

October 1, 2015

To  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot No. C/1, G Block,  
Bandra - Kurla Complex, Bandra (East),  
Mumbai - 400 051.

**Symbol: JUSTDIAL**

**Kind Attn: Head – Listing Department / Dept of Corporate Communications**

**Sub: Compliance under Clause 35A – Details of Voting Results of the 21<sup>st</sup> Annual General Meeting**

With reference to listing agreement, we wish to inform that the Members of the Company in their 21<sup>st</sup> Annual General Meeting held on Wednesday, September 30, 2015 at West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400 064, have considered and approved the following:

**Ordinary Businesses:**

1. Considered & Adopted standalone audited financial statement together with Directors and Auditors Report thereupon for the Year ended March 31, 2015 and Audited consolidated financial statement for the financial year ended March 31, 2015;
2. Declared Dividend of ₹ 2/- (i.e. 20%) per share;
3. Re-appointed Mr. V. Krishnan (DIN 00034473), who retires by rotation;
4. Ratified appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company;

**Special Business passed as a Special Resolution:**

5. Adopted New set of Articles of Association of the Company;
6. Increased limits of investments upto ₹ 2000 Crores in other bodies corporate.

Further, in compliance with Clause 35A of the Listing Agreement, please find enclosed herewith the details of Voting Results of the 21<sup>st</sup> Annual General Meeting of the Company alongwith Scrutinizer's report on e-voting and ballot voting.

**Just Dial Limited**

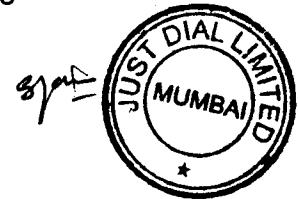
CIN NO: L74140MH1993PLC150054

Registered & Corporate Office : Palm Court Building M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad West, Mumbai - 400064

Tel. : 022-28884060 / 66976666 • Fax : 022-28823789

Mumbai, Delhi, Kolkata, Chennai, Bangalore, Pune, Hyderabad, Ahmedabad, Coimbatore, Jaipur and Chandigarh

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The results will also be uploaded on the website of the Company [www.justdial.com](http://www.justdial.com) and on the website of Karvy Computershare Private Limited, *the e-voting agency* on [www.evoting.karvy.com](http://www.evoting.karvy.com)

Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Just Dial Limited

  
**Sachin Jain**  
Company Secretary



Encl: as above

**Outcome of Voting of Annual General Meeting  
(As per Clause 35A of listing Agreement)**

|                                                                               |                               |
|-------------------------------------------------------------------------------|-------------------------------|
| Date of the Annual General Meeting                                            | Wednesday, September 30, 2015 |
| Total no. of shareholders as on record date                                   | 30744                         |
| No. of shareholders present in the meeting either in person or through proxy: |                               |
| a. Promoters and Promoter Group                                               | 3                             |
| b. Public                                                                     | 48                            |
| No. of shareholders attended the meeting through Video Conferencing:          |                               |
| a. Promoters and Promoter Group                                               | Not Applicable                |
| b. Public                                                                     | Not Applicable                |

**Agenda Wise**

The mode of voting for all the resolutions was:

1. E-voting conducted between 27th September, 2015 to 29th September, 2015, and
2. Physical Ballots through post and at the Meeting.

Given below is the resolution wise combined result of e-voting and Poll.

