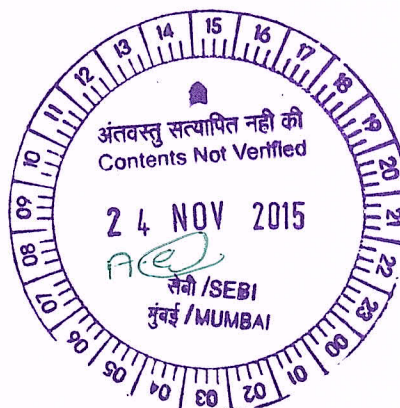


Corporate and
Investment Banking



November 24, 2015

Securities and Exchange Board of India
Division of Corporate Restructuring
Corporation Finance Department
SEBI Bhavan, Plot No. C4 A, G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, India



Dear Sir/Madam:

OFFER TO BUY BACK UP TO 10,61,499 FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS. 10 EACH ("EQUITY SHARES") OF JUST DIAL LIMITED (THE "COMPANY") AT A PRICE OF RS. 1,550 PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER

The Company is proposing to undertake the buy-back of up to 10,61,499 Equity Shares aggregating up to 1.50% of the fully paid-up Equity Share capital of the Company, at a price of Rs.1,550 per Equity Share payable in cash for an amount aggregating up to Rs.164,53,23,450, being up to 25% of the fully paid-up equity share capital and free reserves of the Company for the financial year ended March 31, 2015, from the shareholders of the Company (the "**Shareholders**") on a proportionate basis by way of tender offer through the stock exchange mechanism (the "**Buy-back**") in accordance with the provisions of the Companies Act, 2013 (the "**Companies Act**"), the Companies (Share Capital and Debentures) Rules, 2014 (the "**Share Capital Rules**"), the Companies (Management and Administration) Rules, 2014 (the "**Management Rules**") and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "**Buy Back Regulations**").

The proposed Buy-back has received the approval of the board of directors of the Company on June 4, 2015. The Company has also received approval from its shareholders for the proposed Buy-back by way of a special resolution through postal ballot, the results of which were announced on November 21, 2015.

The Company has appointed Citigroup Global Markets India Private Limited as the manager to the Buy-back.

In connection with this Buy-back, we hereby submit the following:

1. A copy of the public announcement dated November 23, 2015 (the "**PA**") duly signed by the Company Secretary, the Managing Director and a Director of the Company.
2. A compact disc containing the soft copy of the public announcement in.pdf format.

Should you require any further information from us, we would be pleased to furnish the same.



Please feel free to contact the following persons from Citigroup Global Markets India Private Limited if you require any information or clarification:

Contact Person	Telephone	Email
Pankaj Jain	+91-22-6175 9818	Pankaj.jain@citi.com
Mitul Shah	+91-22-6175 9844	Mitul1.shah@citi.com

Sincerely,

Citigroup Global Markets India Private Limited



Authorized Signatory

Name: PANKAJ JAIN

Designation: DIRECTOR

Contact Number: +91 22 6175 9818

Email: pankaj.jain@citi.com