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**SECURITIES AND EXCHANGE COMMISSION**

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Company Information

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Company Type Stock Corporation

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V I T A R I C H C O R P O R A T I O N

(Company's Full Name)

M A C A R T H U R H I G H W A Y A B A N G A N S U R
M A R I L A O B U L A C A N _____

(Business Address: No. Street City / Town / Province)

TERESITA RIMANDO
Contact Person

843-30-33 connecting all dept.
Company Telephone Number

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Month Day
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Form Type

Last Friday of
June
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Secondary License Type. If Applicable

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Amended Articles Number / Section

Total No. of Stockholders

Domestic

Total Amount of Borrowings

Foreign

To be accomplished by SEC Personnel concerned

File Number

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LCU

Cashier

STAMPS

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17
OF THE SECURITIES REGULATION CODE
AND SRC RULE 17.2(c) THEREUNDER

1. 29 June 2012
Date of Report (Date of earliest event reported)
2. SEC Identification Number 21134
3. BIR Tax Identification No. 000-234-398
4. **VITARICH CORPORATION**
Exact name of issuer as specified in its charter
5. Bulacan, Philippines
Province, country or other jurisdiction
of incorporation
6. (SEC Use Only)
Industry Classification Code:
7. Abangan Sur, MacArthur Highway, Marilao, Bulacan 3019
Address of principal office Postal Code
8. (632) 843-3033; 843-0237 to 47
Issuer's telephone number, including area code
9. Not applicable
Former name or former address, if changed since last report
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the
RSA

Title of Each Class

Number of Shares of Common Stock
Outstanding and Amount of Debt
Outstanding

Common Stock – Total Shares Issued and Outstanding

409,969,764 shares

11. Indicate the item numbers reported herein:

Item 9. Other Events

a. The stockholders approved the amendments on Article IV and Section 9, Article 2 of the Corporation's By-Laws , copy of the approved amendments is hereto attached.

b. Election of Directors and Officers

Please be informed that during the annual stockholders' meeting of Vitarich Corporation (the "Corporation") held on June 29, 2012 at Vitarich Compound, McArthur Highway, Abangan Sur, Marilao, Bulacan, the following were elected as directors for the ensuing year, to serve as such until their successors shall have been elected and qualified:

Directors:

1. Rogelio M. Sarmiento;
2. Jose Vicente C. Bengzon III ;
3. Benjamin I. Sarmiento Jr ;
4. Cesar L. Lugtu;
5. Angelito M. Sarmiento;
6. Stephanie Nicole S. Garcia;
7. Enrique G. Filamor;
8. Ricardo Manuel M. Sarmiento;
9. Lorenzo Vito M. Sarmiento, III;
10. Tomas B. Lopez Jr.¹; and
11. Atty. Eduardo T. Rondain².

Thereafter, during the organizational meeting held immediately after the stockholders' meeting, the Board of Directors elected the following officers of the Corporation for the ensuing year, to serve as such until their successors shall have been elected and qualified:

- | | | | |
|----|-----------------------------|---|-----------------------|
| 1. | Jose Vicente C. Bengzon III | - | Chairman of the Board |
| 2. | Rogelio M. Sarmiento | - | Vice Chairman |

Management

- | | | | |
|----|-----------------------------|---|--|
| 1. | Rogelio M. Sarmiento | - | Chief Executive Officer / President |
| 2. | Ricardo Manuel M. Sarmiento | - | Chief Operating Officer / Executive Vice President |
| 3. | Stephanie Nicole S. Garcia | - | Chief Finance Officer / Treasurer |
| 4. | Guillermo B. Miralles | - | Vice President, Vismin Operations |
| 5. | Atty. Tadeo F. Hilado | - | Corporate Secretary |
| 6. | Atty. Pedro T. Dabu Jr. | - | Assistant Corporate Secretary; Compliance Officer; Corporate Information Officer |
| 7. | Alicia G. Danque | - | Alternate Corporate Information Officer |

¹ Independent Director

Audit Committee:

- | | | | |
|----|------------------------------|---|----------|
| 1. | Atty. Eduardo T. Rondain | - | Chairman |
| 2. | Cesar L. Lugtu | - | Member |
| 3. | Jose Vicente C. Bengzon III | - | Member |
| 4. | Ricardo Manuel M. Sarmiento- | | Member |
| 5. | Benjamin I. Sarmiento Jr. | - | Member |
| 6. | Enrique G. Filarmor | - | Member |

