hybrid maize seeds (DEKALB®) & Crop Protection (RoundUp®). Maize is the most important cereal globally whose production has witnessed steady growth owing to its rising demand from feed industry (~70% of the total production in Asia

is consumed by feed industry) for feeding poultry, processed food and starch industry for human consumption, industrial sector for biofuels and beverages sector for corn based alcohols. The global maize production for the marketing year (1st October to 30th September) 2015-16 is expected to be 969.64 MT below the last year's level of 1,012.84 MT.

DEKALB® hybrid maize seeds

DEKALB® is Monsanto's globally renowned brand of high yielding hybrid maize seeds that enjoys widespread popularity in the Indian market. The Indian farmers continue to trust the DEKALB® brand for its rich and diverse maize germplasm pool and breeding excellence.

The year 2015-16 was a challenging one for the Company. The Kharif season 2015 witnessed a significant decline in hybrid sales owing to deficit rainfall and a long dry spell resulting in low acreage. Lower demand for older product portfolio and reduction in project business from government on account of decline in subsidy were among the other challenges faced by the Company. However, with increased focus, brand promotion, more community engagement programmes and launch of six new

high-yielding hybrid seeds the Company witnessed a significant sales recovery in the rabi and spring corn demand.

The Company made significant improvement by regaining market share in Bihar (largest corn market for MIL) and enhancing market share in northern India (where the Company continues to be the leading hybrid seeds supplier) with significant sales volume growth.

During the year in review, the Company focused more on developing relationships with farmers through community engagement programmes and providing agronomic services. The Company aims at enhancing its farmers' subscription base and gaining their trust by providing them enhanced services that will not only protect them from climatic fluctuations but also equip them with methods to enhance farm productivity and profitability.

The Company also launched FARMRISE-Mobile Farm Care platform by Climate that shall focus on helping smallholder farmers increase their income. This platform would be the primary umbrella under which would be Farmers' First platform and Monsanto Farm AgVisory® (MFAS) platform. The Farmers' First is a missed call based interactive voice service platform that focuses on providing services to farmers based on their specific needs and convenience. It is an open-to-all platform, where registered farmers (may or may not be using Company's product) would be provided agronomic advice, weather forecast and commodity prices. The MFAS platform focuses on providing crop specific agronomy solutions to the farmers. Under the MFAS the Company has Dr. DEKALB® Farm Care (DDFC) that provides registered Dekalb® farmers agronomy solutions related to maize farming.

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.

During the year in review, the Company's Roundup® business continued to witness low demand due to low rainfall. This is because lower rainfall results in lower moisture levels in the ground, leading to less weed creeping around crops and subsequently, lesser demand for herbicides. Price pressure from low quality substitute chemical products also impacted demand for Roundup® brand.

Positive rainfall forecast, launch of pan-India marketing campaign (to reinforce farmer confidence), focus on high quality and expected launch of new formulations is likely to boost up demand for Roundup® in the coming years.

Financial review

The Net Sales of the Company declined 2.67% to ₹ 541.57 Crores against ₹ 556.43 Crores in the previous year driven by a deficit monsoon that led to decline Roundup® business. Despite a tough kharif season, the Company's seeds business recorded a growth of 3.34% as sales increased from ₹ 347.64 Crores in 2014-15 to ₹ 359.36 Crores in 2015-16 due to significant recovery in Rabi and spring corn business. Moreover, improvement in portfolio mix led to enhancement in realizations. The Roundup® business took a hit as deficit rainfall led to significantly lower weed pressure leading to lower volumes. Also, the global acid price pressure led to flat realization. The overall impact of these resulted in sales decline of Roundup® by 8.43% from ₹ 198.99 Crores in 2014-15 to ₹ 182.21 Crores in 2015-16.

The operating expenses (including depreciation) for the year declined 9.39% from ₹ 211.11 Crores in 2014-15 to ₹ 188.40 Crores in 2015-16 owing to decline in employee cost (reduced headcount) and freight cost (better planning and management of stock movement). Profit after Tax declined 4.75% from ₹ 106.30 Crores in 2014-15 to ₹ 101.25 Crores in 2015-16.

Outlook and opportunities

The Indian economy is expected to grow 7.3% in 2015-16 and 7.5% in the next fiscal buoyed by growing manufacturing sector and low oil and energy prices. The International Monetary Fund is bullish on the Indian market as the government focusses on higher public infrastructure spending, downsizing subsidies, enhancing financial inclusion and creating flexible labour and product market. Agriculture sector, on account of poor monsoon for the past two years grew only 0.2% in 2014-15 and 1.1% in 2015-16, as a result slowing down the overall economic growth. However, with enhanced focus in agriculture sector in the Union Budget 2016-17 and prediction of above average monsoon, the agriculture sector is expected to grow 4% which in turn may result in the GDP growth of over 7.5%.

The outlook for the agricultural sector looks positive for the coming years. The various factors attributing to the growth are:

Agriculture focused budget: The Union budget 2016-17 primarily focused on the country's agriculture sector with an aim to improve farm output and farmer welfare. It has laid out favorable policies that would strengthen country's agricultural productivity, reduce dependence of monsoon and aim to double farmer's income in the next five years.



Union Budget 2016-17: Renewed focus on agricultural sector

- 44% hike in fund allocation for the agriculture sector from ₹ 24,909 cr to ₹ 35,984 cr
- ₹ 9 lakh cr of agricultural credit
- 2.85 million hectares agricultural land to be brought under irrigation under the Pradhan Mantri KrishiSinchayi Yojana (PMKSY) scheme in 2016-17.
- Identified and fast tracked of 89 'active' irrigation projects under Accelerated Irrigation Benefit Programme with ₹ 86,500 cr financing.
- Long term irrigation fund under NABARD with initial fund of ₹ 20,000 cr.
- Target to double crop insurance under Pradhan Mantri Fasal Bima Yojana (PMFBY) from ₹ 2,589 cr in 2015-16 (budget estimate) to ₹ 5,500 cr for 2016-17.
- 5,00,000 acres of land to be brought under organic farming in a span of three years
- Soil health card scheme for 14,000 cr farms by 2017

Result: Targeted growth of 4% in the farm sector up from 0.2% in 2014-15 and 1.1% (estimated) in 2015-16

Rising population and income: With rising population and increasing disposable income India's demand for food grains is expected grow by 2.5 MT annually. The country's food grain demand is expected to reach 256 MT by 2020. To feed its growing population the country's yield per hectare has to increase substantially. (Source: Indian Agriculture Research Institute)

Low corn yield: India is amongst the top five exporters of maize globally. Despite this, the country's maize yield is relatively low at 2.5 mt/ha compared to 12mt/ha for New Zealand and 11 mt/ha for USA. Use of high yielding seed varieties combined with drought tolerance seed technologies and better farm practices (disease control, weed control and irrigation) can lead to yield enhancement. (Source: India Maize Summit 2015 report)

Positive rainfall forecast: The Indian Meteorological Department forecasts with 94% probability that the rainfall in the country during 2016-17 is going to be above normal at 106% relative to the long period average (LPA) as compared to a deficit of 14% in 2015-16. This is a positive sign for the farmers and Indian economy as the country's agricultural output should witness growth.

Increasing farm mechanization: India's tractors and tiller sales have grown at a compounded rate of 7% and 8.6% respectively during FY 07 to FY 15. Moreover, with the Government of India (GoI) releasing subsidy for establishment of farm machinery banks in 2014-15, the farm equipment sales is further expected to increase which in turn would enhance farm productivity. (Source: Indian Brand Equity Foundation)

Increase in usage of hybrid seeds and fertilizer: India's use of hybrid seeds and fertilizer consumption (128.34 kg in 2012-13 compared to 205 kg in Pakistan and 396 kg in China) is amongst the lowest in the world. However, through proper research and farmer education this would increase over time resulting in increasing yields per hectare. (Source: NITI Aayog, GoI)

Contract farming opportunities: The GoI facilitated and promoted participation of private sector in the agriculture sector through contract farming and land leasing agreements that shall facilitate faster technology transfer, capital inflow and secured market for crop production.

