

INDEPENDENT AUDITOR'S REPORT**To the Members of Just Dial Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of Just Dial Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Act; and
 - (e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W


per Govind Ahuja
Partner

Membership Number: 48966

Place of Signature: Mumbai

Date: July 22, 2013



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Annexure referred to in paragraph [1] under section Report on Other Legal and Regulatory Requirements of our report of even date
Re: Just Dial Limited ('the Company')

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (c) There was no disposal of a substantial part of fixed assets during the year.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 4(ii) of the Order are not applicable to the Company and hence not commented upon.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clause 4(iii)(a) to (d) of the Order are not applicable to the Company and hence not commented upon
- (b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act. Accordingly, the provisions of clause 4(iii)(e) to (g) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for rendering of services. During the course of our audit, we have not observed any major weakness or continuing failure to correct any major weakness in the internal control system of the Company in respect of these areas. The activities of the Company do not involve purchase of inventory and the sale of goods.
- (v) (a) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements and exceeding the value of Rupees five lakhs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act for the products of the Company.



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, cess and other material statutory dues applicable to it. The provisions relating to excise duty are not applicable to the Company.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, investor education and protection fund, income-tax, sales tax, employees' state insurance, wealth tax service tax, customs duty, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable, *except in case of ESIC, which has not been deposited till date as per following table*. The provisions relating to excise duty are not applicable to the Company.

Name of the statute	Nature of the dues	Amount (Rs)	Period to which the amount relates	Due Date	Date of Payment
ESIC Act	ESIC	30,251,804	April 2006 to March 2010.	21 st of every month	Not yet paid (Refer Note 31 to the financials)

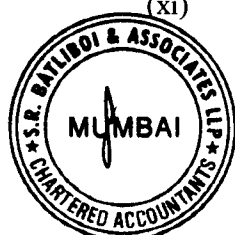
- (c) According to the information and explanations given to us, there are no dues of sales-tax, wealth tax, service tax, custom duty and cess which have not been deposited on account of dispute. The provisions relating to excise duty are not applicable to the Company. According to the records of the Company, the dues outstanding of income-tax on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (Rs)*	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	2,385,521	A.Y.2003-04	Income Tax Appellate Tribunal
		1,105,201	A.Y.2005-06	Income Tax Appellate Tribunal
		6,248,385	A.Y 2006-07	Income Tax Appellate Tribunal
		4,888,204	A.Y 2007-08	Income Tax Appellate Tribunal
		10,507,539	A.Y.2008-09	Income Tax Appellate Tribunal
		610,184	A.Y.2009-10	Commissioner of Income Tax (Appeals)
		146,193	A.Y 2011-12	Commissioner of Income Tax (Appeals)

*Against the above cases, the Company has deposited Rs. 15,008,516 under protest adjusted by Income Tax Department against which rectifications are pending.

- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to a bank. The Company does not have any dues to financial institution or debenture holders.



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Chartered Accountants

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- (xii) According to the information and explanations given to us and based on the documents and records produced before us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- (xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) Based on information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Act.
- (xix) The Company did not have any outstanding debentures during the year.
- (xx) The Company has not raised any money by public issue.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For S.R. BATLIBOI & ASSOCIATES LLP

ICAI Firm registration number: 101049W

Chartered Accountants


per Govind Ahuja

Partner

Membership No.: 48966

Place: Mumbai

Date: July 22, 2013



Just Dial Limited

Balance sheet as at March 31, 2013

	Notes	March 31, 2013 Rs.	March 31, 2012 Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	4	695,034,220	530,718,920
Reserves and surplus	5	3,556,284,067	541,696,048
		4,251,318,287	1,072,414,968
Share application money pending allotment	6	7,768,320	-
Non-current liabilities			
Deferred tax liabilities (Net)	7	9,485,975	-
Other long term liabilities	8	29,600,401	22,952,358
		39,086,376	22,952,358
Current liabilities			
Trade payables	9	67,054,306	43,953,689
Other current liabilities	10	1,690,748,193	1,325,502,622
Short-term provisions	11	18,160,530	12,918,557
		1,775,963,029	1,382,374,868
TOTAL		6,074,136,012	2,477,742,194
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	12	535,494,323	326,976,377
Intangible assets	12	72,172,486	21,398,272
Capital work-in-progress		-	3,184,703
Intangible assets under development	12	15,599,676	8,724,477
		623,266,485	360,283,830
Deferred tax assets (Net)	13	-	9,142,894
Long term loans and advances	14	205,843,135	203,495,050
		829,109,620	572,921,774
Current assets			
Current investments	15	4,857,915,817	1,568,001,904
Trade receivables	16	8,919,737	-
Cash and bank balances	17	239,285,709	237,343,282
Short term loans and advances	18	112,082,171	58,997,391
Other current assets	19	26,822,958	40,477,843
		5,245,026,392	1,904,820,420
TOTAL		6,074,136,012	2,477,742,194

Summary of significant accounting policies

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The accompanying notes are an integral part of the financials statements

