

September 30, 2022

To

BSE Limited Department of Corporate Services Listing Department P J Tower, Dalal Street, Mumbai - 400001 <i>Scrip Code: 535648</i>	National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 <i>Trading Symbol: JUSTDIAL</i>	Metropolitan Stock Exchange of India Limited 205(A), 2 nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla (West), Mumbai - 400070 <i>Trading Symbol: JUSTDIAL</i>
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Sub: Voting Results in respect of the Twenty Eighth Annual General Meeting of the Company

Dear Sir/Madam,

The voting results in the format prescribed under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic system), in respect of the Twenty Eighth Annual General Meeting of the Company held on Thursday, September 29, 2022 are enclosed.

Kindly take the same on record.

Thanking you,

Yours truly,

For Just Dial Limited

MANAN
YOGENDRA
UDANI

Digitally signed by MANAN
YOGENDRA UDANI
Date: 2022.09.30 20:06:44 +05'30'

**Manan Udani
Company Secretary**

Encl: As above

Just Dial Limited

CIN: 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

☎ 088888-88888 | www.justdial.com

JUST DIAL LIMITED
Format for Voting Results

Date of the AGM/EGM:	29-09-2022
Total number of shareholders on record date: (i.e September 22, 2022 -cut-off for voting purpose)	103628
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	2
Public:	90

Agenda-wise Disclosure

Resolution No. 1 a)	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled\$ (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,48,94,729	6,48,94,729	100.0000	6,48,94,729	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,48,94,729	100.0000	6,48,94,729	0	100.0000	0.0000
Public- Institutions	E-Voting	73,56,755	67,91,698	92.3192	67,91,698	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		67,91,698	92.3192	67,91,698	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1,20,52,608	7,51,732	6.2371	7,51,515	217	99.9711	0.0289
	Poll		38,355	0.3182	38,355	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,90,087	6.5553	7,89,870	217	99.9725	0.0275
Total		8,43,04,092	7,24,76,514	85.9703	7,24,76,297	217	99.9997	0.0003

Whether the resolution is passed or not ? (Yes / No): Yes

Resolution No. 1 b)	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled \$ (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,48,94,729	6,48,94,729	100.0000	6,48,94,729	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,48,94,729	100.0000	6,48,94,729	0	100.0000	0.0000
Public- Institutions	E-Voting	73,56,755	67,91,698	92.3192	49,45,334	18,46,364	72.8144	27.1856
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		67,91,698	92.3192	49,45,334	18,46,364	72.8144	27.1856
Public- Non Institutions	E-Voting	1,20,52,608	7,51,732	6.2371	7,51,515	217	99.9711	0.0289
	Poll		38,355	0.3182	38,355	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,90,087	6.5553	7,89,870	217	99.9725	0.0275
Total		8,43,04,092	7,24,76,514	85.9703	7,06,29,933	18,46,581	97.4522	2.5478

Whether the resolution is passed or not ? (Yes / No): Yes

Resolution No. 2	To appoint Mr. V. Subramaniam who retires by rotation as a Director.							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held# (1)	No. of votes polled \$ (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	6,48,94,729	6,48,94,729	100.0000	6,48,94,729	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,48,94,729	100.0000	6,48,94,729	0	100.0000	0.0000
Public- Institutions	E-Voting	73,56,755	67,91,698	92.3192	62,56,228	5,35,470	92.1158	7.8842
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		67,91,698	92.3192	62,56,228	5,35,470	92.1158	7.8842
Public- Non Institutions	E-Voting	1,20,52,608	7,51,732	6.2371	7,51,237	495	99.9342	0.0658
	Poll		38,355	0.3182	38,355	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,90,087	6.5553	7,89,592	495	99.9373	0.0627
Total		8,43,04,092	7,24,76,514	85.9703	7,19,40,549	5,35,965	99.2605	0.7395

Whether the resolution is passed or not ? (Yes / No): Yes

(1) # Represents No. of voting rights and includes voting rights on shares held by Investor Education and Protection Fund (IEPF) Authority [on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended].

(2) \$ Represents valid votes polled.