Per drop more crop: India has only 4% of world's fresh water resources and 17% of world's population. The country's irrigation currently consumes 84% of the total fresh water available. Despite having limited water resources the country's consumes 2-4 times more water to produce one unit of major food crop as compared to Brazil, USA or China. The GoI has started various research programmes that can facilitate efficient use of water for agriculture that can result in 50% savings in water consumption. (Source: NITI Aayog, GoI)

The agriculture sector is expected to perform well and grow 4% in 2016-17 driven by various positive regulatory measures, focus on research and development, agricultural digitization, growing farmers' knowhow and weather related outlook. (Source: Ministry of Agriculture)

Rising demand from feed and food industry: Animal feed accounts for 70% of maize consumption in Asia. Population growth and increasing inclination towards high protein food consumption will increase demand for poultry which in turn would increase demand for maize from the industry. Also, the rising importance of maize in food processing industry, which is expected to grow at 18-20% during 2015-20, for making food additives and sweeteners would boost demand for maize. (Source: India Maize Summit 2015 report)

Rising demand for biofuels: Biofuel volumes in Southeast Asia are expected to grow at a compounded rate of 5.5% from 4.9 billion litres in 2013 to 7.5 billion litres in 2021. Though corn usage for biofuels is negligible regulatory changes in future might enhance corn usage for biofuels. (Source: India Maize Summit 2015 report)

The Company, being in the business of corn and crop is expected to capitalize on these opportunities and witness a strong growth. Moreover, with increasing focus on providing advisory services to farmers, the Company expects to develop strong relationships and brand visibility. The Company has introduced 17 new hybrid maize seeds in the past four years that are performing well driving business growth. The Company expects to leverage its strong R&D to develop new products and benefit from the government's increased focus on enhancing farm yields through genetically modified seeds.

Risks, concerns and threats

Risk and opportunities is an inherent feature of any business. The Company's Directors and management bear this in mind while taking all decisions. The Company has developed a set of processes and systems to assess and minimize risks without losing opportunities while ensuring enhancement in shareholders' value. The Company believes in early identification of risks and devising strategies to counter them and minimize their impact on operations. The following risks have been identified by your Company in the agricultural space:

Weather risks

Agriculture business is highly dependent on weather especially in India where only about 45% of the net sown areas have access to irrigation. Droughts, natural calamities or excess rainfall can have negative impact on the crop production which can in turn impact the product sales. Though these natural factors can never be completely eliminated they can be kept under check through pro-active and prompt responses.

Your Company being a pro-active one, has invested significantly in R&D for developing a wide range of high-yielding hybrid portfolio for the wet, dry and spring season creating a year round demand for its products. It also offers Monsanto Farm AgVisory Services (MFAS), which adopts a customized approach to provide farmers valuable insights to enhance farm productivity as per the given climatic condition. A toll-free number enables the farmers to receive valuable inputs throughout the year. Moreover, MFAS regularly sends customized texts to registered members on their mobiles for countering the unpredictable nature effectively.

Macroeconomic risks

With globalization and commoditization of agro-products, agriculture is no longer only dependent on natural factors. Factors like global demand and supply, credit policies, commodity prices, interest rates, inflation, minimum support price influence the production of crops.

Your Company, being in the business for over four decades and selling the world's leading corn brand enjoys strong foothold

in the Indian market and trust of the farming community. The Company is confident of withstanding macroeconomic challenges effectively. Moreover, with the rising demand for maize globally for poultry feeding and industrial purposes, the maize cultivation is expected to rise.

Production risk

Agricultural production can be highly variable due to adverse climatic conditions (excess rainfall or drought), natural events (calamities, diseases and pest attacks), high raw material/ fertilizer prices, regulatory changes, inappropriate use of technology and market dynamics. Production risk can directly impact the Company's business of sale of seeds and agrochemicals.

Your Company is exploring new production locations, mechanizing operations and looking for ways to enhance seed production processes to counter production risk. The Company also engages with the farmers through its farm care services to educate them on weather conditions, better corn sowing and harvesting techniques through demonstrations and regularly conveys farming tips to ensure that they get high yields.

Competition risk

Rising competition, 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 the past two years the Company witnessed tough competition due to deficit monsoons, decline in maize prices and shrinkage in maize crop acreages.

Your Company has three state-of-the-art breeding stations across India that undertakes research activities for developing best quality seeds catering to diverse soil and weather requirements. In the last four years the Company has developed 17 new hybrids. As a result of the Company's quality consciousness, price competitiveness and its efforts to engage with farmers (for enhancing their farm productivity and profitability), MIL has built up substantial trust and relationships among the farming community.

Institutional risk

Political turmoil and adverse changes in government policies for genetically modified crops (decrease in minimum support price or food quality regulations) may disincentivize the farmers from cultivating such crops. A report by research and markets expects the Indian hybrid seed market to grow at a compounded rate of 14.1% during 2014-19. Moreover, with limited availability of agricultural land and growing population, the government has invested in research and also invited private participation with the objective of enhancing farm productivity by developing genetically modified seeds.



Human and personal risk

The agriculture business can take a toll on the on the physical and emotional well beings of the Company's employees and farmers. The Company's employees travel on regular basis to rural agricultural areas for research or marketing purposes making them vulnerable to extreme weather conditions or accidents in unpredictable rural roads. The farmers working in field are constantly exposed to direct sunlight which may impact their health.

The Company equips the employees with modern amenities and better information to protect them from such risks. Moreover, with leading international safety programme practices the Company ensures that the employees and farmers can deal with such risks effectively.

Realization risk

Inability of the Company to pass on costs to customers may result in subdued margins. Over the past few years herbicide manufacturers are importing low cost glyphosate (primary raw material for the Company's herbicide) from China for production and selling them at low prices in domestic markets. As a result of which the Company's Roundup® brand faces stiff competition leading to low margins.

The Company has devised a strategy to position its herbicide as a premium brand and taken all steps to ensure higher visibility of its product to create a brand recall and mitigate realization risk.

Foreign currency risk

As the Company imports glyphosate (major raw material for manufacturing Roundup® herbicide), its business is exposed to risks of foreign exchange fluctuations. In the past few years, Indian rupee (INR) took a hit against appreciating foreign currencies resulting in lower margins.

However, with improving macro-economic scenario, growing manufacturing sector, reduction in interest rates and overall positivity in the financial and investments markets the INR's demand is set to strengthen. This is expected to reduce the Company's manufacturing costs resulting in higher margins.

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 recommendations 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

MIL is proud of its intellectual capital and strongly believes that people are the real assets of the Company responsible for its present and future growth. The Company, being involved in the agriculture business needs to interact and work with farmers located in the country's villages. This requires special skills that need to be upgraded on yearly basis with inputs on the latest technology advances combined with a strong commercial orientation. The Company's HR team ensures that the employees receive best-in-class training. The Company's culture is reflected in its larger purpose that is to improve the lives of farmers and its employees. This belief is deeply embedded within the Company's corporate philosophy. The Company encourages employees for personal skill development. It has repeatedly been recognized as one of the best companies to work for by the Great Places to Work Institute®, India, in partnership with The Economic Times and has consistently ranked as 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.

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, 2016, 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, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and the profit and the 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, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.



