Justdial™

CIN: L74140MH1993PLC150054

Regd. Office: Palm Court, Building-M, 501/B, 5th Floor, Besides Goregaon Sports Complex, New Link Road, Malad (West), Mumbai - 400 064.

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS OF JUST DIAL LIMITED (THE "COMPANY") FOR THE BUY BACK OF EQUITY SHARES THROUGH A TENDER OFFER UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY BACK OF SECURITIES) REGULATIONS, 1998 (THE "BUY BACK REGULATIONS")

This public announcement (the "Public Announcement") is being made in accordance with the provisions of Regulation 8(1) of the Buy Back Regulations and Part A of Schedule II to the Buy Back Regulations.

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

1. DETAILS OF THE BUY-BACK OFFER AND OFFER PRICE

1.1. The Board of Directors of the Company (the "Board") at its meeting held on June 4, 2015 ("Board Meeting") approved 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 through a tender offer (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 in compliance with the Buy Back Regulations. The Shareholders approved the Buy- back, by way of a special resolution, through postal ballot by way of a postal ballot notice dated August 25, 2015 ("Postal Ballot Notice"), the results of which were announced on November 21, 2015. The Buy-back is subject to receipt of any approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, including the Securities and Exchange Board of India ("SEBI"), and the stock exchanges on which the Equity Shares are listed, namely, the National Stock Exchange of India Limited ("NSE"), the BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited ("MSEIL" together with NSE and BSE, the "Stock Exchanges").

1.2. The Buy-back shall be undertaken on a proportionate basis from the Shareholders as of December 4, 2015 (the "Record Date") through the tender offer process prescribed under Regulation 4(1)(a) of the Buy Back Regulations. Additionally, the Buy- back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the stock exchange mechanism as specified by SEBI in the circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015 (the "SEBI Circular").

1.3. The price at which the Company proposes to undertake the Buy- back, being Rs. 1,550 per Equity Shares (the "Buy Back Offer Price") has been arrived at after considering various factors such as the volume weighted average price of the Equity Shares on NSE and BSE, where the Equity Shares are listed, the net-worth of the Company and the impact of the Buy- back on the earnings per Equity Share. The Buy Back Offer Price represents (i) a premium of 28.17% and 28.26% over the average closing prices of the Equity Shares on NSE and BSE, respectively, during the three months preceding June 1, 2015 (the date of the intimation to the Stock Exchanges regarding the Board Meeting); and (ii) 37.56% and 37.68% over the average closing prices of the Equity Shares on NSE and BSE, respectively, for two weeks preceding the date of the intimation to the Stock Exchanges regarding the convening of the Board Meeting. The Equity Shares of the Company have not been traded on MSEIL since the date of listing .

2. NECESSITY/RATIONALE FOR BUY-BACK

The Buy-back is being undertaken by the Company to return surplus funds to its Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. Additionally, the Company's management strives to increase Shareholders' value and the Buy-back would result in, amongst other things:

(i) improving earnings per share;
(ii) improving return on capital and net-worth;
(iii) achieving optimum capital structure;
(iv) mitigating the effects of short-term market volatility; and
(v) enhancing shareholders' confidence.

3. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK

The maximum amount required under the Buy-back shall aggregate up to Rs.164,53,23,450 for the Buy-back being up to 25% of the aggregate of fully paid-up Equity Share capital and free reserves of the Company for the financial year ended March 31, 2015.

4. MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES

The Equity Shares are proposed to be bought back for a price of Rs. 1,550 per Equity Share.

5. PROCESS AND METHODOLOGY FOR THE BUY-BACK

5.1 The Buy-back shall be available to all Shareholders holding Equity Shares either in physical or dematerialized form on the Record Date. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(1) of the Buy Back Regulations. Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circular.