| Category                                                                                                                                                                                                                                                                                     | Shares Held<br>(1) | Votes Polled<br>(2) | % of Votes Polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes - in favour<br>(4) | No. of Votes - against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------|---------------------|--------------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| <b>Resolution No. 1. Consider &amp; Adopt standalone audited financial statement together with Directors and Auditors Report thereupon for the Year ended March 31, 2015 and Audited consolidated financial statement for the financial year ended March 31, 2015. (Ordinary Resolution)</b> |                    |                     |                                                              |                                 |                               |                                                           |                                                         |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                  | 22965134           | 22965134            | 100.00                                                       | 22965134                        | 0                             | 100.00                                                    | 0.00                                                    |
| Public – Institutional Holders                                                                                                                                                                                                                                                               | 29969244           | 20031197            | 66.84                                                        | 20031197                        | 0                             | 100.00                                                    | 0.00                                                    |
| Public-Others                                                                                                                                                                                                                                                                                | 17558367           | 187661              | 1.07                                                         | 187661                          | 0                             | 100.00                                                    | 0.00                                                    |
| Total                                                                                                                                                                                                                                                                                        | 70492745           | 43183992            | 61.26                                                        | 43183992                        | 0                             | 100.00                                                    | 0.00                                                    |
| <b>Resolution No. 2. To Declare Dividend on Equity Shares. (Ordinary Resolution)</b>                                                                                                                                                                                                         |                    |                     |                                                              |                                 |                               |                                                           |                                                         |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                  | 22965134           | 22965134            | 100.00                                                       | 22965134                        | 0                             | 100.00                                                    | 0.00                                                    |
| Public – Institutional Holders                                                                                                                                                                                                                                                               | 29969244           | 20378897            | 68.00                                                        | 20378897                        | 0                             | 100.00                                                    | 0.00                                                    |
| Public-Others                                                                                                                                                                                                                                                                                | 17558367           | 187691              | 1.07                                                         | 187691                          | 0                             | 100.00                                                    | 0.00                                                    |
| Total                                                                                                                                                                                                                                                                                        | 70492745           | 43531722            | 61.75                                                        | 43531722                        | 0                             | 100.00                                                    | 0.00                                                    |
| <b>Resolution No. 3. To Re-appoint of Mr. V. Krishnan (DIN 00034473), who retires by rotation. (Ordinary Resolution)</b>                                                                                                                                                                     |                    |                     |                                                              |                                 |                               |                                                           |                                                         |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                  | 22965134           | 22965134            | 100.00                                                       | 22965134                        | 0                             | 100.00                                                    | 0.00                                                    |
| Public – Institutional Holders                                                                                                                                                                                                                                                               | 29969244           | 20110897            | 67.11                                                        | 8858198                         | 11252699                      | 44.05                                                     | 55.95                                                   |
| Public-Others                                                                                                                                                                                                                                                                                | 17558367           | 187661              | 1.07                                                         | 187611                          | 50                            | 99.97                                                     | 0.03                                                    |
| Total                                                                                                                                                                                                                                                                                        | 70492745           | 43263692            | 61.37                                                        | 32010943                        | 11252749                      | 73.99                                                     | 26.01                                                   |
| <b>Resolution No. 4. To Ratify the appointment of M/s. S. R. Batliboi &amp; Associates LLP, Chartered Accountants, as Statutory Auditors of the Company. (Ordinary Resolution)</b>                                                                                                           |                    |                     |                                                              |                                 |                               |                                                           |                                                         |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                  | 22965134           | 22965134            | 100.00                                                       | 22965134                        | 0                             | 100.00                                                    | 0.00                                                    |
| Public – Institutional Holders                                                                                                                                                                                                                                                               | 29969244           | 20110897            | 67.11                                                        | 20110897                        | 0                             | 100.00                                                    | 0.00                                                    |
| Public-Others                                                                                                                                                                                                                                                                                | 17558367           | 187661              | 1.07                                                         | 187661                          | 0                             | 100.00                                                    | 0.00                                                    |
| Total                                                                                                                                                                                                                                                                                        | 70492745           | 43263692            | 61.37                                                        | 43263692                        | 0                             | 100.00                                                    | 0.00                                                    |

