



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

SGK

12th July, 2012

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 30th June, 2012.

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 30th June, 2012.



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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: Vadilal Dairy International Limited

Quarter Ended on: 30th June, 2012

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS (YES/NO)	REMARKS
1	2	3	4
I. Board of Director	49(I)		
(A) Composition of Board	49(IA)	YES	-----
(B) Non-executive Directors' Compensation & Disclosures	49(IB)	YES	Non Executive Directors are not paid any fees/compensation during quarter ended 30 th June, 2012
(C) Other provisions as to Board and Committees	49(IC)	YES	-----
(D) Code of Conduct	49(ID)	YES	A declaration in this regard shall be given in the Annual Report for the Financial Year 2011-12
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. Disclosure	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	YES	-----
(B) Disclosure of Accounting Treatment	49(IVB)	YES	-----



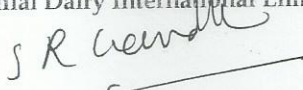
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(C) Board Disclosures	49 (IVC)	YES	-----
(D) Proceeds from public issue, right issues, Preferential issues etc.	49 (IVD)	N.A.	-----
(E) Remuneration of Directors	49 (IVE)	YES	-----
(F) Management	49 (IVF)	YES	A Management Discussion and Analysis Report will form part of Annual Report for the Financial Year 2011-12
(G) Shareholders	49 (IVG)	YES	-----
V. CEO/CFO Certification	49 (V)	Yes	Will be complied in the Annual Report for the financial Year 2011-12
VI. Report on Corporate Governance	49 (VI)	Yes	Will form part of the Annual Report for the financial Year 2011-12
VII. Compliance	49 (VII)	Yes	Will be complied in the Annual Report for the financial Year 2011-12

Place: Mumbai

Date: 12th July, 2012

For Vadilal Dairy International Limited


Mr. Shailesh Gandhi
Managing Director