



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

14th October, 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 30th September, 2013.

Kindly take the information on records and oblige.

Thanking You,

For Vadilal Dairy International Limited.

P. A. A.

Director/Authorised Signatory

Encl: Quarterly Corporate Governance Report for the Quarter ended 30th September, 2013.





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QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: VADILAL DAIRY INTERNATIONAL LIMITED

Quarter ended on: 30th September, 2013

| 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 |



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| | | | |
|--|----------|------|---|
| (B) Disclosure of Accounting Treatment | 49 (IVB) | Yes | Disclosed in the Annual Report for the Year 2012-2013 |
| (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


Managing Director

Place: Mumbai
Date: 14th October, 2013