**Just Dial Limited**

CIN NO: L74140MH1993PLC150054

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| Resolution No. 5. To Adopt New set of Articles of Association of the Company. (Special Resolution)      |          |          |        |          |         |         |       |
|---------------------------------------------------------------------------------------------------------|----------|----------|--------|----------|---------|---------|-------|
| Promoter and Promoter Group                                                                             | 22965134 | 22965134 | 100.00 | 22965134 | 0       | 100.00  | 0.00  |
| Public – Institutional Holders                                                                          | 29969244 | 20084423 | 67.02  | 19206687 | 877736  | 95.6297 | 4.37  |
| Public-Others                                                                                           | 17558367 | 187661   | 1.07   | 187611   | 50      | 99.97   | 0.03  |
| Total                                                                                                   | 70492745 | 43237218 | 61.34  | 42359432 | 877786  | 97.97   | 2.03  |
| Resolution No. 6. To increase in limits of investments in other bodies corporates. (Special Resolution) |          |          |        |          |         |         |       |
| Promoter and Promoter Group                                                                             | 22965134 | 22965134 | 100.00 | 22965134 | 0       | 100.00  | 0.00  |
| Public – Institutional Holders                                                                          | 29969244 | 20110897 | 67.11  | 11641020 | 8469877 | 57.88   | 42.12 |
| Public-Others                                                                                           | 17558367 | 187661   | 1.07   | 187261   | 400     | 99.79   | 0.21  |
| Total                                                                                                   | 70492745 | 43263692 | 61.37  | 34793415 | 8470277 | 80.42   | 19.58 |

**Note:** All the aforesaid Resolutions were passed with requisite majority.

This intimation is given pursuant to Clause 35A of the Listing Agreement.

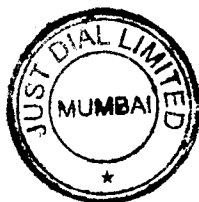
Thanking you

Yours truly,

For Just Dial Limited

*Sachin Jain*

Sachin Jain  
Company Secretary



Date            October 1, 2015  
Place           Mumbai

# V. B. KONDALKAR & ASSOCIATES

*Company Secretaries*

202, Midas Enclave, A-Wing Dadiseth Agyari Road, Near Babulin Naka, Malad (West), Mumbai-400 064.  
Tel. : 28806348 • Mobile : 9320028423 • e-mail : vbkondalkar@rediffmail.com

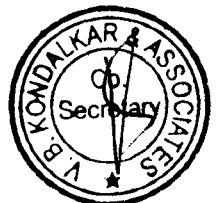
## COMBINED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,  
The Chairman  
**JUST DIAL LIMITED**  
Palm Court Bldg-M, 501/B, 5th Floor,  
New Link Road, Beside Goregaon Sports Complex,  
Malad (West), Mumbai – 400064

Dear Sir,

1. I, Vijay Babaji Kondalkar, Practicing Company Secretary, has been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of Scrutinizing the e-voting along with Ballot Forms, and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the Resolutions") of the 21<sup>st</sup> Annual General Meeting of the members of the Company, held on Wednesday 30<sup>th</sup> September, 2015 at 3.30 p.m. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai - 400 064.
2. The notice along with explanatory statement setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions to be passed at the said AGM of the Company.
3. The management of the Company is responsible to ensure that compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means and Ballot forms on the resolutions contained in the Notice. My responsibility as a scrutinizer for the e-voting process, ballot forms attached with notice and voting through ballot forms at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from e-voting process system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities, Ballot forms attached with notice received and Ballot forms received at AGM.