- e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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 principles-Refer Note 26 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
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.117366W/W-100018)

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

Mumbai, May 30, 2016

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, 2016 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 March 31, 2016 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 was 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 March 31,

2016, 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.

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

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

Mumbai, May 30, 2016

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, 2016 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 3 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 acquired land and buildings that are freehold, 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 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 March 31, 2016 for a period of more than six months from the date they became payable.
 - 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 March 31, 2016 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: 2006-07, 2008-09, 2009-10	16.00 [^]
Income Tax Act, 1961	Income Tax demand	Commissioner of Income Tax (Appeals)	Assessment Year: 2008 - 09, 2010 - 11 to 2012 - 13	57.38 [#]
Various State Sales Tax Laws	Sales Tax / VAT	Various levels of State Sales Tax Authorities	Assessment Year: 2002 - 03, 2008-09 to 2014 - 15	1.66
Central Sales Tax Act, 1956	Sales Tax	Various levels of State Sales Tax Authorities	Assessment Year: 2003 - 04, 2010 - 11, 2013 - 14	0.27
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 ₹ 27.50 crores paid under protest.

[#] Net of ₹ 12.22 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.
- (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.
- (x) To the best of our knowledge and according to the information and explanations given to us, no material fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (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.
- (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 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.
- (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.
- (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 persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No.117366W/W-100018)
- Mr. P.B. Pardiwalla
(Partner)
(Membership No. 40005)
- MUMBAI, May 30, 2016

Balance Sheet

as at 31st March, 2016

Particulars	Note No.	As at	As at
		31 st March 2016	31 st March 2015
		(₹ in Crores)	(₹ in Crores)
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share capital	3	17.26	17.26
(b) Reserves and surplus	4	395.99	357.07
		413.25	374.33
2 Non-Current Liabilities			
(a) Other long term liabilities	5	8.48	8.82
(b) Long term provisions	6	7.87	9.53
		16.35	18.35
3 Current Liabilities			
(a) Trade payables			
i) total outstanding dues of micro enterprises and small enterprises	35	0.44	-
ii) total outstanding dues of creditors other than micro enterprises and small enterprises		60.57	118.92
(b) Other current liabilities	7	33.20	37.19
(c) Short-term provisions	8	2.70	49.77
		96.91	205.88
TOTAL		526.51	598.56
II. ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	9	83.99	87.13
(ii) Intangible assets	9	0.06	-
(iii) Capital work-in-progress		11.00	0.72
		95.05	87.85
(b) Deferred tax assets (net)	10	1.59	4.31
(c) Long term loans and advances	11	51.65	10.81
		148.29	102.97
2 Current assets			
(a) Current investments	12	157.49	189.48
(b) Inventories	13	179.04	255.10
(c) Trade receivables	14	13.26	24.70
(d) Cash and cash equivalents	15	6.50	6.64
(e) Short-term loans and advances	16	17.02	14.75
(f) Other current assets	17	4.91	4.92
		378.22	495.59
TOTAL		526.51	598.56

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 Naṭarajan
Chairman

Shilpa Shridhar Divekar
Managing Director

Piyush Nagar
Director

P. B. Pardiwalla
Partner

Pradeep Poddar
Director

H C Asher
Director

Chandana Dhar
Company Secretary

Mumbai, May 30, 2016



Statement of Profit & Loss Account

for the year ended 31st March, 2016

Particulars	Note No.	As at	As at
		31 st March 2016	31 st March 2015
		(₹ in Crores)	(₹ in Crores)
Continuing Operations			
I. Revenue from operations (Gross)	18	567.92	582.88
Less : Excise duty		26.35	26.45
Revenue from operations (Net)		541.57	556.43
II. Other Income	19	14.18	21.26
III. Total Revenue (I +II)		555.75	577.69
IV. Expenses:			
(a) Cost of materials consumed and other inputs	20	187.85	302.37
(b) Changes in inventories of finished goods and work-in-progress	21	66.77	(65.18)
(c) Employee benefits expense	22	50.96	65.08
(d) Finance costs	23	0.68	0.41
(e) Depreciation and amortization expense	9	9.32	7.92
(g) Other expenses	24	128.12	138.11
Total Expenses		443.70	448.71
V. Profit before exceptional items and tax (III- IV)		112.05	128.98
VI. Exceptional items - Employee Severance Costs (Net)		2.89	-
VII. Profit before tax (V- VI)		109.16	128.98
VIII. Tax expense:			
(a) Current tax		5.19	23.25
(b) Deferred tax expense/ (credit)		2.72	(0.57)
IX. Profit after tax (VII-VIII)		101.25	106.30
X. Earnings per equity share of face value of ₹ 10/- each (in ₹) :			
Basic	39	58.66	61.59
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

For Deloitte Haskins & Sells LLP
Chartered Accountants

Sekhar Natarajan
Chairman

Shilpa Shridhar Divekar
Managing Director

Piyush Nagar
Director

P. B. Pardiwalla
Partner

Pradeep Poddar
Director

H C Asher
Director

Chandana Dhar
Company Secretary

Mumbai, May 30, 2016

Cash Flow Statement

for the year ended 31st March 2016

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
	(₹ in Crores)	(₹ in Crores)
A. Cash flow from Operating Activities		
Profit Before Tax	109.16	128.98
Adjustments for :		
Depreciation and Amortisation	9.32	7.92
Interest Expense	0.68	0.41
Provision for Doubtful Debts	0.31	2.92
Interest Income	(0.14)	(0.23)
Loss on sale/disposal of Fixed Assets (Net)	0.45	0.23
Gain on sale of investments	-	(11.06)
Dividend Income from Mutual funds	(8.62)	(8.14)
Net unrealised loss on foreign exchange transactions	0.39	0.75
	2.39	(7.20)
Operating profit before Working Capital changes	111.55	121.78
Changes in Working Capital		
Adjustments for (Increase) / Decrease in operating assets:		
Inventories	76.06	(85.88)
Trade Receivables	11.13	5.53
Short Term / Long term Loans and Advances	(9.02)	7.11
Adjustments for Increase / (Decrease) in operating liabilities:		
Trade payables	(57.96)	(14.89)
Other long term and current liabilities	(4.21)	(9.41)
Short term / Long term provisions	(10.50)	8.42
	5.50	(89.12)
Net cash generated from operations	117.05	32.66
Direct Taxes paid (net)	(40.45)	(23.70)
Net cash generated from Operating Activities	76.60	8.96
B. Cash flow from Investing Activities		
Purchase of Fixed Assets (including capital work in progress)	(17.08)	(9.35)
Sale proceeds of Fixed Assets	0.11	0.06
Interest Income received	0.15	0.23
Bank Balances not considered as cash and cash equivalents - Placed (Net)	(0.05)	(0.06)
Investment in units of Mutual Funds	(653.52)	(668.09)
Redemption in units of Mutual Funds	685.51	756.40
Dividend Income from Mutual funds	8.62	8.14
Net Cash used in Investing Activities	23.74	87.33



Cash Flow Statement

for the year ended 31st March 2016

Particulars	For the year ended 31 st March 2016	For the year ended 31 st March 2015
	(₹ in Crores)	(₹ in Crores)
C. Cash flow from Financing Activities		
Dividend paid	(82.98)	(82.82)
Tax on Dividend	(16.87)	(15.01)
Interest paid	(0.68)	(0.41)
Net cash used in Financing Activities	(100.53)	(98.24)
Net (Decrease) / Increase in Cash and Cash Equivalents (A + B + C)	(0.19)	(1.95)
Cash and Cash Equivalents - Opening Balance	5.55	7.50
Cash and Cash Equivalents - Closing Balance	5.36	5.55
Notes to Cash Flow Statement :		
1 Reconciliation of Cash and cash equivalents with the Balance Sheet:	6.50	6.64
Cash and cash equivalents as per Balance sheet (Refer Note 15)		
Less: Earmarked balances		0.66
- Unpaid dividends accounts	0.54	0.43
- Balances held as margin money against guarantees	0.60	1.09
	5.36	5.55
2 Cash and Cash Equivalents include:		
Balances with banks		
i) In current accounts	2.14	3.16
ii) In EEFC accounts	0.84	-
iii) In Deposits	2.38	2.39
	5.36	5.55

In terms of our report attached

For and on behalf of the Board

For Deloitte Haskins & Sells LLP
Chartered Accountants

Sekhar Natarajan
Chairman

Shilpa Shridhar Divekar
Managing Director

Piyush Nagar
Director

P. B. Pardiwalla
Partner

Pradeep Poddar
Director

H C Asher
Director

Chandana Dhar
Company Secretary

Mumbai, May 30, 2016

Notes

forming part of the Financial Statements for the year ended 31st March 2016

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 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) Investments:

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

(G) Inventories:

Inventories are measured at the lower of cost and net realizable value, after providing for obsolescence.