5.2 The Company has appointed Citigroup Global Markets India Private Limited as the registered broker to the Company (the "Company Broker") to facilitate the process of tendering of Equity Shares through the Stock Exchange mechanism for the Buy-back as described in paragraph 5.4 below. In the tendering process, the Company Broker may also process the orders received from the Shareholders. The details of the Company Broker are as follows:

Citigroup Global Markets India Private Limited
1202, 12th Floor, First International Financial Centre, G Block, Bandra Kurla Complex, Mumbai - 400 051
Tel: +91 22 6175 9999; Fax: +91 22 6175 9898
Contact Person: Preethi Shetty; E-mail: justdial.buyback@citi.com
SEBI Registration Number: INM000010718

5.3 BSE, has been appointed the designated stock exchange to provide a separate acquisition window to facilitate placing of sell orders by Shareholders who wish to tender their Equity Shares in the Buy-back

5.4 At the beginning of the tendering period, the order for buying up to 10,61,499 Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a "Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Shareholders.

5.5 The Equity Shares proposed to be bought back by the Company shall be divided into two categories; (a) reserved category for Small Shareholders and (b) the general category for all other shareholders. As defined in the Buy Back Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price of the Equity Shares on a recognised stock exchange in which the highest trading volume in respect of such Equity Shares on the Record Date, is not more than Rs. 2,00,000.

5.6 In accordance with Regulation 6 of the Buy Back Regulations, 15% of the number of Equity Shares, which the Company proposes to buy-back or number of Equity Shares entitled as per the shareholding of the small shareholders, whichever is higher, shall be reserved for the small shareholders in this Buy Back".

5.7 Procedure to be followed by Shareholders holding Equity Shares in dematerialised form:

5.7.1 Shareholders who desire to tender Equity Shares held by them in dematerialised form in the Buy-back would have to do so through their respective Shareholder Broker by indicating to such Shareholder Broker the details of the Equity Shares they intend to tender under the Buy-back.

5.7.2 Each Shareholder Broker would be required to transfer the Equity Shares, which will be tendered in the Buy-back, to a special account of the Clearing Corporation of India Limited (the "Clearing Corporation") specifically created for the purpose of the Buy-back (the "Special Account").

5.7.3 The details of the Special Account shall be provided in the issue opening circular that will be issued by BSE or the Clearing Corporation.

5.7.4 For custodian participant orders, for dematerialised Equity Shares, early pay-in is mandatory prior to confirmation of the order by the custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.

5.8 Procedure to be followed by Registered Equity Shareholders holding Equity Shares in the Physical form:

5.8.1 Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buy-back will be required to approach their respective Shareholder Broker along with the complete set of documents for verification procedures to be carried out. The documents include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter Identity Card or (iii) Passport.

5.8.2 Each Shareholder Broker or Shareholder is required to deliver the original share certificate(s) and documents as mentioned in paragraph 5.8.1 along with the Transaction registration Slip containing details of order submitted including the bid identification number, the application number, DP ID, Client ID in case of dematerialised Equity Shares or the folio number, certificate number, distinctive numbers and the number of Equity Shares tendered in case of Equity shares held in the physical form and the number of Equity Shares tendered either by registered post or courier or hand delivery to the Registrar and Transfer Agent (the "RTA") within two days of bidding by such Shareholder Broker. The envelope should be super scribed as "Just Dial Buy-back Offer 2015". One copy of the TRS will be retained by RTA and it will provide acknowledgement of the same to such Shareholder Broker or Shareholder.

5.8.3 Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy Back Regulations and any further directions issued in this regard. The RTA will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as "unconfirmed physical bids". Once, RTA confirms the bids it will be treated as "Confirmed Bids".

5.8.4 Modification or cancellation of orders will only be allowed during the tendering period of the Buy-back.

5.8.5 The cumulative quantity of Equity Shares tendered shall be made available on the website of BSE, at www.bseindia.com, throughout the trading session and will be updated at specific intervals during the tendering period.

6. METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per Buy Back Regulations:

6.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

6.2 The Company will pay the consideration to the Company Broker on or before the pay-in date for settlement. For Equity Shares accepted under the Buy-back, the respective Shareholder Brokers will receive funds payout in their settlement bank account.