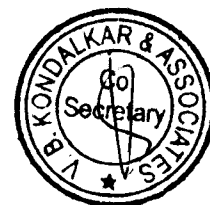


4. I have issued this Combined scrutinizers reports in respect of the e-voting commence from Sunday, 27<sup>th</sup> September, 2015 at 9.00 a.m.(IST) and ended on Friday, 29<sup>th</sup> September, 2015 at 5.00 p.m.(IST) along with vote casted through the Ballot Form at Annual General Meeting. The result of e-voting along with Ballot Form is annexed with this report as an **Annexure**.
5. Further to the, I submit my report as under:-
- I. The e-voting period commenced from Sunday, 27<sup>th</sup> September, 2015 at 9.00 a.m. (IST) and ended on Friday, 29<sup>th</sup> September, 2015 at 5.00 p.m.(IST).
  - II. No Ballot Form has been received till Tuesday, 29<sup>th</sup> September, 2015 (5.00 p.m.) at the end at Karvy Computershare Private Limited.
  - III. The members, who were the members of the Company as on the "cut-off" date i.e. Wednesday, 23<sup>rd</sup> September, 2015 entitled to vote on the resolutions.
  - IV. The Ballot Forms facility was also provided at 21<sup>st</sup> Annual General Meeting on Wednesday, 30<sup>th</sup> September, 2015 for those members who attended the meeting but not voted through remote e-voting facility or Ballot Form attached with notice.
  - V. The votes cast via remote e-voting were unblocked on Wednesday, September 30, 2015, immediately after the count the vote cast at the meeting, in the presence of 2 witnesses, Mr. Manish Gupta and Mr. Vaibhav Shirodkar, who are not in the employment of the Company.
  - VI. Thereafter considering remote e-voting and voting through the Ballot forms at meeting, the Combined result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of Karvy Computershare Private Limited("Karvy") i.e. <https://evoting.karvy.com> and is based on such report generated.

All the Resolutions stands passed, under e-voting along with Ballot Form, with the requisite majority.

I hereby confirm that I am maintaining the record received from the service provided, in respect of the vote cast through e voting and Ballot papers by the Equity Shareholders of the Company.

I hereby also declare that along with this I have handed over to Mr. Sachin Jain, Company Secretary of the Company, a Compact Disc (CD) containing the list of Equity Shareholders who voted "**For**", "**Against**" and those whose votes were declared



invalid for each resolution is enclosed. According to my observations, the process of e-voting and Ballot Papers has been conducted in a fair and transparent manner.

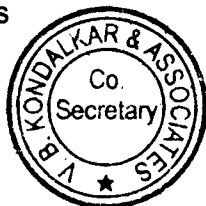
Thanking You,

Yours faithfully,

For V. B. Kondalkar and Associates  
Company Secretaries

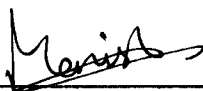


Vijay B. Kondalkar  
Proprietor  
Membership No. 15697, CP No. 4597

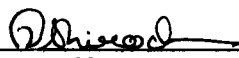


Place: Mumbai  
Date: 30-09-2015

Witness 1: Mr. Manish Gupta

: 

Witness 2: Mr. Vaibhav Shirodkar

: 

Signature:   
By Chairman of the meeting

# Just Dial Limited

(CIN - L74140MH1993PLC150054)

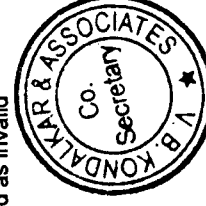
Annexure to Combined Scrutinizer's Report in respect e-voting and voting through Ballot Forms at 21st Annual General Meeting of Just Dial Limited held on 30th September, 2015