Costs of inventories comprise all costs of purchase – net of CENVAT, costs of inputs for standing crops, cost of conversion and other costs incurred in bringing the inventory to their present location and condition. Cost of raw materials, packing materials and finished goods (traded goods) are determined on weighted average cost basis. Cost of Work in Progress and Finished Goods (manufactured) are determined by the absorption costing method.

(H) Revenue Recognition:

(i) Revenue is recognized when it is earned and no significant uncertainty exists as to its realization or collection. Revenue on sale of products is recognised 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) Interest income is recognized on a time proportion basis.

(I) Foreign Currency Transactions:

Transactions in foreign currency are recorded at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the



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rate at the date of the transaction. Monetary items denominated in foreign currency are restated using the exchange rates prevailing at the date of the balance sheet. Exchange differences arising on settlement or restatement are recognized in the Statement of Profit and Loss.

(J) Employee Benefits:

- (i) Contributions to provident fund, a defined contribution scheme are made as required by the statute and expensed to the Statement of Profit and Loss.
- (ii) Contributions to superannuation fund, a defined contribution scheme managed by a life insurance company are expensed to the Statement of Profit and Loss.
- (iii) The Company participates in a group gratuity cum life insurance scheme administered by a life insurance company. Being a defined benefit plan, annual contributions made to the scheme are as per the intimations received from the life insurance company. The Company accounts for liability for future gratuity benefits based on an actuarial valuation by an independent actuary. The net present value of the Company's obligation is determined based on the projected unit credit method as at the balance sheet date. Shortfall if any, between the balance in the fund with 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.

(K) Earnings per Share:

The Company reports Earnings per Share (EPS) in accordance with Accounting Standard- 20 on Earnings

per Share. Basic EPS is computed by dividing the net profit for the year by the weighted average number of equity shares outstanding during the year.

(L) Taxation:

Income tax is accounted for in accordance with Accounting Standard- 22 on Accounting for Taxes on Income. Taxes comprise both current and deferred tax.

Current tax is measured at the amount expected to be paid to the taxation authorities, using the applicable tax rates and tax laws.

The tax effect of the timing differences that result between taxable income and accounting income and are capable of reversal in one or more subsequent periods are recorded as a deferred tax asset or deferred tax liability. They are measured using the substantively enacted tax rates and tax laws. The carrying amount of deferred tax assets at each balance sheet date is reduced to the extent that it is no longer reasonably or virtually certain, as relevant, that sufficient future taxable income will be available against which the deferred tax asset can be realized.

(M) Operating Lease:

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

(N) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

(O) Cash Flow Statement:

The Cash Flow Statement is prepared by the indirect method set out in Accounting Standard – 3 on Cash Flow 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.

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Particulars	As at	As at
	31 st March 2016	31 st March 2015
	(₹ in Crores)	(₹ in Crores)
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 :

- Right to receive dividend as may be approved by the Board of Directors / Annual General Meeting.
- Every member of the company holding equity shares is eligible for one vote per share held.
- The equity shares are not repayable except in the case of a buy back, reduction of capital or winding up in terms of the provisions of the Companies Act, 2013, as applicable.
- Monsanto Company USA, the ultimate holding company has certain rights enshrined in the Articles of Association pertaining to appointment of Directors.

2. Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year :

Particulars	As at 31 st March 2016		As at 31 st March 2015	
	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 2016		As at 31 st March 2015	
	Number of shares held	% of holding	Number of shares held	% of holding
Monsanto Company USA , the ultimate holding company	2,316,920	13.42	3,201,920	18.55
Monsanto Investments India Private Limited, the holding Company	10,137,124	58.72	9,252,124	53.60

4. Aggregate number and class of shares allotted as fully paid up bonus shares for a period of 5 years immediately preceding the Balance Sheet date:

Particulars	Aggregate number of shares					
	As at 31 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	As at 31 st March 2011
Equity Shares of face value of ₹ 10/- each	-	-	-	300	8,631,174	-

5. Shares reserved for issue under commitments :

300 shares are the subject matter of disputes / court proceedings, the Company has not therefore been able to issue / allot rights and bonus share entitlements to holders.



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	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ 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	89.62	59.79
Less: Depreciation (Net of deferred tax) on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life.	-	1.79
Add : Profit for the year	101.25	106.30
Less : Appropriations		
Interim Dividend (First ₹ 15/-, Second ₹ 15/- (Previous Year ₹ 18/-)) per share	51.79	31.07
Tax on Interim Dividend	10.54	6.21
Proposed Dividend (₹ NIL (Previous Year ₹ 18/-)) per share	-	31.07
Tax on proposed Dividend	-	6.33
	128.54	89.62
	395.99	357.07
5. OTHER LONG TERM LIABILITIES		
Liability towards employees (ESOP Scheme) (Refer Note 40)	1.19	1.75
Others :		
Security deposits from customers	7.29	7.07
	8.48	8.82
6. LONG TERM PROVISIONS		
Provision for employee benefits:		
Compensated absences (Refer Note 37 B)	7.87	9.53
	7.87	9.53
7. OTHER CURRENT LIABILITIES		
(a) Unclaimed Dividend	0.54	0.66
(b) Other Payables		
i) Statutory Remittances	7.07	6.14
ii) Security Deposits from Customers	4.40	4.19
iii) Advance from Customers	14.58	20.93
iv) Liabilities towards Employees (ESOP Scheme (Refer Note 40) and others)	6.61	5.27
	33.20	37.19
8. SHORT TERM PROVISIONS		
(a) Provision for employee benefits		
i) Compensated absences (Refer Note 37 B)	0.25	0.33
ii) Gratuity (Refer Note 37 A)	-	8.88
	0.25	9.21
(b) Others		
i) Proposed Dividend	-	31.07
ii) Tax on Proposed Dividend	-	6.33
iii) Provision for Taxation (Net of Advance Tax)	2.45	3.16
	2.45	40.56
	2.70	49.77

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forming part of the Financial Statements for the year ended 31st March 2016