Compensation & Nominations Committee:

- | | | | |
|----|--------------------------------|---|-------------------|
| 1. | Tomas B. Lopez Jr. | - | Chairman |
| 2. | Stephanie Nicole S. Garcia | - | Member |
| 3. | Lorenzo Vito M. Sarmiento III- | | Member |
| 4. | Benjamin I. Sarmiento Jr. | - | Member |
| 5. | Ricardo Manuel M. Sarmiento- | | Member |
| 6. | Angelito M. Sarmiento | - | Member |
| 7. | Ruby Macario | - | Non-voting member |

b. Special Stockholders' Meeting

During the organizational Board meeting, the Board approved a resolution calling a special stockholders' meeting on August 28, 2012, Tuesday, at 9:00 a.m., at the Vitarich Boardroom, Vitarich Compound, Abangan Sur, Marilao, Bulacan, for the purpose of approving the increase in the authorized capital stock of the Corporation by another P500 million, or from P1.0 billion to P1.5 billion. The record date to determine the stockholders' entitled to notice and to vote at said stockholders' meeting was set on 17 July 2012.

SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the Issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Registrant - **VITARICH CORPORATION**

By:



ATTY. PEDRO T. DABU

Assistant Corporate Secretary, Corporate Information Officer
And Compliance Officer

AMENDMENTS TO THE BY-LAWS

"Resolution No. 2012- 1

"RESOLVED, AS IT HEREBY RESOLVED, that the stockholders of the Corporation hereby approve the amendment of Article IV of the Amended By-Laws of the Corporation which shall read as follows:

"Article IV

OFFICERS OF THE CORPORATION

Section 19. The officers of the Corporation shall consist of a President, Chief Executive Officer, Chief Operating Officer, Chief Finance Officer and Treasurer, one or more Executive/Vice Presidents and the Secretary, all of whom shall be elected by the Board of Directors. Two (2) or more offices may be vested in the same person whenever deemed convenient or expedient. (As amended on June 29, 2012)

Section 20. The officers shall be elected by each new Board at the first meeting after its election. Every officer shall be subject to removal at any time by the Board of Directors, but all officers, unless removed, shall hold office until their successors are appointed. If any vacancy shall occur among the officers of the Corporation, such vacancy shall be filled by the Board of Directors.

Section 21. The Board of Directors shall, from time to time, prescribe the powers and duties and fix the compensation of the officers, agents, or employees in the management of its property and affairs where such powers and duties are not prescribed by the By-Laws. (formerly Section 22)

Section 22. The Chief Executive Officer shall be elected by the Board. In addition to the duties which inhere to his office, he shall have the following powers and duties:

(a) He shall see to it that the budget approved by the Board and all orders and resolutions of the Board are carried into effect.

(b) He shall provide overall leadership to the corporation by establishing direction, goals and objectives. He shall be responsible for the development, design, operation, and improvement of the systems that create and deliver the Corporation's products.

(c) He is charged with the creation of an effective organizational structure, business units and divisions and the development of executive personnel.

(d) He shall appoint managers and employees of the Corporation.

(e) He shall execute bonds, mortgages, and other contracts, requiring a seal under the seal of the Corporation.

(f) He shall perform other duties as may, from time to time, be delegated to him by the Board of Directors. (As amended on June 29, 2012)

Section 23. The Chief Operating Officer shall be elected by the Board of Directors. He may or may not be a member of the Board. In addition to the duties which inhere in his office, he shall have the following powers and duties:

(a) He shall manage the day to day operations by ensuring that business operations are efficient and effective.

(b) He shall see to it that the Corporation's resources are properly managed; and that distribution of goods and services to the customers are properly done.

(c) He shall provide inspirational people leadership for the Management and Employees. For this purpose, he shall integrate people through vision, mission, values and organizational structure.

(d) He shall develop plans and programs and upon approval by the Chief Executive Officer, implement the same. These plans and programs are those which the Chief Executive Officer is empowered to implement.