Note: All the aforesaid resolutions have been passed with requisite majority.

**VKMG****& Associates LLP**
Company Secretaries

**Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the
28th Annual General Meeting (AGM) of Just Dial Limited**

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

To,
The Chairman
JUST DIAL LIMITED
CIN: L74140MH1993PLC150054
Palm Court Bldg-M, 501/B, 5th Floor,
New Link Road, Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400064

Sub: 28th Annual General Meeting (**AGM**) of the members of **JUST DIAL LIMITED** (the
“**Company**”) held on Thursday, September 29, 2022, at 4.45 p.m. IST through Video
Conferencing (**VC**).

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on April 29, 2022, I, Vijay Babaji Kondalkar, partner of VKMG & Associates LLP, Practising Company Secretaries, have been appointed as a Scrutinizer for the purpose of scrutinizing the process of voting through electronic means (“**e-voting**”), on the resolutions contained in the notice of AGM dated September 05, 2022 (“**Notice**”), calling the 28th AGM of the members of Company on Thursday, September 29, 2022 at 4.45 p.m. IST through Video Conferencing (VC) or Other Audio-Visual Means (“**OAVM**”).

The management of the Company is responsible to ensure compliance with the requirements of applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and General Circular Nos. 2/2022 dated May 5, 2022, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 2/2021 dated January 13, 2021, 20/2020 dated May 5, 2020, read with General Circular Nos. 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020 (collectively referred to as ‘MCA Circulars’) relating to issuance of notice and e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

The AGM was convened on Thursday, September 29, 2022, at 4.45 p.m. IST through VC/OAVM. The deemed venue for the Meeting was the Registered Office of the Company.

Pursuant to provisions of Sections 101 and 136 of the Act and rules made thereunder and Regulation 36 of Listing regulations and in terms of MCA Circulars and SEBI Circular dated May 13, 2022, the notice of AGM including procedure and instructions for e-voting and Annual Report for FY 2021-2022 was sent through electronic mode to equity shareholders whose email address is registered with the Company / Registrar & Transfer Agent of the Company, KFin Technologies Limited (“**KFinTech**”) / National Securities Depository Limited (“**NSDL**”) / Central Depository Services Limited (“**CDSL**”) / Depository Participants.



LLPIN: AAN-5436

105/108, Lotus Business Park, Ram Baug Lane, Off S V Road, Malad (West), Mumbai – 400064.

+91-22-4601 1261 team@vkmg.in

The Notice of the AGM and Annual Report were placed on the website of the Company, www.justdial.com and on websites of the stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**"), i.e. BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com, www.nseindia.com and www.msei.in, respectively, and the same were also made available on the website of KFin Technologies Limited (KFinTech) (RTA and e-voting agency) at <https://evoting.kfintech.com>.

In terms of MCA Circulars, the Company enabled members, whose email address is not registered, to temporarily update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for the limited purpose of receiving the Notice and Annual Report electronically along with details of User ID and Password to enable e-voting.

The Company also published Newspaper advertisements of Notice of the AGM on September 06, 2022 and September 08, 2022 i.e. before and after the sending of said Notice, in two newspapers namely "Financial Express" (English Newspaper), and "Nav Shakti" (Marathi language newspaper).

My responsibility as Scrutinizer is to scrutinize the process of remote e-voting before the AGM and e-voting (Insta Poll) at the AGM in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Limited ("KFinTech"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Act and engaged by the Company to provide e-voting facility and attendant papers and other relevant documents furnished to me electronically by the Company and/ or KFinTech for my verification. Accordingly, I hereby submit my report as under:

1. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Thursday, September 22, 2022, were entitled to vote either by remote e-voting or e-voting (Insta Poll) at the AGM, on the resolutions (item nos. 1 to 2 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting commenced on Saturday, September 24, 2022, at 9.00 a.m. (IST) and ended on Wednesday, September 28, 2022, at 5.00 p.m. (IST). The remote e-voting module was disabled by KFinTech upon expiry of this period.
3. The facility for voting was also available at the AGM through e-voting (Insta Poll) for those Members who attended the AGM and had not already cast their vote through the remote e-voting facility.
4. The votes cast during the remote e-voting were unblocked on Thursday, September 29, 2022, after the conclusion of the AGM and was witnessed by two witnesses, Mr. Prathmesh Gogarkar and Ms. Shweta Thanekar, who are not in the employment of the Company.
5. The e-votes were reconciled with the records maintained by the Company / KFinTech and the authorizations lodged with the Company / KFinTech on test check basis.
6. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of KFinTech i.e. <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, the voting results are reported.