9. FIXED ASSETS

DESCRIPTION	GROSS BLOCK (AT COST)				DEPRECIATION				(₹ in Crores)	
	As at 1 st April 2015	Additions	Deletions	As at 31 st March 2016	As at 1 st April 2015	For the year	On Disposals	Transition adjustment recorded against surplus in statement of profit and loss	As at 31 st March 2016	As at 31 st March 2015
A. TANGIBLE ASSETS										
Land- Freehold*	12.95 (12.87)	- (0.08)	-	12.95 (12.95)	-	-	-	-	12.95	12.95
Buildings	44.76 (43.92)	1.13 (0.91)	0.55 (0.07)	45.34 (44.76)	18.47 (16.73)	1.60 (1.73)	0.14 (0.02)	- (0.03)	19.93 (18.47)	26.29
Plant and Equipment*	85.26 (80.85)	3.87 (4.85)	0.93 (0.44)	88.20 (85.26)	44.92 (40.86)	4.42 (4.38)	0.85 (0.32)	-	48.49 (44.92)	40.34
Furniture and Fixtures	6.99 (8.41)	0.08 (0.33)	0.25 (1.75)	6.82 (6.99)	4.73 (5.02)	0.61 (0.84)	0.20 (1.68)	- (0.55)	5.14 (4.73)	2.26
Office Equipment	3.74 (3.51)	0.31 (0.77)	0.21 (0.54)	3.84 (3.74)	1.22 (0.70)	0.55 (0.45)	0.19 (0.49)	- (0.56)	1.58 (1.22)	2.52
Vehicles	1.83 (1.70)	0.21 (0.13)	-	2.04 (1.83)	0.49 (0.29)	0.23 (0.20)	-	-	0.72 (0.49)	1.34
Leasehold Improvements	1.58 (3.98)	-	-	1.58 (1.58)	1.58 (3.98)	-	-	-	1.58 (1.58)	-
Computers & Equipment	9.20 (7.47)	1.13 (1.74)	0.06 (0.01)	10.27 (9.20)	7.77 (6.81)	1.90 (0.32)	0.06 (0.01)	- (0.65)	9.61 (7.77)	1.43
Total (A)	166.31 (162.71)	6.73 (8.81)	2.00 (5.21)	171.04 (166.31)	79.18 (74.39)	9.31 (7.92)	1.44 (4.92)	- (1.79)	87.05 (79.18)	87.13
B. Intangible Assets (Acquired)										
Intellectual Property	2.18 (2.18)	-	-	2.18 (2.18)	2.18 (2.18)	-	-	-	2.18 (2.18)	-
Software	0.71 (0.71)	0.07	0.69	0.09 (0.71)	0.71 (0.71)	0.01	0.69	-	0.03 (0.71)	-
Total (B)	2.89 (2.89)	0.07	0.69	2.27 (2.89)	2.89 (2.89)	0.01	0.69	-	2.21 (2.89)	-
Grand Total (A + B)	169.20 (165.60)	6.80 (8.81)	2.69 (5.21)	173.31 (169.20)	82.07 (77.28)	9.32 (7.92)	2.13 (4.92)	- (1.79)	89.26 (82.07)	87.13

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)



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Particulars	As at 31 st March 2016	As at 31 st March 2015
	(₹ in Crores)	(₹ in Crores)
10. DEFERRED TAX ASSETS		
(a) Provision for doubtful debts/ advances	0.11	0.11
(b) Depreciation	0.31	1.24
(c) Allowances on payment basis	1.17	2.96
	1.59	4.31

11. LONG TERM LOANS AND ADVANCES

Unsecured, considered good		
(a) Capital Advances	-	0.15
(b) Security Deposits	0.98	1.00
(c) Other loans and advances		
i) Advance Tax (Net of Provisions)	42.40	7.98
ii) Advance to Employees	0.92	1.18
iii) Prepaid Expenses	0.45	0.50
iii) Advance payment towards Gratuity Fund (Refer note 37 A)	6.90	-
	51.65	10.81

	Face Value	As at 31 st March 2016	As at 31 st March 2015	As at 31 st March 2016	As at 31 st March 2015
	(₹ 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	5,521,254	5,931,932	55.25	59.36
2. Birla Sun Life Cash Plus Regular Plan	100	5,464,162	7,767,940	54.75	77.79
3. Reliance Liquid Fund - Treasury Plan	1000	310,651	342,320	47.49	52.33
				157.49	189.48

	As at 31 st March 2016	As at 31 st March 2015
	(₹ in Crores)	(₹ in Crores)
13. INVENTORIES		
(At Lower of Cost and Net Realisable Value)		
(a) Raw Materials (Refer note (i) below)	28.12	26.54
Goods In Transit	-	10.21
	28.12	36.75
(b) Packing Materials	4.92	5.27
(c) Work In Progress (Including Inputs for Standing Crops) (Refer note (ii) below)	86.14	120.79
(d) Finished Goods (Refer note (iii) below)	59.86	92.29
	179.04	255.10

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	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)
Notes :		
i) Raw Material		
- Agricultural Chemicals	28.12	36.75
ii) Work in Progress		
- Seeds	86.14	120.79
iii) Finished Goods		
- Seeds	22.69	55.14
- Agricultural Chemicals	37.17	37.15
	59.86	92.29
14. TRADE RECEIVABLES (Unsecured)		
Outstanding for a period exceeding six months from the date they are due for payment		
Considered good	7.97	3.59
Considered doubtful	0.42	4.11
Less: Provision for doubtful debts	(0.42)	(4.11)
	-	-
Other Trade Receivables		
Considered good	5.29	21.11
	13.26	24.70
15. CASH AND CASH EQUIVALENTS		
Balances with banks		
i) In current accounts	2.14	3.16
ii) In EEFC accounts	0.84	-
iii) In deposit accounts	2.38	2.39
iv) In earmarked accounts		
-Unpaid Dividend Accounts	0.54	0.66
-Balances held as margin money against guarantees	0.60	0.43
	6.50	6.64
16. SHORT TERM LOANS AND ADVANCES		
(Unsecured, considered good)		
(a) Loans and advances to related parties (Refer Note 32)	5.32	1.93
(b) Others		
i) Advances to employees	0.24	0.13
ii) Advances to suppliers	8.04	7.19
iii) Prepaid Expenses	1.83	2.76
iv) Balance with Statutory Authorities	1.59	2.55
v) Tender Deposit	-	0.19
	17.02	14.75
17. OTHER CURRENT ASSETS		
(a) Interest accrued on deposits with banks and other advances	0.01	0.02
(b) Assets held for disposal	4.90	4.90
	4.91	4.92



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	For the year ended 31st March 2016	For the year ended 31st March 2015
	(₹ in Crores)	(₹ in Crores)
18. REVENUE FROM OPERATIONS (GROSS)		
(1) Sale of products (Refer note 1 below)	562.76	573.08
(2) Other Operating Revenue (Refer note 2 below)	5.16	9.80
Total	567.92	582.88
Note :		
1 Sale of manufactured goods		
i. Agricultural Chemicals	207.80	225.44
ii. Seeds	354.96	347.64
	562.76	573.08
2 Other Operating Revenue		
a. Royalty Income	4.40	9.07
b. Tolling Income (net)	0.76	0.73
	5.16	9.80
19. OTHER INCOME		
(a) Interest Income	0.14	0.23
(b) Dividend from Current Investments	8.62	8.14
(c) Gain on Sale of Investments	-	11.06
(d) Foreign exchange gain / loss (net)	0.50	-
(e) Provision no longer required written back (gratuity, leave encashment, ESOP and provision for doubtful debts)	3.87	0.10
(f) Miscellaneous Income	1.05	1.73
	14.18	21.26
20. (i) COST OF MATERIALS CONSUMED AND OTHER INPUTS		
(a) Raw Materials Consumed (Refer Note i and ii below)	36.75	17.19
Opening Stock	106.85	138.22
Add : Purchases	143.60	155.41
Less : Closing Stock	28.12	36.75
	115.48	118.66
(b) Seed Grower Payments and other inputs	55.07	163.01
(c) Packing material consumed (Refer note ii below)	17.30	20.70
	187.85	302.37
Notes :		
i) Particulars of Raw materials Consumed		
Glyphosate IPA Salt	96.96	96.71
Surfactant	18.52	21.95
	115.48	118.66