6.3 The Equity Shares bought back in the dematerialised form would be transferred directly to the escrow account of the Company (the "Demat Escrow Account") from the Special Account.

6.4 Equity Shares which have not been accepted or are rejected under the Buy-back by the Company, which are held in (i) the dematerialised form, shall be returned to the respective Shareholder Broker by the Clearing Corporation; and (ii) the physical form, will be returned to the Shareholders directly by RTA.

6.5 Each Shareholder Broker will issue contract note and pay on behalf of the Shareholders the consideration for the Equity Shares accepted under the Buy-back and return the balance unaccepted Equity Shares to their respective clients. The Company Broker would also issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

6.6 Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the respective Shareholder Broker upon the Shareholders for tendering Equity Shares in the Buy-back. The Buy-back consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders tendering their Equity Shares in the Buy-back.

The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy Back Regulations.

7. DETAILS OF SHAREHOLDING OF PROMOTERS AND INTENTION TO PARTICIPATE IN THE BUY-BACK

7.1 The aggregate shareholding of V.S.S. Mani, V. Krishnan, Ramani Iyer and Anita Mani (collectively, the "Promoters") as on the date of the postal ballot notice, being August 25, 2015, is as follows:

Sr. No.	Name	Number of Equity Shares	% of Shareholding
1.	V.S.S. Mani	1,97,74,011	28.04
2.	V. Krishnan	13,51,300	1.92
3.	Ramani Iyer	12,11,111	1.72
4.	Anita Mani	6,28,712	0.89
	Total	**2,29,65,134**	**32.57**

7.2 The aggregate number of equity shares purchased or sold by persons mentioned in sub clause 7.1 during a period of six months preceding the date of Board Meeting and from the date of the Board Meeting till the date of the postal ballot notice for the Buy-back, being August 25, 2015:

I. Six months preceding the date of board meeting:

Name	Aggregate No. of Equity Shares Purchased or Sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
V. Krishnan	(46,365)	Market Sale	1,326.39	April 1, 2015	1,070.48	April 21, 2015
Ramani Iyer	(1,20,000)	Market Sale	1,368.63	April 8, 2015	1,315.10	April 6, 2015
	(84,000)	Gifted	N.A	N.A	N.A	N.A
Anita Mani	84,000	Received Gift	N.A	N.A	N.A	N.A

II. From the date of Board meeting till the date of notice of postal ballot:

Name	Aggregate No. of Equity Shares Purchased or Sold	Nature of Transaction	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
V. Krishnan	(17,700)	Market Sale	1,181.66	July 10, 2015	960.93	August 20, 2015

7.3 In terms of the Buy Back Regulations, the Promoters have the option to participate in the Buy-back. The Promoters have expressed their intention to participate in the Buy-back through their individual letters each dated and August 24, 2015, to participate in the Buy-back and tender an aggregate maximum of 3,45,854 Equity Shares or such lower number of Equity Shares as required in compliance with the Buy Back Regulations or in terms of the Buy-back.

Please see below the maximum number of Equity Shares to be tendered by each of the Promoters in the Buy-back:

Sr. No.	Name of the Promoter	Maximum Number of Equity Shares intended to be tendered
1.	V. S. S. Mani	2,97,762
2.	Ramani Iyer	18,237
3.	V. Krishnan	20,388
4.	Anita Mani	9,467
	Total	**345,854**

7.4 Except as provided in 7.2 above, the promoters have not been involved in any transactions and there has been no change in their shareholdings for the last six months prior to the date of the Board Meeting at which the Buy-back was approved and from the date of the Board Meeting till the date of the Postal Ballot Notice.