As per our report of even date

**For and on behalf of the board of directors of
Just Dial Limited**

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W
Chartered Accountants

per Govind Ahuja
Partner
Membership no. 48966
Place : Mumbai
Date : July 22, 2013



V.S.S. Mani
Managing Director

Ramkumar Krishnamachari
Chief Financial Officer

V. Krishnan
Director

Sachin Jain
Company Secretary



Just Dial Limited

Statement of profit and loss for the year ended March 31, 2013

	Notes	March 31, 2013 Rs.	March 31, 2012 Rs.
Income from continuing operations			
Revenue from operations	20	3,627,675,293	2,620,606,783
Other income	21	135,274,887	131,541,351
Total revenue		3,762,950,180	2,752,148,134
Expenses			
Employee benefits expense	22	1,778,601,609	1,308,365,900
Finance costs	23	49,506	172,898
Depreciation and amortisation expense	12	144,043,024	90,232,718
Other expenses	24	840,726,474	639,939,319
Total expense		2,763,420,613	2,038,710,835
Profit before tax and exceptional items from continuing operations		999,529,567	713,437,299
Exceptional items	39	(15,247,758)	-
Profit before tax from continuing operations		984,281,809	713,437,299
Tax expense			
Current tax		278,866,000	205,957,971
Deferred tax		18,628,869	3,255,675
Tax for earlier years		2,216,504	-
Total tax expense		299,711,373	209,213,646
Profit for the year from continuing operations (A)		684,570,436	504,223,653
Discontinued operation			
Profit before tax from discontinuing operations	38	-	2,300,782
Tax expense of discontinuing operations		-	710,313
Profit for the year from discontinued operations (B)		-	1,590,469
Profit for the year (A + B)		684,570,436	505,814,122
Earnings per share			
Basic [Nominal value of shares Rs.10]	25	10.30	8.93
Diluted [Nominal value of shares Rs.10]	25	9.95	7.78
Summary of significant accounting policies	3		

The accompanying notes are an integral part of the financials statements

As per our report of even date

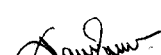
For and on behalf of the board of directors of
Just Dial Limited

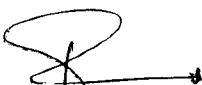
For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W
Chartered Accountants

per Govind Ahuja
Partner
Membership no. 48966
Place : Mumbai
Date : July 22, 2013

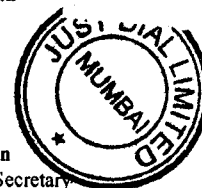



V.S.S. Mani
Managing Director


V. Krishnan
Director


Ramkumar Krishnamachari
Chief Financial Officer


Sachin Jain
Company Secretary



Just Dial Limited

Cash flow statement for the year ended March 31, 2013

	March 31, 2013 Rs.	March 31, 2012 Rs.
A. Cash flow from operating activities		
Net profit before tax from continuing operations	984,281,809	713,437,299
Net profit before tax from discontinued operations	-	2,300,782
Adjustments to reconcile profit before tax to net cash flows		
Depreciation and amortisation expense	144,043,024	90,232,718
Employee stock compensation expense	3,634,291	5,598,746
(Profit)/Loss on sale of fixed assets (net)	2,574,581	(52,719)
Profit on sale of current investments	(102,278,378)	(42,290,672)
Loss on sale of long term investment	-	477,956
Interest income	(4,064,524)	(4,298,739)
Dividend income	(11,869,982)	(43,550,527)
Interest expense	49,506	172,898
Operating profit before working capital changes	1,016,370,327	722,027,742
Movements in working capital:		
Decrease/(increase) in trade receivables	(8,919,737)	599,225
Decrease/(increase) in short term loans and advances	(53,084,780)	(1,659,566)
Decrease/(increase) in long term loans and advances	(24,509,345)	(4,263,473)
Decrease/(increase) in other current assets	(1,096,798)	2,512,403
(Decrease)/increase in trade payables	23,100,618	(5,336,835)
(Decrease)/increase in other current liabilities	366,732,186	452,494,858
(Decrease)/increase in other non current liabilities	6,648,043	7,346,782
(Decrease)/increase in short term provisions	5,241,973	(7,675,262)
Cash generated from operations	1,330,482,486	1,166,045,874
Direct taxes paid (net of refunds)	(307,303,795)	(208,835,171)
Net cash from operating activities (A)	1,023,178,691	957,210,702
B. Cash flows from investing activities		
Purchase of fixed assets, including intangible assets, CWIP and capital advances	(361,432,069)	(230,844,595)
Proceeds from sale of fixed assets	214,362	200,000
Purchase of current investments	(8,248,972,387)	(3,932,443,775)
Purchase of long term investments	-	(579,999,700)
Sale/redemption of current investments	5,061,336,850	3,421,702,646
Loans given	-	(111,744,050)
Proceeds from loan repaid	-	156,029,939
Investment in bank deposit (with maturity more than three months)	(2,038,412)	(24,528,446)
Redemption/maturity of bank deposit (with maturity more than three months)	-	22,810,923
Interest received	4,166,676	4,238,051
Proceeds from sale of investment in subsidiary	-	22,027,500
Dividends received	11,869,982	43,550,527
Net cash used in investing activities (B)	(3,534,854,998)	(1,209,000,980)
C. Cash flows from financing activities		
Repayments of long term borrowings	(1,486,614)	(1,670,446)
Receipts from issuance of preference shares (including premium)	-	333,864,533
Share Application money pending allotment	7,768,320	-
Receipts from issuance of equity shares (including premium)	2,550,627,189	224,000
Share issue expenses	(45,279,067)	(40,907,273)
Interest paid	(49,506)	(172,898)
Net cash from financing activities (C)	2,511,580,322	291,337,916
Net increase in cash and cash equivalents (A + B + C)	(95,985)	39,547,638
Cash and cash equivalents at the beginning of the year	214,532,359	174,984,721
Cash and cash equivalents at the end of the year	214,436,374	214,532,359
Components of cash and cash equivalents		
Cash on hand	-	5,885,286
Cheques in hand	46,541	12,128,353
With banks - on current account	214,389,833	196,518,720
Cash and cash equivalents (Refer note 17)	214,436,374	214,532,359