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		For the year ended 31st March 2016		For the year ended 31st March 2015	
		(₹ in Crores)		(₹ in Crores)	
ii)	Details of consumption of imported and indigenous items				
	a) Raw Materials	% of Consumption		% of Consumption	
	Imported	88.95%	102.72	96.84%	114.91
	Indigenous	11.05%	12.76	3.16%	3.75
		100.00%	115.48	100.00%	118.66
	b) Packing Materials	% of Consumption		% of Consumption	
	Imported	0.00%	-	0.00%	-
	Indigenous	100.00%	17.30	100.00%	20.70
		100.00%	17.30	100.00%	20.70
21. CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS					
i)	(Increase) / decrease in Stocks				
	(a) Opening Stock :				
	i) Finished Goods	92.29		37.10	
	ii) Work in Progress	120.79		108.33	
		213.08		145.43	
	(b) Closing Stock :				
	i) Finished Goods	59.86		92.29	
	ii) Work in Progress	86.14		120.79	
		146.00	67.08	213.08	(67.65)
	ii) (Increase) / decrease in excise duty on finished goods		(0.31)		2.47
			66.77		(65.18)
22. EMPLOYEE BENEFIT EXPENSES					
	(Refer note below)				
	(a) Salaries and Wages		46.76		45.72
	(b) Contribution to Provident and Other funds		3.51		11.80
	(c) Expense on employee stock option (ESOP) scheme (Refer Note 40)		-		6.79
	(d) Staff Welfare Expenses		0.69		0.77
			50.96		65.08
Note :					
Employee benefit expenses above, includes expenses after reduction of reimbursements amounting to ₹ 4.29 Crores (Previous year ₹ 6.51 Crores) by Holding Company, Ultimate Holding Company and some fellow Subsidiaries towards the value of costs apportioned in accordance with the agreements on allocation of expenses with the respective companies.					
23. FINANCE COST					
	Interest on Security deposits		0.43		0.41
	Interest on Income Tax		0.25		-
			0.68		0.41



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	For the year ended 31st March 2016	For the year ended 31st March 2015
	(₹ in Crores)	(₹ in Crores)
24. OTHER EXPENSES (Refer note (ii) below)		
Consumption of Stores and Spare parts	0.41	0.49
Power and fuel	5.19	7.34
Rent	9.15	9.00
Repairs and Maintenance :		
Repairs to Buildings	0.34	0.10
Repairs to Machinery	3.26	2.50
Repairs to others	0.27	0.30
	3.87	2.90
Insurance	1.44	1.17
Rates and Taxes	5.16	5.97
Freight, forwarding charges	22.25	24.02
Travel and Entertainment	5.57	8.04
Vehicle Expenses and Hire Charges	7.20	8.64
Loss on sale/disposal of fixed assets (net)	0.45	0.23
Advertising and promotions	22.16	25.36
Cash discount & germination claims	13.28	12.40
Royalty expense	5.56	4.80
Provision for Doubtful Debts	0.31	2.92
Consultancy Fees	5.01	6.50
Labour Charges	8.21	9.50
Foreign exchange Loss (Net)	-	0.48
Contribution towards corporate social responsibility (Refer note 38)	3.15	-
Bad Debts written off	3.24	3.84
Less : Adjusted against provision	(3.24)	(3.84)
	-	-
Miscellaneous Expenses (including Research and Development expenses of ₹ 5.08 Crores) (Previous Year ₹ 3.99 Crores)	9.75	8.35
	128.12	138.11
Notes :		
i) Consumption of Stores & Spare parts	% of Consumption	% of Consumption
Imported	0.00%	0.00%
Indigenous	100.00%	100.00%
	100.00%	100.00%
	0.41	0.49

- ii) Other expenses above, includes expenses after reduction of reimbursements amounting to ₹ 15.45 Crores (Previous year ₹ 22.02 Crores) by Ultimate Holding Company and some fellow subsidiaries towards the value of costs apportioned in accordance with the agreements on allocation of expenses with the respective companies.

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	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)
25. COMMITMENTS		
I. Estimated amount of contracts remaining to be executed on capital account and not provided	4.63	1.12
II. Other Commitments : -		
a) Dividend on shares held in abeyance (Refer Note 3)	0.05	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)	113.10	85.94
II. Sales Tax, Excise Duty and Service Tax	6.97	7.76
III. Claims against the company not acknowledged as debts	1.13	0.93
Future cash outflows in respect of the above matters are determinable only on receipt of judgment / decisions pending before various authorities.		
	For the year ended 31st March 2016 (₹ in Crores)	For the year ended 31st March 2015 (₹ in Crores)
27. AUDITOR'S REMUNERATION		
I. Statutory Auditors		
Audit Fees	0.21	0.14
Other Services	0.05	0.05
Tax Audit	0.05	0.05
Service Tax on above	0.05	0.03
	0.36	0.27
II. Cost Auditor		
Audit Fees	0.03	0.03
28. VALUE OF IMPORTS CALCULATED ON C.I.F. BASIS		
Raw Materials	82.55	121.91
Components and spare parts	-	0.68
Capital goods	0.34	2.81
29. EARNINGS IN FOREIGN CURRENCY (ON ACCRUAL BASIS)		
FOB Value of Exports	34.63	37.02
30. EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS)		
Travel Expenses	0.07	0.43
Consultancy Fees	0.10	1.02
Salaries and wages	-	0.24
Communication Expenses	2.09	0.57
Royalty expense	5.56	4.80
Others (including reimbursement of expenses)	0.37	1.24



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

Dividend in respect of the year related	No. of Shares	No. of Shareholders	For the year ended 31st March 2016	For the year ended 31st March 2015
			(₹ in Crores)	(₹ in Crores)
2013 -14 (Final)	3,201,920	1	-	9.61
2014 -15 (Interim)	3,201,920	1	-	5.76
2014 -15 (Final)	26,01,920	1	4.68	-
2015 -16 (1st Interim)	23,16,920	1	3.48	-
2015 -16 (2nd Interim)	23,16,920	1	3.48	-

32. RELATED PARTY DISCLOSURE:

Names of related parties and description of relationship

A. Holding Company:

Monsanto Investments India Private Limited

Ultimate Holding Company – Monsanto Company, USA

B. Fellow Subsidiaries :

Monsanto Holdings Private Limited, Monsanto Pakistan Agritech (Pvt) Ltd, PT Branita Sandhini, Monsanto Singapore Co PTE Ltd, Monsanto Thailand Ltd, Seminis Seeds (Beijing) Co Ltd, Beijing New Millenium Fen, Monsanto Europe SAS, Monsanto SAS France, Monsanto Hungaria KFT, 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.