I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, as an Annexure to this report, based on the reports generated by KFinTech.

All the resolutions put to vote at the AGM stand passed, under remote e-voting along with voting through e-voting (Insta Poll) at the AGM, with the requisite majority and shall be deemed to have been passed on the date of the AGM.

I hereby confirm that I am maintaining the register and records which are required to be maintained under Rule 20 of the Companies (Management and Administration) Rules, 2014 received from the KFinTech, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the AGM by the Equity Shareholders of the Company and will be handed over to Mr. Manan Udani, Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM. According to my observations, the process of remote e-voting and e-voting through Insta Poll at the AGM has been conducted in a fair and transparent manner.

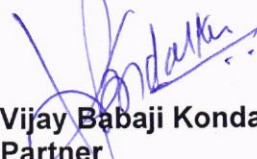
Thanking you,

Yours faithfully,

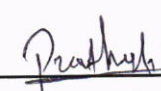


Date: 30-09-2022
Place: Mumbai
UDIN: A015697D001088098

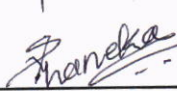
For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300


Vijay Babaji Kondalkar
Partner
ACS-15697
CP-4597
PRN:1279/2021

Witness 1: Mr. Prathmesh Gogarkar

: 

Witness 2: Ms. Shweta Thanekar

: 

Signature: 
Mr. Manan Udani
Company Secretary and Compliance Officer
(Authorised by the Chairman of the AGM)

Just Dial Limited
(CIN - L74140MH1993PLC150054)

Annexure to Consolidated Scrutinizer's Report in respect of remote e-voting along voting through e-voting (Insta Poll) at 28th Annual General Meeting of Just Dial Limited held on September 29, 2022 through Video Conferencing (VC)

Res. No.	Particulars of Resolutions	Mode	Total No. of Members	Total Votes available for voting	Total Valid Votes	Favour			Against			Abstained and Less Votes		
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Abstained Votes	No. of Less Votes
1(a)	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon.	Remote e-voting	282	72438179	72438159	273	72437942	99.9997	7	217	0.0003	2	20	0
		E-voting (Insta Poll)	42	38355	38355	42	38355	100.0000	0	0	0.0000	0	0	0
		Total	324	72476534	72476514	315	72476297	99.9997	7	217	0.0003	2	20	0
1(b)	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2022 and the report of Auditors thereon	Remote e-voting	282	72438179	72438159	268	70591578	97.4508	12	1846581	2.5492	2	20	0
		E-voting (Insta Poll)	42	38355	38355	42	38355	100.0000	0	0	0.0000	0	0	0
		Total	324	72476534	72476514	310	70629933	97.4522	12	1846581	2.5478	2	20	0
2	To appoint Mr. V. Subramaniam, who retires by rotation as a Director	Remote e-voting	282	72438179	72438159	242	71902194	99.2601	40	535965	0.7399	2	20	0
		E-voting (Insta Poll)	42	38355	38355	42	38355	100.0000	0	0	0.0000	0	0	0
		Total	324	72476534	72476514	284	71940549	99.2605	40	535965	0.7395	2	20	0

Note *

1 In case of remote e-voting, two members in relation to resolution no. 2 had cast their vote(s) partially in favour and partially against. Thus, while calculating the number of members who voted in favour and number of members who voted against the said resolution, those members were considered under both the categories.



For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Vijay Kondalkar
Vijay Kondalkar
Partner
ACS No. 15697
C. P. No. 4597
PRN:1279/2021

Place: Mumbai
Date: 30-09-2022
UDIN:A015697D001088098