Summary of significant accounting policies

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As per our report of even date

For and on behalf of the board of directors of
Just Dial Limited

For S. R. Batliboi & Associates LLP
ICAI Firm registration number: 101049W
Chartered Accountants

per Govind Anuja
Partner
Membership no. 48966
Place : Mumbai
Date : July 22, 2013



V.S.S. Mani
Managing Director

Ramkumar Krishnamachari
Chief Financial Officer

V. Krishnan
Director

Sachin Jain
Company Secretary



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

1. Nature of Operations

Just Dial Limited ('the Company') was incorporated in India with limited liability on December 20, 1993 under the name A&M Communications Private Limited. The Company provides local search related services to users in India through multiple platforms such as the internet, mobile internet, over the telephone (voice) and text (SMS).

Subsequent to April 1, 2013, the Company completed the IPO through offer for sale of equity shares by certain shareholders. The equity shares of the Company were listed on The National Stock Exchange of India Limited, The BSE Limited and MCX Stock Exchange Limited on June 5, 2013.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention.

The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year

3. Statement of Significant Accounting Policies

3.1 Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

3.2 Tangible fixed assets

Fixed assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use.

Gains or losses arising from derecognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

3.3 Depreciation on tangible fixed asset.

Depreciation is provided using the Straight Line Method as per the useful lives of the assets estimated by the Management, or at the rates prescribed under schedule XIV of the Companies Act, 1956 whichever is higher as follows:

Particulars	Estimated Useful life	Depreciation Rates (SLM) (%)
Buildings	20 Years	5.00
Plant and Machinery	6 Years	16.67
Computers	5 Years	20.00
Furniture and Fittings	7 Years	14.29
Motor Car	5 Years	20.00
Headsets	3 Years	33.33
Office Equipment	7 Years	14.29

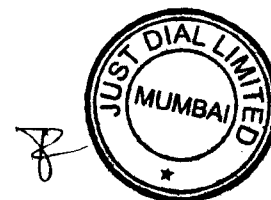
Depreciation on assets purchased/sold during the period is proportionately charged. Individual assets costing less than Rs. 5,000 are depreciated in full in the year of purchase. The lease hold improvements are written off over the period of lease, ranging from 1 to 9 years, or useful life whichever is lower.

3.4 Impairment

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre tax discount rate that reflects the current market assessments of the time value of money and risk specific to the asset.

3.5 Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost, less accumulated amortisation.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

Research and Development Cost

Research costs are expensed as incurred. Development expenditure incurred on an internally generated intangible assets are recognized as an intangible asset, when the Company can demonstrate all the following:

- (i) The technical feasibility of completing the intangible asset so that it will be available for use or sale;
- (ii) Its intention to complete the asset;
- (iii) Its ability to use or sell the asset;
- (iv) That the asset will generate future economic benefits;
- (v) The availability of adequate resources to complete the development and to use or sell the asset; and
- (vi) The ability to reliably measure the expenditure attributable to the intangible asset during its development.

Intangible assets are amortised on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. If the persuasive evidence exists to the affect that useful life of an intangible asset exceeds ten years, the Company amortises the intangible asset over the best estimate of its useful life. Such intangible assets and intangible assets not yet available for use are tested for impairment annually, either individually or at the cash-generating unit level. All other intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The carrying value of development costs is reviewed for impairment annually when the asset is not yet in use, and otherwise when events or changes in circumstances indicate that the carrying value may not be recoverable.

The amortisation period and the amortisation method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortisation period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortisation method is changed to reflect the changed pattern. Such changes are accounted for in accordance with Accounting standard 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

A summary of amortisation policies applied to the Company's intangible assets is as below:

Goodwill

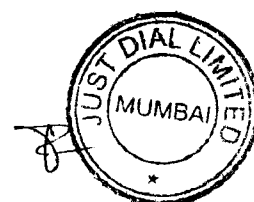
Goodwill is amortised on a straight line basis over a period of five years. Carrying value of goodwill is reviewed for impairment annually and otherwise when events or changes in circumstances indicate that the goodwill may be impaired.