Details of the date and price of acquisition of the Equity Shares that the Promoters intend to tender are set-out below:

(i) V.S.S. Mani

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
April 24, 2010	Allotment	2,22,95,790	Bonus issue in the ratio of 55:1	10	-
March 25, 2011	Gifted	(3,87,224)	Gift	10	-
May 11, 2012	Allotment pursuant to conversion of Preference Shares Series B	1	-	10	-
August 8, 2012	Sale	(9,82,276)	Cash	10	488.66
June 1, 2013	Sale (IPO)	(15,57,658)	Cash	10	525.30
TOTAL		**1,93,68,633**			

(ii) Anita Mani:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
February 24, 2015	Received as gift	84,000	Gift	10	-
TOTAL		**84,000**			

(iii) Ramani Iyer:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
April 24, 2010	Allotment	21,57,815	Bonus issue in the ratio of 55:1	10	-
June 29, 2011	Sale	(1,63,763)	Cash	10	344.88
June 1, 2013	Sale (IPO)	(6,18,174)	Cash	10	525.30
February 24, 2015	Gifted	(84,000)	Gift	10	-
April 6, 2015	Sale	(20,000)	Cash	10	1,316
April 8, 2015	Sale	(1,00,000)	Cash	10	1,368.63
TOTAL		**11,71,878**			

(iv) V. Krishnan:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
April 24, 2010	Allotment	21,57,815	Bonus issue in the ratio of 55:1	10	-
March 25, 2011	Received as gift	3,87,224	Gift	10	-
June 29, 2011	Sale	(1,63,763)	Cash	10	344.88
August 8, 2012	Sale	(3,73,000)	Cash	10	488.66
June 1, 2013	Sale (IPO)	(6,32,144)	Cash	10	525.30
March 31, 2015	Sale	(13,225)	Cash	10	1,323.03
April 01, 2015	Sale	(27,140)	Cash	10	1,326.39
April 21, 2015	Sale	(6,000)	Cash	10	1,070.48
July 10, 2015	Sale	(15,000)	Cash	10	1,181.66
August 20, 2015	Sale	(2700)	Cash	10	960.93
TOTAL		**13,12,067**			

8. We confirm that there are no defaults subsisting in new repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.

9. The Board has made full enquiry into the affairs and prospects of the Company and are of the opinion:
   (i) that immediately following the date of the shareholders' approval or the Board Meeting, there will be no grounds on which the Company could be found to be unable to pay its debts;
   (ii) as regards its prospects for the year immediately following that date that, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will in their view be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date; and
   (iii) that in forming the opinions as set out in paragraphs 9(i) and 9(ii) for the above purposes, the Board shall take into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities) or Companies Act, 2013 and the rules made thereunder, as may be applicable.

10. AUDITOR'S REPORT

Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment:

The text of the Report dated August 25, 2015 received from S. R. Batliboi & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Auditor's Report

August 25, 2015
To,
The Board of Directors
Just Dial Limited
Palm Court Bldg. –M, 501/B,
5th Floor, New Link Road,
Besides Goregoan Sports Club,
Malad (West), Mumbai – 400064
Dear Sir,

Sub: Report in Terms of Clause (xi) of Part A of Schedule II of the Securities and Exchange Board of India (Buy-back of Securities) (Amendment) Regulations, 2015 ('SEBI Regulations')

In connection with the proposed buyback of up to 10,61,499 equity shares of Rs. 10 each ('Equity Shares') at a maximum price of Rs. 1,550/- per Equity Share, approved by the Board of Directors of Just Dial Limited (the 'Company') at its meeting held on June 4, 2015, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the 'Act') and Clause (xi) of Part A of Schedule II of SEBI Regulations and based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:

1. We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2015, which are subject to approval of the members at the Annual General Meeting, unaudited published results for the three months ended June 30, 2015 as approved by the Board of Directors in their meeting held on July 27, 2015.
2. The amount of permissible capital for the buy-back of Equity Shares is (as set out in attached Statement hereto, prepared by the Company and signed by us for identification purposes), in our view, properly determined as per Sections 68 (2) (c) of the Companies Act, 2013;
3. Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, further, report that we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on June 4, 2015 is unreasonable in all the circumstances in the present context
4. The Board of Directors in their meeting held on June 4, 2015, have formed the opinion as specified in of Clause 17 (m) of The Companies (Share Capital and Debentures) Rules, 2014 and in terms of Clause (xi) of Part A of the Schedule II of the Securities Exchange Board of India (Buyback of Securities) Regulations, 1998, on reasonable grounds that the Company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year from that date.
5. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The compliance with the provisions of the Act and SEBI Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buyback and report that the audited accounts on the basis of which calculation with reference to buyback is done and read the resolution of the Board of Directors for the meeting held on June 4, 2015 referred to in paragraph 1 and 5 above.

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Regulations solely to enable the Board of Directors of the Company to include it in postal ballot notice, public announcement and letter of offer to be circularised to the shareholders and filed with various regulatory agencies and providing to parties including the Merchant Banker, in connection with buyback of up to 1,061,499 Equity Shares, in pursuance of provisions of section 68, 69 and 70 of the Companies Act, 2013 ,SEBI Regulations and should not be used for any other purpose or by any other person.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W
per Govind Ahuja
Partner
Membership No: 48966
Place: Mumbai

Statement of maximum amount permissible for the Buy Back in relation to the certificate issued in accordance with section 68 (2) (c) of the Companies Act, 2013 based on Audited Financial Statement for the year ended March 31, 2015.

Particulars	Amount in Rs.
Issued, subscribed and fully paid up equity shares:	
70,492,745 (March 31, 2014: 70,150,550) equity shares of Rs. 10/- each fully paid	704,927,450
Total – A	**704,927,450**
Reserves and surplus	
General reserve	259,498,148
Surplus in the statement of profit and loss	3,105,421,668
Securities premium account	2,511,449,441
Total – B	**5,876,369,257**
Total C = A+B	**6,581,296,707**
Maximum amount permissible for the Buy-back i.e. 25% of total paid-up equity capital and free reserves	1,645,324,177

For Just Dial Limited
Authorised Signatory
Unquote

11. COMPLIANCE OFFICER

Mr. Sachin Jain, Company Secretary and Compliance Officer
501/B, 5th Floor, Palm Court, Building–M, Besides Goregoan Sports Complex,
New Link Road, Malad (West), Mumbai – 400064
Tel.: +91 22 2888 4060; Fax: +91 22 2883 3789; E-mail: investors@justdial.com

Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e. 10:00 a.m. and 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

12. INVESTOR SERVICE CENTRE

In case of any query, the shareholders may contact the Registrar & Share Transfer Agent during working hours i.e. 10:00 a.m. and 4:.30 p.m. all working days except Saturday, Sunday and public holidays at the following address:

KARVY | Computershare

Karvy Computershare Private Limited
Karvy Selenimum
Tower B, Plot Number 31 and 32
Financial District, Gachibowli
Hyderabad 500 032
Tel: +91 40 6716 2222;
Fax: +91 40 2343 1551
E-mail: jd.buybackoffer@karvy.com; Contact Person: M. Murali Krishna/ Williams R

13. MANAGER TO THE BUY-BACK

citi

Citigroup Global Markets India Private Limited
1202, 12th Floor, First International Financial Centre, G Block,
Bandra Kurla Complex, Bandra East, Mumbai – 400 051
Tel: +91 22 6175 9999; Fax: +91 22 6175 9961
Contact Person: Mr. Aashray Tandon; E-mail: justdial.buyback@citi.com
SEBI Registration Number: INM000010718

14. DIRECTORS RESPONSIBILITY

In terms of Regulation 19(1)(a) of the Buy Back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement.

For and on behalf of the Board of Directors of **Just Dial Limited**

V. S. S. Mani	**Anita Mani**	**Sachin Jain**
Managing Director & CEO	**Non-Executive Director**	**Company Secretary**

Date: November 23, 2015
Place: Mumbai