| Res. No. | Particular of Resolution                                                                                                                                                                                                           | Mode     | Ballots Received | Total Votes | Total Valid Votes | Favour  |              | Ballots                | Against      |                        | Invalid* |              |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|------------------|-------------|-------------------|---------|--------------|------------------------|--------------|------------------------|----------|--------------|
|          |                                                                                                                                                                                                                                    |          |                  |             |                   | Ballots | No. of Votes | % of total Valid Votes | No. of Votes | % of total Valid Votes | Ballots  | No. of Votes |
| 1        | Consider and Adopt Standalone financial statement together with Directors and Auditors Report thereupon for the year ended March 31, 2015 and Audited Consolidated financial statement for the financial year ended March 31, 2015 | E-Voting | 170              | 43469524    | 43121794          | 153     | 43121794     | 100.00                 | 0            | 0.00                   | 17       | 347730       |
|          |                                                                                                                                                                                                                                    | Physical | 28               | 62206       | 62198             | 26      | 62198        | 100.00                 | 0            | 0.00                   | 2        | 8            |
|          |                                                                                                                                                                                                                                    | Total    | 198              | 43531730    | 43183992          | 179     | 43183992     | 100.00                 | 0            | 0.00                   | 19       | 347738       |
| 2        | To Declare Dividend on Equity Shares                                                                                                                                                                                               | E-Voting | 170              | 43469524    | 43469524          | 170     | 43469524     | 100.00                 | 0            | 0.00                   | 0        | 0            |
|          |                                                                                                                                                                                                                                    | Physical | 28               | 62206       | 62198             | 26      | 62198        | 100.00                 | 0            | 0.00                   | 2        | 8            |
|          |                                                                                                                                                                                                                                    | Total    | 198              | 43531730    | 43531722          | 196     | 43531722     | 100.00                 | 0            | 0.00                   | 2        | 8            |
| 3        | To Re-appoint Mr. V. Krishnan, who retires by Rotation                                                                                                                                                                             | E-Voting | 170              | 43469524    | 43201494          | 105     | 31948745     | 73.95                  | 63           | 11252749               | 26.05    | 2            |
|          |                                                                                                                                                                                                                                    | Physical | 28               | 62206       | 62198             | 26      | 62198        | 100.00                 | 0            | 0.00                   | 2        | 8            |
|          |                                                                                                                                                                                                                                    | Total    | 198              | 43531730    | 43263692          | 131     | 32010943     | 73.99                  | 63           | 11252749               | 26.01    | 4            |
| 4        | To Ratify the appointment of M/s. S.R. Batliboi and Associates LLP, Chartered Accountants, Statutory Auditors of the Company                                                                                                       | E-Voting | 170              | 43469524    | 43201494          | 168     | 43201494     | 100.00                 | 0            | 0.00                   | 2        | 268030       |
|          |                                                                                                                                                                                                                                    | Physical | 28               | 62206       | 62198             | 26      | 62198        | 100.00                 | 0            | 0.00                   | 2        | 8            |
|          |                                                                                                                                                                                                                                    | Total    | 198              | 43531730    | 43263692          | 194     | 43263692     | 100.00                 | 0            | 0.00                   | 4        | 268038       |
| 5        | To Adopt New set of Articles of Association of the Company                                                                                                                                                                         | E-Voting | 170              | 43469524    | 43175020          | 157     | 42297234     | 97.97                  | 10           | 877786                 | 2.03     | 3            |
|          |                                                                                                                                                                                                                                    | Physical | 28               | 62206       | 62198             | 26      | 62198        | 100.00                 | 0            | 0.00                   | 2        | 8            |
|          |                                                                                                                                                                                                                                    | Total    | 198              | 43531730    | 43237218          | 183     | 42359432     | 97.97                  | 10           | 877786                 | 2.03     | 5            |
| 6        | To Increase in limits of investments in other bodies corporates                                                                                                                                                                    | E-Voting | 170              | 43469524    | 43201494          | 97      | 34731217     | 80.39                  | 71           | 8470277                | 19.61    | 2            |
|          |                                                                                                                                                                                                                                    | Physical | 28               | 62206       | 62198             | 26      | 62198        | 100.00                 | 0            | 0.00                   | 2        | 8            |
|          |                                                                                                                                                                                                                                    | Total    | 198              | 43531730    | 43263692          | 123     | 34793415     | 80.42                  | 71           | 8470277                | 19.58    | 4            |

## Note \*

1. In case of e-voting those shareholders who have not casted their vote either in favour or in against their vote has been considered as invalid
2. In Case of Physical Ballot those shareholders who casted their vote incorrectly their vote has been considered as invalid.

For V. B. Kondalkar and Associates  
Company Secretaries



Vijay B. Kondalkar  
Proprietor  
ACS No. 15697, C. P. No. 4597

Place: Mumbai  
Date: 30-09-2015

Witness 1: Mr. Manish Gupta  
*Manish*

Witness 2: Vaibhav Shiroodkar  
*Vaibhav*