Software

Application software acquired by the Company which provide long term benefits to the Company are capitalized at cost and amortised equally over a period of 5 years being the estimated useful life.

Website development costs

Website development costs are amortised on a straight line basis over a period of five years being the estimated useful life.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

Unique telephone numbers

Unique telephone numbers are amortised on a straight line basis over a period of five years being the estimated useful life.

Application development

Application development cost capitalized are amortized on a straight line basis over the period of 3 years being the estimated useful life of the asset

3.6 Leases

Leases, where the lessor effectively retains substantially all the risks and benefits of ownership of the leased items are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

3.7 Borrowing costs

Borrowing cost includes interest, amortisation of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. All borrowing cost are expensed in the period they occurred.

3.8 Investments

Investments that are readily realisable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investments are classified as non current investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties, as applicable.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Non Current investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

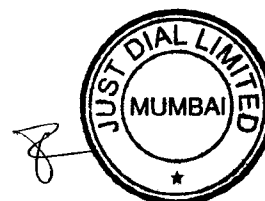
3.9 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

3.9.1 Income from Services

Sale of Search related services

Revenues from tenure based contracts are recognised pro-rata over the contract period and from lead based contracts as per provision of leads to the customer.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

Sale of Review and Rating Certification Services

Revenues from sale of review and rating certification services are recognised at the time of issuance of the document to the customer

Other Operating revenue

Other Operating revenue comprises revenue from reseller providing data collection services to the Company.

Revenue from resellers constitutes a one-time registration fee and an annual fee. The one-time registration fee is recognised when the contract with reseller is entered into and the annual fee is recognised on a prorata basis over the period of the contract.

3.9.2 Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

3.9.3 Dividends

Revenue is recognised when the shareholders' right to receive payment is established by the balance sheet date.

3.9.4 Service charges

Revenue from service charges is recognised upon rendering of services.

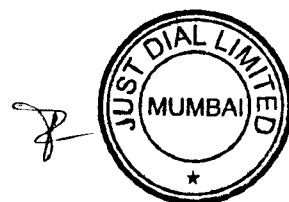
3.10 Foreign currency translation

3.10.1 Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

3.10.2 Conversion

Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

3.10.3 Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting such monetary items of the Company at rates different from those, at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise.

3.11 Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The company has no obligation, other than the contribution payable to the provident fund. The company recognizes contribution payable to the provident fund scheme as an expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset

Gratuity liability are defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year.

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

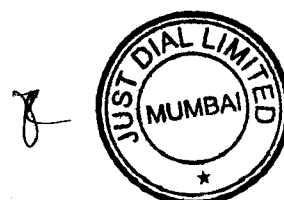
The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the entire leave as a current liability in the balance sheet, since it does not have an unconditional right to defer its settlement for 12 months after the reporting date.

Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

3.12 Income Taxes

Tax expense comprises of current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Deferred income taxes reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

At each balance sheet date the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

3.13 Employee Stock Compensation Cost

Employees (including senior executives) of the company receive remuneration in the form of share based payment transactions, whereby employees render services as consideration for equity instruments (equity-settled transactions).

In accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Guidance Note on Accounting for Employee Share-based Payments, the cost of equity-settled transactions is measured using the intrinsic value method and recognized, together with a corresponding increase in the "Stock options outstanding account" in reserves. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit recognized in the statement of profit and loss for a period represents the movement in cumulative expense recognized as at the beginning and end of that period and is recognized in employee benefits expense.

Where the terms of an equity-settled transaction award are modified, the minimum expense recognized is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total intrinsic value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

3.14 Segment Reporting Policies

The Company's activities are currently carried out in India and all the services provided by the Company fall in a single business segment.

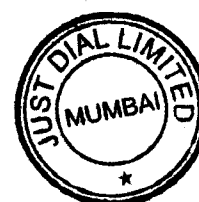
As there are no separate reportable primary and secondary segments, the disclosures required by Accounting Standard 17 - Segment reporting have not been provided in these financial statement.

3.15 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and related attributable taxes) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue.



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Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

3.16 Provisions

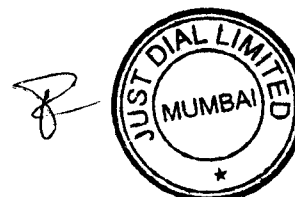
A provision is recognised when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

