



VADILAL DAIRY INTERNATIONAL LTD.  
'GUL MANZIL', 1ST FLOOR,  
14, DASHRATHLAL JOSHI ROAD,  
VILE PARLE (WEST),  
MUMBAI - 400 056.  
TEL.: 2617 0201, 2617 0301  
FAX : (022) 2617 8843  
E-mail : vadilal@vsnl.com



2<sup>nd</sup> April, 2013

To,  
The DCS - CRD  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai 400 001

Ref: BSE Scrip Code: 519451

Dear Sir,

**Sub: Submission of Quarterly Corporate Governance Report as per Clause 49 of the Listing Agreement**

Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance as per clause 49 of the Listing Agreement for the quarter ended 31<sup>st</sup> March, 2013.

Kindly take the information on records and oblige.

Thanking You,

For Vadilal Dairy International Limited.

Director/Authorised Signatory

Encl: Quarterly Corporate Governance Report for the Quarter ended 31<sup>st</sup> March, 2013.



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**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company: Vadilal Dairy International Limited

Quarter Ended on: 31<sup>st</sup> March, 2013

PARTICULARS 1	CLAUSE OF LISTING AGREEMENT 2	COMPLIANCE STATUS (YES/NO) 3	REMARKS 4
<b>1. Board of Director</b>	49(I)		
(A) Composition of Board	49(IA)	YES	-----
(B) Non-executive Directors' Compensation & Disclosures	49(IB)	YES	-----
(C) Other provisions as to Board and Committees	49(IC)	YES	-----
(D) Code of Conduct	49(ID)	YES	-----
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49(IIA)	YES	-----
(B) Meeting of Audit Committee	49(II B)	YES	-----
(C) Powers of Audit Committee	49(II C)	YES	-----
(D) Role of Audit Committee	49(II D)	YES	-----
(E) Review of Information by Audit Committee	49(II E)	YES	-----
<b>III. Subsidiary Companies</b>	49 (III)	N.A.	-----
<b>IV. Disclosure</b>	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	YES	-----
(B) Disclosure of Accounting Treatment	49(IV B)	YES	-----
(C) Board Disclosures	49 (IV C)	YES	-----
(D) Proceeds from public issue, right issues, Preferential issues etc.*	49 (IV D)	YES	*Equity shares issued as per BIFR Order.





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(E) Remuneration of Directors	49 (IVE)	YES	-----
(F) Management	49 (IVF)	YES	A Management Discussion and Analysis Report was a part of Annual Report for the Financial Year 2011-12
(G) Shareholders	49 (IVG)	YES	-----
V. CEO/CFO Certification	49 (V)	YES	Complied in the Annual Report for the financial Year 2011-12
VI. Report on Corporate Governance	49 (VI)	YES	Complied in the Annual Report for the financial Year 2011-12
VII. Compliance	49 (VII)	YES	Complied in the Annual Report for the financial Year 2011-12

Place: Mumbai  
Date: 2<sup>nd</sup> April, 2013

For Vadilal Dairy International Limited

Mr. Shailesh Gandhi  
Managing Director