(e) He shall submit a report of the operations of the Corporation to the Board of Directors at the regular meeting in each month, and an annual report thereof to the stockholders at the annual meeting, and from time to time shall report to the Board all matters within his knowledge which the interest of the Corporation may require to be brought to their notice;

(f) He shall perform such other duties and functions as may, from time to time, be delegated to him by the Chief Executive Officer and/or by the Board of Directors. (As amended on June 29, 2012)

Section 24. The President shall be elected by the Board from among themselves. The President may also be elected by the Board either as the Chief Executive Officer or the Chief Operating Officer of the Corporation, and shall perform the duties of such other office to which he or she is elected. In addition to signing the stock certificates as provided by law, the President shall have such other powers, duties and functions as may be provided in these By-Laws or as may be delegated by the Board upon his or her election or during any subsequent Board meeting. (As amended on June 29, 2012)

Section 25. The Chief Finance Officer and Treasurer of the Corporation shall be elected by the Board and may or may not be so selected from the members thereof. The Chief Finance Officer and Treasurer shall be in charge of the funds, assets, securities, receipts and disbursements of the Corporation. He shall deposit or cause to be deposited all moneys and other

valuable effects in the name and to the credit of the Corporation in such banks or trust companies, or with such bankers or other depositories, as the Board of Directors may, from time to time, designate. He shall regularly and timely render to the Board of Directors and to the Chief Executive Officer an account of the financial condition of the Corporation and, of all his transactions as Treasurer. As soon as may be done after the close of the fiscal year, he shall keep a correct Book of Account of all the business and transactions of the Corporation.

He shall maintain a working relationship with banks, financial institutions, suppliers and capital markets with the aim of securing funds or supplies necessary for the operations of the Corporation.

He shall perform such other duties as may be delegated to him by the Board of Directors. (As amended on June 29, 2012)

Section 26. The Executive/Vice President/s shall be elected by the Board of Directors. He/They shall have such powers and discharge such duties as may be prescribed by these by-laws or as may be, from time to time, prescribed by the Board or delegated by the Chief Executive Officer. (As amended on June 29, 2012)

Section 27. The Secretary must be a resident of the Philippines, shall be elected by the Board of Directors and need not be a member thereof, nor a stockholder of the corporation. He shall keep the minutes of all the meetings of the stockholders, of the Board of Directors, and of the Executive Committee in the book or books kept for the purpose. He shall keep in safe custody the seal of the corporation, and shall affix such seal to any instrument requiring the same. The Corporate Seal of the Corporation so affixed shall always be attested to by the Secretary or in his absence, or inability to act, by the Assistant Secretary, if any. If applicable, he shall have charge of the stock certificate books and attend to the giving and serving of all notices. In addition to the foregoing, he shall have such powers and perform such other duties as pertain to his office, or as the Board of Directors, may, from time to time, prescribe. In the absence of the Secretary or his assistant, the Board of Directors may designate any secretary of its meeting to record the minutes of the proceedings and shall exercise such powers as may be delegated to him by the Board. (As amended on June 29, 2012)

Section 28. The Board of Directors may also appoint, from time to time, such assistant secretaries or assistant treasurers, and such other agents or employees of the Corporation as may be deemed proper, and may authorize any officer to appoint and remove agents or employees. Each of such agents and employees shall hold office during the pleasure of the Board of Directors or his superior officer subject, however, to any special agreement as to length of time of service. (formerly Section 21)"

RESOLUTION No. 2012-2

"RESOLVED, AS IT HEREBY RESOLVED, that the stockholders of the Corporation hereby approve the amendment of Section 9, Article II of the Amended By-Laws of the Corporation, which shall read as follows:

"ARTICLE II

Section 9. The Board of Directors shall meet immediately upon their election or as soon thereafter as may be practicable and elect **from among themselves the Chairman and Vice Chairman and** the officers of the Corporation for the ensuing year. Thereafter, the Board of Directors shall hold regular meetings on the **last Tuesday** of every month at **9:00 a.m.** at the principal office of the Corporation, or at such particular dates or places as the Board may fix. Special meetings of the Board of Directors may be called by the Chairman or on the written request of any two (2) directors. Notice of all regular and special meetings of the Board of Directors shall **be emailed** to each director at **his email address** or delivered to him personally at his office, or transmitted by telephone or **by fax machine at least three (3) days prior** to the date fixed for the meeting.

The Chairman, or in his absence, the Vice Chairman, shall preside over all meetings of the Board of Directors and the stockholders of the Corporation. (As amended on 29 June 2012)