C. Key Managerial Personnel:

Mr. Gyanendra Shukla, Managing Director (upto 31st August 2014)

Ms. Shilpa Shridhar Divekar, Managing Director

D. Details of transactions with related party

Nature of Transactions	Year Ended 31 st March 2016					Year Ended 31 st March 2015				
	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	78.05	-	-	-	78.05	109.26	-	-	-	109.26
Monsanto Company, USA	78.05	-	-	-	78.05	109.26	-	-	-	109.26
Sale of Goods	-	-	4.69	-	4.69	-	-	2.83	-	2.83
Monsanto Nigeria	-	-	0.43	-	0.43	-	-	-	-	-
Monsanto Pak Agri tech Pvt Ltd	-	-	4.26	-	4.26	-	-	2.83	-	2.83
Consultancy Fees	-	-	1.09	-	1.09	-	-	1.00	-	1.00
Monsanto Holdings Private Ltd.	-	-	1.09	-	1.09	-	-	1.00	-	1.00
Expenses Towards Royalty	5.56	-	-	-	5.56	4.80	-	-	-	4.80
Monsanto Company, USA	5.56	-	-	-	5.56	4.80	-	-	-	4.80

Notes

forming part of the Financial Statements for the year ended 31st March 2016

Nature of Transactions	Year Ended 31 st March 2016					Year Ended 31 st March 2015				
	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total
Rent	-	-	0.86	-	0.86	-	-	2.10	-	2.10
Monsanto Holdings Private Ltd.	-	-	0.86	-	0.86	-	-	2.10	-	2.10
Remuneration	-	-	-	1.62	1.62	-	-	-	2.79	2.79
Gyanendra Shukla (upto 31 st August 2014)	-	-	-	-	-	-	-	-	1.61	1.61
Shilpa Shridhar Divekar (w.e.f. 1 st September 2014)	-	-	-	1.62	1.62	-	-	-	1.18	1.18
Reimbursement of Expenses (Net)	1.45	-	22.39	-	23.84	(0.67)	-	30.14	-	29.47
Monsanto Company , USA	1.45	-	-	-	1.45	(0.67)	-	-	-	(0.67)
Monsanto Singapore Co Pte Ltd	-	-	0.14	-	0.14	-	-	0.64	-	0.64
PT Branita Sandhini	-	-	-	-	-	-	-	0.06	-	0.06
Monsanto Ag Product LLC	-	-	(1.82)	-	(1.82)	-	-	(0.35)	-	(0.35)
Mahyco Monsanto Biotech (I) Pvt Ltd.	-	-	11.94	-	11.94	-	-	13.54	-	13.54
Monsanto Hungaria KFT	-	-	-	-	-	-	-	0.69	-	0.69
Seminis Vegetable Seeds INC	-	-	0.10	-	0.10	-	-	0.16	-	0.16
Monsanto South Africa Ltd	-	-	0.06	-	0.06	-	-	-	-	-
Monsanto Holdings Private Ltd.	-	-	11.97	-	11.97	-	-	15.40	-	15.40
Payment of Dividends	11.63	48.15	-	-	59.78	15.37	44.41	-	-	59.78
Monsanto Company ,USA	11.63	-	-	-	11.63	15.37	-	-	-	15.37
Monsanto Investments India Pvt Ltd.	-	48.15	-	-	48.15	-	44.41	-	-	44.41
Outstanding at year-end										
Sundry Debtors	-	-	0.43	-	0.43	-	-	2.83	-	2.83
Monsanto Nigeria	-	-	0.43	-	0.43	-	-	-	-	-
Monsanto Pak Agri tech Pvt Ltd	-	-	-	-	-	-	-	2.83	-	2.83
Loans and Advances	1.01	-	4.31	-	5.32	0.27	-	1.66	-	1.93
Monsanto Company, USA	1.01	-	-	-	1.01	0.27	-	-	-	0.27
Monsanto Pakistan Agri-tech (Pvt) Ltd	-	-	0.01	-	0.01	-	-	0.07	-	0.07
Monsanto Holdings Private Limited	-	-	4.03	-	4.03	-	-	0.52	-	0.52
Mahyco Monsanto Biotech (I) Pvt Ltd	-	-	0.09	-	0.09	-	-	0.99	-	0.99
Monsanto Singapore Co Pte Ltd	-	-	-	-	-	-	-	0.07	-	0.07



Notes

forming part of the Financial Statements for the year ended 31st March 2016

Nature of Transactions	Year Ended 31 st March 2016					Year Ended 31 st March 2015				
	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total	Ultimate Holding Company	Holding Company	Fellow Subsidiary	Key Managerial Personnel	Total
Beijing New Millenium Fen	-	-	0.01	-	0.01	-	-	0.01	-	0.01
Monsanto South Africa Ltd	-	-	0.06	-	0.06	-	-	-	-	-
Seminis Seeds (Beijing) Co. Ltd	-	-	-	-	-	-	-	*	-	*
Seminis Vegetable Seeds Inc	-	-	0.11	-	0.11	-	-	-	-	-
Sundry Creditors	14.16	-	0.16	-	14.32	30.49	-	0.57	-	31.06
Seminis Seeds (Beijing) Co. Ltd	-	-	0.03	-	0.03	-	-	0.03	-	0.03
Monsanto Holdings Private Limited	-	-	-	-	-	-	-	0.44	-	0.44
Monsanto SAS France	-	-	0.10	-	0.10	-	-	0.09	-	0.09
Monsanto International S.A.R.L	-	-	0.01	-	0.01	-	-	-	-	-
Monsanto Ag Product LLC	-	-	0.01	-	0.01	-	-	-	-	-
Monsanto Europe SAS	-	-	*	-	*	-	-	*	-	*
Monsanto Company, USA	14.16	-	-	-	14.16	30.49	-	-	-	30.49

* Amount less than one lakh rupees

- 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.

	For the year ended 31 st March 2016	For the year ended 31 st March 2015
	(₹ in Crores)	(₹ in Crores)
Cancellable	9.54	9.25
Non-Cancellable	4.75	6.05
Charge for the year	14.29	15.30

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

	For the year ended 31 st March 2016	For the year ended 31 st March 2015
	(₹ in Crores)	(₹ in Crores)
Within 1 year	2.94	4.64
Later than 1 year and not later than 5 years	3.32	4.67

Notes

forming part of the Financial Statements for the year ended 31st March 2016

35. The disclosures under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) have been made on the basis of confirmations received from suppliers regarding their status under the said act;

Sr No	Particulars	31 st March, 2016	31 st March, 2015
		(₹ in Crores)	(₹ in Crores)
1.	Amount remaining unpaid to supplier as at end of accounting year.		
	- Principal Amount	0.37	-
	- Interest due thereon	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.	0.07	-
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.

37. Disclosure as required under AS -15 in respect of employee benefits for subsidiary 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:

	As at 31st March 2016	As at 31st March 2015
	(₹ in Crores)	(₹ in Crores)
Change in benefit obligations		
Present value of benefit obligations as at 1st April	29.93	21.56
Service cost	3.04	2.34
Interest cost	2.17	1.89
Benefits paid (including settlement credit)	(6.66)	(2.34)
Actuarial (gain)/ loss on obligations	(3.62)	6.48
Present value of benefit obligations as at 31st March	24.86	29.93

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

	As at 31st March 2016	As at 31st March 2015
	(₹ in Crores)	(₹ in Crores)
Fair value of plan assets, as at 1st April	21.06	18.88
Expected return on plan assets	2.19	1.67
Actuarial gain /(loss)	0.53	0.17
Employer Contribution	12.26	2.68
Benefits paid	(4.28)	(2.34)
Fair Value of plan assets as at 31st March	31.76	21.06



Notes

forming part of the Financial Statements for the year ended 31st March 2016

III. Actual return on Plan Assets:

	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)
Expected Return on Plan Assets	2.19	1.67
Actuarial gain /(loss)	0.53	(0.17)
Actual Return on Plan Assets	2.72	1.50

IV. Amount recognized in the Balance Sheet:

	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)
Fair value of Plan Assets	31.76	21.06
Present value of benefit obligation	24.86	29.93
Net asset / (liability)	6.90	(8.87)

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

	For the year ended 31st March 2016 (₹ in Crores)	For the year ended 31st March 2015 (₹ in Crores)
Current service cost	3.04	2.34
Interest cost	2.17	1.89
Expected return on plan assets	(2.19)	(1.67)
Actuarial (gain)/loss (including settlement credit)	(6.53)	6.31
Net gratuity cost	(3.51)	8.87

