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July 20, 2018

BSE Limited Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 *Scrip Code: 535648*	**National Stock Exchange of India Limited** Listing Department Exchange Plaza Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051 *Scrip Symbol: JUSTDIAL*	**Metropolitan Stock Exchange of India Limited** 4th Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098 *Scrip Symbol: JUSTDIAL*

Dear Sir/Madam,

Subject: Outcome of the Board Meeting

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that a meeting of the Board of Directors of Just Dial Limited (the "**Company**") was held today i.e. on July 20, 2018 and concluded at 8.15 P.M. The meeting *inter alia* transacted the following businesses:

1. Considered and approved the Unaudited Financial Results of the Company along with the Limited Review Report for the 1st quarter ended June 30, 2018.

2. Considered and approved the allotment of 16,096 equity shares of face value of Rs.10 each (the "**Equity Shares**") to certain employees of the Company, pursuant to exercise, by such employees, of vested options granted to them under relevant Employee Stock Option Schemes of the Company.

3. Approved the proposal to Buy-back (the "**Buy-back**") of up to 27,50,000 (Twenty Seven Lakhs Fifty Thousand Equity Shares), for an aggregate amount not exceeding Rs. 220,00,00,000 (Rupees Two Hundred and Twenty Crores Only) (the "**Maximum Buyback Size**"), at a price not exceeding Rs. 800 per Equity Share (the "**Maximum Buyback Price**"). The Buyback is proposed to be made from the existing Shareholders of the Company on a proportionate basis under the tender offer route in accordance with the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the **"Buyback Regulations"**) and the Companies Act, 2013 and rules made thereunder. The Maximum Buyback Size represents 24.26% of the total Paid-up Equity Share Capital and Free Reserves based on the standalone audited financial statements of the Company as on March 31, 2018, which is in compliance with the maximum permissible limit of 25% of the Paid-up Equity Share Capital and Free Reserves in accordance with Section 68(2) of the Companies Act, 2013.

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permissible limit of 25% of the Paid-up Equity Share Capital and Free Reserves in accordance with Section 68(2) of the Companies Act, 2013.

The Maximum Buyback Size does not include any expenses incurred or to be incurred for the Buy-back like filing fees, advisory fees, public announcement publication expenses, printing and dispatch expenses, taxes and other incidental and related expenses. The details required to be disclosed in accordance with the SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure 1A.

4. Decided to convene 24th Annual General Meeting of the Shareholders of the Company on Friday, September 28, 2018 and approved the draft Notice of Annual General Meeting.

We request you to take the same on record.

Thanking You,

Yours faithfully,

For Just Dial Limited

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Sachin Jain
Company Secretary

Annexure 1A

Sr. No.	Particulars	Disclosures
1.	Number of securities proposed for buyback	Maximum 27,50,000 Equity Shares at maximum buy-back price of Rs. 800 per Equity Share. The maximum number of Equity Shares proposed to be bought back may increase in case the actual price of the Buy-back is less than the maximum price of the Buy-back, however in any case, it will not be more than 25 % of paid up equity share capital and free reserves of the Company in terms of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998. Further, the Company shall ensure compliance with the minimum public shareholding requirement as per conditions for continuous listing prescribed in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Number of securities proposed for buyback as a percentage of existing paid up capital	Not exceeding 25% of the paid up equity share capital and free reserves of the Company. Up to 27,50,000 Equity Shares amounting up to 4.08% of the paid-up equity share capital of the Company.
3.	Buyback price	Maximum price of Rs. 800 per equity share.
4.	Actual securities in number and percentage of existing paid up capital bought back	Up to 27,50,000 Equity Shares amounting up to 4.08% of the paid-up equity share capital of the Company. Please note that the number of Equity Shares may differ depending upon the actual number of Equity Shares of the Company bought back in the Buy-back. Accordingly, the actual number of Equity Shares bought back (including as a percentage of the existing paid-up Equity Share capital) will be provided on completion of the Buy-back.
5.	Pre & post shareholding pattern	Please see Annexure 1B for details of the pre-Buy-back shareholding pattern of the Company as of June 30, 2018. The details of the post Buy-back shareholding pattern are currently unavailable and will be provided on completion of the Buy-back.

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Annexure 1B

Pre-Buy-back Shareholding Pattern of the Company as on June 30, 2018

Category	Pre-Buyback	
	No. of Equity Shares	% of Equity Shares
(A) Promoter & Promoter Group	22860464	33.92
(B) Public	44539862	66.08
(C1) Shares underlying DRs	-	-
(C2) Shares held by Employee Trust	-	-
(C) Non Promoter-Non Public	-	-
Grand Total	**67400326**	**100.00**

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