3.17 Contingent liabilities.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

3.18 Cash and Cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	As at March 31, 2013	As at March 31, 2012
4: Share capital		
Authorised		
Equity share capital		
100,000,000 (March 31, 2012: 100,000,000) equity shares of Rs. 10/- each	1,000,000,000	1,000,000,000
Preference share capital		
1,200,000 (March 31, 2012: 1,200,000) preference shares of Rs. 10/- each	12,000,000	12,000,000
	1,012,000,000	1,012,000,000
Issued, subscribed and fully paid up shares		
Equity shares		
69,503,422 (March 31, 2012: 51,908,266) equity shares of Rs. 10/- each fully paid	695,034,220	519,082,660
6% non cumulative compulsory convertible preference shares Series C		
Nil (March 31, 2012: 968,060) 6% non cumulative compulsory convertible preference shares Series C of Rs. 10/- each fully paid	-	9,680,600
6% cumulative redeemable preference shares (Optionally Convertible) of Series A		
Nil (March 31, 2012: 195,565) 6% cumulative redeemable preference shares (Optionally Convertible) of Series A of Rs. 10/- each fully paid	-	1,955,650
0.1% non cumulative redeemable convertible preference shares (Optionally Convertible) of Series B		
Nil (March 31, 2012: 1) 0.1% non cumulative redeemable convertible preference shares (Optionally Convertible) of Series B of Rs. 10/- each fully paid	-	10
Total issued, subscribed and paid up share capital	695,034,220	530,718,920

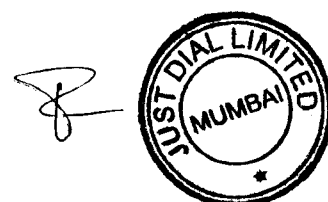
a) Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	March 31, 2013		March 31, 2012	
	Number	Rs.	Number	Rs.
Equity Shares				
Shares outstanding at the beginning of the year	51,908,266	519,082,660	51,905,466	519,054,660
Shares issued during the year	5,136,486	51,364,860	-	-
Shares issued during the year - Conversion of preference shares	1,163,626	11,636,260	-	-
Shares issued during the year - ESOP exercised	163,759	1,637,590	2,800	28,000
Shares issued during the year - Bonus on conversion of preference shares (Note I)	10,756,075	107,560,750	-	-
Shares issued during the year - Bonus on ESOP exercised (Note II)	375,210	3,752,100	-	-
Shares outstanding at the end of the year	69,503,422	695,034,220	51,908,266	519,082,660
6% cumulative redeemable preference shares (Optionally Convertible) of Series A				
Shares outstanding at the beginning of the year	195,565	1,955,650	195,565	1,955,650
Shares converted into equity shares during the year	(195,565)	(1,955,650)	-	-
Shares outstanding at the end of the year	-	-	195,565	1,955,650
0.1% non cumulative redeemable convertible preference shares (Optionally Convertible) of Series B				
Shares outstanding at the beginning of the year	1	10	1	10
Shares converted into equity shares during the year	(1)	(10)	-	-
Shares outstanding at the end of the year	-	-	1	10
6% non cumulative compulsory convertible preference shares Series C				
Shares outstanding at the beginning of the year	968,060	9,680,600	-	-
Shares Issued during the year	-	-	968,060	9,680,600
Shares converted into equity shares during the year	(968,060)	(9,680,600)	-	-
Shares outstanding at the end of the year	-	-	968,060	9,680,600

Notes:

I) As per the terms of issue of Preference shares, Preference shareholders were eligible for bonus shares approved by Shareholders on equity shares. During the year ended March 31, 2011, Shareholders had approved bonus shares whereby 55 shares were issued for each share held. In the current year, on conversion of preference shares the Company allotted bonus shares to the preference shareholders in the same ratio

II) Employees holding 6,822 ESOP options under Pool 2 and Pool 3 were also eligible for the above mentioned bonus shares approved by Shareholders on equity shares.



b) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As at (No of Shares)	
	March 31, 2013	March 31, 2012
Equity Shares		
Equity Shares allotted as fully paid up bonus shares	62,048,195	50,916,910

In addition the Company has issued total 178,455 shares (March 31, 2012: 18,250) during the period of five years immediately preceding the reporting date on exercise of option granted under the employee stock option plan (ESOP) wherein part consideration was received in the form of employee services

c) Disclosure of Shareholders holding more than 5% of the Shares in the company

A) 6% cumulative redeemable preference shares (Optionally Convertible) of Series A of Rs 10 each fully paid (shareholders holding more than 5% of this series of shares)

Name of Shareholder	March 31, 2013		March 31, 2012	
	No of Shares held	% of Holding of the respective series	No of Shares held	% of Holding of the respective series
Saif II Mauritius Company Limited	-	-	159,598	81.61
Tiger Global Four JD Holdings	-	-	35,967	18.39

B) 0.1% non cumulative redeemable convertible preference shares (Optionally Convertible) of Series B of Rs 10/- each fully paid (shareholders holding more than 5% of this series of shares)

Name of Shareholder	March 31, 2013		March 31, 2012	
	No of Shares held	% of Holding of the respective series	No of Shares held	% of Holding of the respective series
Mr. V. S. S. Mani	-	-	1	100.00

C) 6% non cumulative compulsory convertible preference shares Series C of Rs 10/- each fully paid (shareholders holding more than 5% of this series of shares)