VI. Reconciliation of the Liability recognized in the Balance Sheet:

Particulars	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)
Opening Net Liability	8.87	2.68
Expense recognized	(3.51)	8.87
Employer Contribution	(12.26)	(2.68)
Amount recognized in the Balance Sheet	(6.90)	8.87

VII. Experience Adjustments:

	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)	As at 31st March 2014 (₹ in Crores)	As at 31st March 2013 (₹ in Crores)	As at 31st March 2012 (₹ in Crores)
Liability as at the end of the Period	24.86	29.93	21.56	18.72	14.60
Fair value of plan assets as at the end of the period	31.76	21.06	18.88	16.80	14.00
Deficit / (Surplus)	(6.90)	8.87	2.68	1.92	0.60
Experience adjustments on plan liabilities (Gain)/Loss	2.93	0.94	1.05	0.67	1.15
Experience adjustments on plan Assets (Gain)/Loss	0.53	0.17	(0.52)	(0.15)	0.19

Notes

forming part of the Financial Statements for the year ended 31st March 2016

VIII. Actuarial assumptions used:

	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)
Discount rate	8.00%p.a	7.80%p.a
Salary escalation rate	10%	11% for first year and 10% thereafter
Expected return on plan assets	8.75% p.a	8.75%p.a
Mortality Rate	India Assured Life Mortality (2006-08) Ultimate	India Assured Life Mortality (2006-08) Ultimate

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The Company's best estimate of contributions expected to be paid to the plan during the annual period beginning after March 31, 2016 is ₹ NIL (Previous Year ₹ 12.26 Crores).

The major categories of plan assets as plan % of total plan	31st March 2016 Gratuity Funded	31st March 2016 Gratuity Funded
Insurer Managed Funds :	100%	100%
Government Bonds	52%	52%
Corporate Bonds	33%	34%
Fixed Deposit	5%	4%
Mutual Funds	10%	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	As at 31st March 2016 (₹ in Crores)	As at 31st March 2015 (₹ in Crores)
Provision made for liability for compensated absences	8.12	9.86

Actuarial assumptions used	As at 31st March 2016	As at 31st March 2015
Discount rate	8%p.a	7.80%p.a
Salary escalation rate	10%	11% for the first year 10% thereafter

38. CORPORATE SOCIAL RESPONSIBILITY

- Gross amount required to be spent by the Company towards Corporate Social Responsibility is ₹ 2.29 Crores (previous year NIL).
- Details of amount spent are as under : -

Sr No	Particulars	In cash (₹ in Crores)	Yet to be paid in cash (₹ in Crores)	Total (₹ in Crores)
1	Construction / acquisition of any asset	-	-	-
2	On purposes other than (1) above	2.37	0.78	3.15



Notes

forming part of the Financial Statements for the year ended 31st March 2016

- c. No expenditure has been paid to a related party, in relation to CSR expenditure as per Accounting Standard (AS) 18, Related Party Disclosures.
- d. Movement of provisions during the year : -

Particulars	Amount
Opening Provision	-
Add ; During the year	0.78
Less : Adjusted / paid during the year	-
Closing Provision	0.78

39. EARNINGS PER SHARE (EPS)

	Ref	Year ended 31st March 2016	Year ended 31st March 2015
Profit Attributable to Equity Shareholders (₹ in Crores)	A.	101.25	106.30
Weighted Average Number of Equity Shares outstanding during the year	B.	17,262,748	17,262,748
Basic Earnings Per Share- (₹)	C=A/B	58.66	61.59

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 stock options and equity based awards (options), which vest over a period of 3 years from the date of the grant. The compensation cost is measured by reference to the fair value of the options outstanding on the reporting date, using lattice binomial model and the charge by MC on the Company on exercise of options by employees.

Details of the above options are as follows:

Particulars	31st March 2016	31st March 2015
Outstanding at the beginning of the year	23,054	42,075
Granted during the year	12,721	8,263
Forfeited during the year (on resignations)	(1,168)	(341)
Transfers in/(out)	-	(17,760)
Exercised during the year	(2,055)	(9,183)
Outstanding at the end of the year	32,552	23,054

41. The Year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

		(₹ in Crores)										
		31st March 2016					31st March 2015					
		₹	BDT	EUR	NPR	USD	₹	BDT	EUR	NPR	JPY	USD
a.	Amounts receivable in Foreign Currency on account of											
	- Export of goods and services	0.68	-	-	-	0.01	4.01	-	-	-	-	0.06
	- Advance to Suppliers	0.18	-	-	-	- *	-	-	-	-	-	-
b.	Amounts payable in Foreign currency on account of											
	- Imports of goods and services	11.07	0.67	- *	0.06	0.16	12.81	0.61	- *	0.07	0.02	0.11

* Amount less than one lac USD / Euro

Notes

forming part of the Financial Statements for the year ended 31st March 2016

42. The Company had a Chief Financial Officer (CFO) for the financial year 2015-16, who resigned with effect from the close of business hours on 31st March, 2016. The Company is in process of filling the vacancy of CFO in accordance with the provisions of Section 203 of the Companies Act, 2013.

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:				
Phone No :	Relationship with the security holder:			
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.M/s. Link Intime India Pvt Ltd, C-13 Pannalal Silk Mills Compound, L B S Marg, Bhandup West, Mumbai - 400078. The Registrar will return one copy of the nomination form to the shareholder after registering the nomination. The registration number allotted will be furnished in the said form.
7. The shareholder[s] can delete or change an earlier nomination by executing Form No. SH-14 (Cancellation or Variation of Nomination form).
8. Nomination stands cancelled whenever the shares in the given folio are transferred/ dematerialized. Also in case of change in folio due to consolidation/ transmission a new nomination has to be filed.
9. The nomination made through Form No. SH-13 will be considered valid if the nomination made by the holder[s] of the shares is registered with the company before the death of the registered holder[s] of the shares.
10. Kindly note that the nomination being a legal document should be dated by the nominator and the witness should certify that the nominator has signed the form in their presence. Furthermore the date of execution on the Nomination Form should match with the date of witness, witnessing the document.
11. Affixing photograph of the Nominee is not mandatory and if affixed the nominee should sign across the photograph.

FOR OFFICE USE ONLY		
Nomination Registration No.	Date of Registration	Signature of Employee with Code No.

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 66th Annual General Meeting held at the Y B Chavan, Rangaswar Auditorium, Fourth floor, Gen. Jagannath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai 400021 on Wednesday, August 10, 2016 at 11:00 a.m.

<p align="center">Name of the Proxy / Representative (in BLOCK Letter) (To be filled in if the Proxy attends instead of the Member)</p>

Signature of the member or proxy / representative_____

* Applicable for investors holding shares in electronic form

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

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 66th Annual General Meeting held at the Y B Chavan, Rangaswar Auditorium, Fourth floor, Gen. Jagannath Bhosale Marg, Nariman Point, Near Sachivalay Gymkhana, Mumbai 400021 on Wednesday, August 10, 2016 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolutions	Optional	
	ORDINARY BUSINESS	For	Against
1	Adoption of Financial Statements for the year ended March 31, 2016		
2	Reappointment of Mr. Sekhar Natarajan who retires by rotation		
3	Ratification of Appointment of Statutory Auditors and fixing their remuneration		

SPECIAL BUSINESS			
4	Confirmation of Appointment of Mr Piyush Ramesh Nagar as a Director		
5	Reappointment of Mr. H C Asher as an Independent Director		
6	Reappointment of Mr. Pradeep Poddar as an Independent Director		
7	Ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2016		

Signed this _____ day of _____ 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy for any other person or shareholder.
4. This is only optional. Please put 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.

Notes

[illegible]

Notes

[illegible]

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



MONSANTO

