



30th June, 2013

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

10th July, 2013

To,
The DCS - CRD
Bombay Stock Exchange Limited
Phoenix 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, 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 30th June, 2013





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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: **Vadilal Dairy International Limited**

Quarter Ended on: **30th June, 2013**

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	-----
(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(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	-----
III. Subsidiary Companies	49 (III)	N.A.	-----
IV. Disclosure	49 (IV)		
(A) Basis of related party transactions	49 (IVA)	Yes	Will be complied in the Annual Report for the Financial Year 2012-2013
(B) Disclosure of Accounting Treatment	49(IVB)	Yes	-----
(C) Board Disclosures	49 (IVC)	Yes	-----
(D) Proceeds from public issue, right issues, Preferential issues etc.	49 (IVD)	N.A.	*Note -1
(E) Remuneration of Directors	49 (IVE)	Yes	-----



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(F) Management	49 (IVF)	Yes	A Management Discussion and Analysis Report will be compiled in the Annual Report for the Financial Year 2012-2013.
(G) Shareholders	49 (IVG)	Yes	
V. CEO/CFO Certification	49 (V)	Yes	Will be compiled in the Annual Report for the Financial Year 2012-2013.
VI. Report on Corporate Governance	49 (VI)	Yes	Will be compiled in the Annual Report for the Financial Year 2012-2013.
VII. Compliance	49 (VII)	Yes	Will be compiled in the Annual Report for the Financial Year 2012-2013.

*Note -1: The Promoter/Promoter Group has brought in an amount of Rs. 2.50 crores as per clause 8.11 of BIFR Order and accordingly the Company during the Quarter ended March 2013, had allotted 25,00,000 Equity shares on Preferential basis to Promoter/Promoter Group.

For Vadilal Dairy International Limited

Mr. Shailesh Gandhi
Managing Director

Place: Mumbai
Date: 10th July, 2013