Name of Shareholder	March 31, 2013		March 31, 2012	
	No of Shares held	% of Holding of the respective series	No of Shares held	% of Holding of the respective series
SAP Ventures (Mauritius)	-	-	484,030	50.00
EGCS Investment Holdings	-	-	484,030	50.00

d) Disclosure of Shareholders holding more than 5% of the share capital of the Company in aggregate

Equity share capital

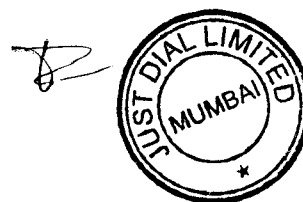
Name of Shareholder	March 31, 2013		March 31, 2012	
	No of Shares held	% of Holding	No of Shares held	% of Holding
Mr. V. S. S. Mani	21,331,669	30.69	22,313,944	42.99
Saif II Mauritius Company Limited	13,777,232	19.82	4,839,744	9.32
Tiger Global Four JD Holdings	8,582,112	12.35	6,567,960	12.65
Sequoia Capital India Investments III	6,608,784	9.51	6,608,784	12.73
Tiger Global Five Indian Holdings	5,321,008	7.66	5,321,008	10.25

Preference share capital

Name of Shareholder	March 31, 2013		March 31, 2012	
	No of Shares held	% of Holding	No of Shares held	% of Holding
SAP Ventures (Mauritius)	-	-	484,030	41.60
EGCS Investment Holdings	-	-	484,030	41.60
Saif II Mauritius Company Limited	-	-	159,598	13.72

e) Shares reserved for issue under options

For details of shares reserved for issue under the employee stock option (ESOP) plan of the company (Refer note 32)



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

f) Terms, Rights and restrictions attached to equity shares

Voting Rights

Each holder of equity shares having a par value of Rs.10 per equity share is entitled to one vote per equity share.

Rights as to Dividend

The equity shareholders have right to receive dividend when declared by the Board of Directors subject to approval in the ensuing Annual General Meeting subject to the provisions of section 205 of the Act

Rights pertaining to repayment of capital

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be according to the shareholders rights and interests in the Company

Other Rights and restrictions

The other rights and restrictions to certain shareholders specified below at March 31, 2013, have been terminated on the date of filing of the prospectus i.e May 28, 2013 in respect to the public issue of the Company with Registrar of Companies ('ROC').

Anti dilution rights and Right of first refusal

Investors, (Comprising of institutional investors) as defined in the Articles of association ("the AOA") had right of first refusal to the equity shares proposed to be sold by other shareholders, subject to certain exceptions and other applicable conditions.

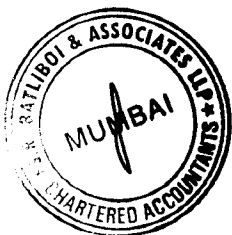
In case of a fresh issue by the Company, investors were given the right to subscribe to shares in proportion to their existing shareholding. Investors had the right to exercise certain co sale rights in case of Mr VSS Mani along with three individual shareholders (together "the promoters") propose to transfer any shares to third party in certain case as defined in the AOA. In such cases, transfer, was not allowed below the value specified in the AOA of the Company.

Any fresh issue of capital or transfer of shares by the Company other than permitted transfers under the AOA required the prior approval of the investors in writing.

In addition to the above Sequoia Capital India Growth Investments Holding I, SCI Growth Investments II and SAP Ventures (Mauritius) had anti dilution rights including rights to be allotted proportionate shares at lower value in case of certain events as described in the shareholders agreement.

Other Rights

Investors had a right to cause the Company to undertake a qualified initial public offering as per the conditions specified in the AOA of the Company.



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Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

Investors had rights to have their representative on the Board of Directors.

g) Terms/ Rights attached to preference shares

The Company had three series of preference shares having par value of Rs 10 each. Series A, Series B and Series C during the year ended March 31, 2012. During the year ended March 31, 2013, all the above preference shares have been converted into equity shares. Accordingly all rights and restrictions attached to such preference shares have ceased to exist post conversion of the same. The following were rights and restrictions attached to preference shares.

Voting Rights

To the extent not prohibited by applicable law and except for certain specific matters, all preference share holders of all series of preference shares were entitled to vote with the holders of all outstanding Equity Shares on an as-converted basis except:

- a) Certain shareholders holding an aggregate of 8,713 preference shares of Series A were entitled to voting rights equivalent to 5 equity shares (as adjusted for any stock splits, bonus, dividends, recapitalizations, and other similar events).
- b) Series B preference shareholders were entitled to voting rights so that total voting rights together with their 27,312,450 equity shares is equivalent to 51.13% of the total voting of the Company on a fully diluted basis.
- c) Tiger Global Four JD Holdings holding an aggregate of 35,967 preference shares of Series A were not entitled to vote on an as converted basis till conversion of the said preference shares.

Rights as to Dividend

All preference share holders holding Series A preference share holders had right to receive cumulative dividend, in preference to any dividend to equity shareholders as and when declared by the Board of directors.

All preference share holders holding Series B and Series C shareholders had right to receive dividend for the period, in preference to any dividend to equity shareholders as and when declared by the Board of directors.

