

O/c

Clause 49 -> 13-14



VADILAL DAIRY INTERNATIONAL LTD.
'GUL MANZIL', 1ST FLOOR,
14, DASHRATHLAL JOSHI ROAD,
VILE PARLE (WEST),
MUMBAI - 400 056.
TEL. : +91-22-26170201 / 0301
FAX : +91-22-2617 8843
E-mail: vadilal@vsnl.com / info@vadilal.net

7th April, 2014

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

Ref: BSE Scrip Code: 519451

Dear Sir,

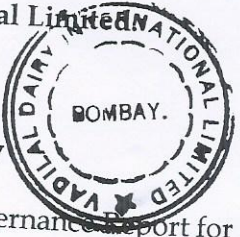
Sub: Submission of Quarterly Corporate Governance Report as per Clause 49 of the Listing Agreement

Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance as per clause 49 of the Listing Agreement for the quarter ended 31st March, 2014.

Kindly take the information on records and oblige.

Thanking You,

For Vadilal Dairy International Limited
S R Wadhvani
Director/Authorised Signatory



Encl: Quarterly Corporate Governance Report for the Quarter ended 31st March, 2014.



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **VADILAL DAIRY INTERNATIONAL LIMITED**

Quarter ended on: **31st March, 2014**

Particulars	Clause of the Listing Agreement	Compliance Status Yes/No	Remarks
I. Board of Directors	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	-
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	-
(C) Powers of Audit Committee	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 (IID)	Yes	-
(E) Review of Information by Audit Committee	49 (IIE)	Yes	-
III. Subsidiary Companies	49 (III)	N.A.	-
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Disclosed in the Annual Report for the Year 2012-2013
(B) Disclosure of Accounting Treatment	49 (IVB)	Yes	Disclosed in the Annual Report for the Year 2012-2013





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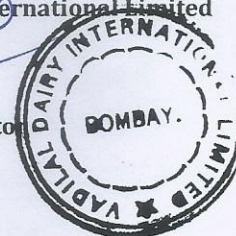
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(C) Board Disclosures	49 (IVC)	Yes	-
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IVD)	N.A.	-
(E) Remuneration of Directors	49 (IVE)	Yes	Disclosed in the Annual Report for the Year 2012-2013
(F) Management	49 (IVF)	Yes	Disclosed in the Annual Report for the Year 2012-2013
(G) Shareholders	49 (IVG)	Yes	Disclosed in the Annual Report for the Year 2012-2013
V. CEO/CFO Certification	49 (V)	Yes	Disclosed in the Annual Report for the Year 2012-2013
VI. Report on Corporate Governance	49 (VI)	Yes	Disclosed in the Annual Report for the Year 2012-2013
VII. Compliance	49 (VII)	Yes	Disclosed in the Annual Report for the Year 2012-2013

For Vadilal Dairy International Limited

S K Kulkarni
Managing Director



Place: Mumbai

Date: 7th April, 2014

Regd. Office : Plot No. M-13, MIDC, Tarapur, Boisar, Dist Thane - 401506 Tel: (02525) 272501 / 272697 Fax : (02525) 273234