Rights pertaining to repayment of capital

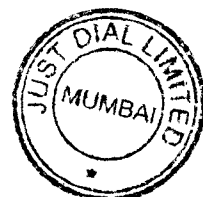
Upon any liquidation, dissolution, or winding up of the Company, all series of Preference Share holders had preference to receive prior to any distribution to the holders of the equity shares, an amount per Preference Share equal to the Original Issue Price plus all declared and unpaid dividends on the Preference Shares (as adjusted for any stock splits, bonus, dividends, recapitalizations, and other similar events) for each outstanding Preference Share. Any amounts remaining after satisfying the above requirements was then to be distributed pro rata among all of the holders of the Preference Shares and the Equity Shares.

Other Rights

Series A Preference shares had right of representation on the Board of Directors and decisions on certain reserved matters such as change in the share capital of the Company, undertaking any merger, acquisition, consolidation/amalgamation and change in the composition of board of directors were subject to an affirmative vote from such directors.



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Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

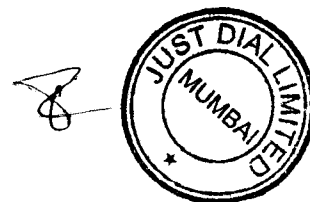
Terms of conversion/ redemption of Preference shares.

The preference shares, at the option of preference shareholders, were convertible into fully paid equity shares of Rs 10/- each at any time in the ratio of 1:1 subject to adjustment of stock splits, bonus, dividends, re-capitalisation and other similar events.

Series A and Series B preference shares were optionally convertible at the option of the holder. At the option of Series A preference share holders, the preference shares were redeemable in three annual installments beginning on April 30, 2013, at an original issue price of USD 57.78 (INR 2,632) and USD 111.908 (INR 4,597) for 150,885 and 44,680 shares respectively plus declared and unpaid dividends.

At the option of Series B preference share holders the preference shares were redeemable any time at the option of the preference share holder.

Series C Preference Shares had the option to request the Company to buyback the said preference shares in three annual installments beginning on the 4th anniversary of the closing date i.e., May 23, 2011, at a price equal to the original issue price plus declared and unpaid dividends.

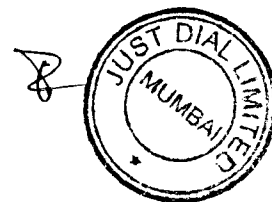


Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	As at March 31, 2013	As at March 31, 2012
5: Reserves and surplus		
Securities premium account		
Balance as per last financial statements	-	4,395,580
Add: received on issue of preference shares	-	324,183,933
Add: received on issue of equity shares	2,458,630,389	-
Add: additions on ESOPs exercised	38,994,350	196,000
Add: transferred from stock options outstanding	4,043,395	14,000
Less: utilised for bonus shares issued on exercise of ESOPs (Refer note II of note 4(a))	(3,752,100)	-
Less: share issue expense	(59,928,598)	(2,147,275)
Less: utilised for adjustment as per the demerger scheme (Refer note 37)	-	(326,642,238)
Closing balance	2,437,987,436	-
Stock options outstanding account		
Gross employee stock compensation for options granted in earlier years	15,989,064	16,003,064
Less: transferred to securities premium on exercise of stock options	(4,043,395)	(14,000)
Less: reversal of stock compensation cost on account of option lapse	(423,717)	-
Less: deferred employee compensation outstanding	(3,106,784)	(7,164,793)
Closing balance	8,415,168	8,824,271
Surplus in the statement of profit and loss		
Balance as per last financial statements	532,871,777	425,432,645
Add: net profit for the year	684,570,436	505,814,122
Less: utilised for bonus shares issued on conversion of Preference Shares (Refer note I of note 4(a))	(107,560,750)	-
Less: adjustment pursuant to demerger (Refer note 37)	-	(398,374,990)
Net surplus in the statement of profit and loss	1,109,881,463	532,871,777
Total Reserves and Surplus	3,556,284,067	541,696,048

6: Share application money pending allotment

Share Application money represents amount received on various dates between January to March 2013 towards exercise of 97,104 (March 31, 2012 – Nil) options as per the ESOP Plan. Subsequent to balance sheet date, on April 4, 2013, 97,104 equity shares of Rs 10 each were allotted against these options to the option holders at an exercise price of Rs. 80 each. On allotment of equity shares the equity share capital and securities premium will stand increased by Rs. 6,797,280 respectively.



Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	As at March 31, 2013	As at March 31, 2012
7: Deferred tax liabilities		
Deferred tax assets		
Effect of expenditure debited to statement of profit and loss in the current year but allowed for tax purposes in following years	10,282,588	-
Effect of lease accounting	11,754,404	-
Effect of preliminary expenses	882,776	-
Gross deferred tax assets	22,919,768	-
Deferred tax liabilities		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	32,405,743	-
Gross deferred tax liabilities	32,405,743	-
Net Deferred Tax Liabilities	9,485,975	-
8: Other long term liabilities		
Provision for lease obligation	29,600,401	22,952,358
Total Other Non Current Liabilities	29,600,401	22,952,358
9: Trade payables		
(a) Total outstanding dues of Micro and Small enterprises (Refer note 30)	-	-
(b) Total outstanding dues of trade payables other than Micro and Small enterprises	67,054,306	43,953,689
Total Trade Payables	67,054,306	43,953,689
10: Other current liabilities		
Current maturities of long-term debt (Term loan represents loan for purchase of vehicles taken in F.Y. 2009-10 and carries a rate of interest of 7.2 % p.a which is secured against the hypothecation of car and repayable in 36 equated monthly installment of Rs 153,612/- on 7th day of every month till completion of loan)	-	1,486,614
Unearned revenue	1,354,881,246	1,099,421,123
Other payables		
Salary and reimbursements payable	179,930,894	127,141,078
Other statutory dues (employee related liabilities) (Refer note 31)	37,959,575	37,852,804
Other payables (other than trade)	88,029,804	40,537,619
Service tax payable	542,637	-
Tax deducted at source payable	24,227,459	16,915,378
Deposit from franchisees	195,032	270,032
Provision for lease obligation	4,981,546	1,877,974
Total Other Current Liabilities	1,690,748,193	1,325,502,622
11: Short term provisions		
Provision for compensated absences	18,160,530	12,918,557
Total Short Term Provisions	18,160,530	12,918,557



Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

12 : Fixed assets

Tangible Assets

Particulars	Leasehold Improvements	Buildings	Plant and Machinery	Office Equipment	Furniture and Fittings	Motor Car	Computer	Total
Cost								
At 1 April 2011	45,018,122	680,000	124,695,065	32,704,212	37,762,293	11,256,597	171,342,062	423,458,352
Additions	5,436,779	-	47,974,017	10,516,983	4,154,997	-	89,922,944	158,005,720
Disposals	-	-	(260,000)	-	-	(2,207,912)	(565,702)	(3,033,614)
At 31 March 2012	50,454,901	680,000	172,409,082	43,221,195	41,917,290	9,048,685	260,699,304	578,430,458
Additions	15,033,625	-	86,976,195	12,710,466	8,260,218	-	220,507,561	343,488,065
Disposals	(1,826,777)	-	(7,358,299)	(5,256,485)	(5,800,214)	(24,818)	(6,849,336)	(27,115,929)
Other adjustments	-	-	-	-	-	-	-	-
At 31 March 2013	63,661,749	680,000	252,026,978	50,675,176	44,377,294	9,023,867	474,357,528	894,802,593
Depreciation								
At 1 April 2011	10,758,244	156,902	47,564,852	12,819,605	19,269,621	6,292,686	72,653,997	169,515,907
Charge for the year	9,167,637	11,084	25,118,530	4,974,816	6,013,393	1,382,377	37,875,932	84,543,768
Disposals	-	-	(91,919)	-	-	(2,207,912)	(305,764)	(2,605,595)
At 31 March 2012	19,925,881	167,986	72,591,463	17,794,421	25,283,014	5,467,151	110,224,165	251,454,080
Charge for the year	11,492,996	381,229	34,538,895	6,471,363	7,171,097	1,233,264	70,892,332	132,181,176
Disposals	(864,649)	-	(7,233,675)	(4,775,544)	(4,864,668)	(24,818)	(6,563,631)	(24,326,986)
At 31 March 2013	30,554,228	549,215	99,896,683	19,490,239	27,589,442	6,675,597	174,552,867	359,308,270
Net Block								
At 31 March 2012	30,529,020	512,014	99,817,619	25,426,774	16,634,276	3,581,534	150,475,139	326,976,377
At 31 March 2013	33,107,521	130,785	152,130,295	31,184,937	16,787,852	2,348,270	299,804,661	535,494,323

Intangible Assets

Particulars	Goodwill	Computer software	Website	Application Development	Unique telephone numbers	Total
Cost or valuation						
At 1 April 2011	1,600,000	9,013,720	8,221,220	-	10,010,000	28,844,940
Additions	-	9,099,875	-	-	-	9,099,875
At 31 March 2012	1,600,000	18,113,595	8,221,220	-	10,010,000	37,944,815
Additions	-	52,898,178	-	9,737,885	-	62,636,063
At 31 March 2013	1,600,000	71,011,773	8,221,220	9,737,885	10,010,000	100,580,878
Depreciation						
At 1 April 2011	1,600,000	1,147,928	7,132,564	-	977,101	10,857,593
Charge for the year	-	2,598,294	1,088,656	-	2,002,000	5,688,950
Disposals	-	-	-	-	-	-
At 31 March 2012	1,600,000	3,746,222	8,221,220	-	2,979,101	16,546,543
Charge for the year	-	8,908,387	-	951,461	2,002,000	11,861,848
At 31 March 2013	1,600,000	12,654,609	8,221,220	951,461	4,981,101	28,408,391
Net Block						
At 31 March 2012	-	14,367,373	-	-	7,030,899	21,398,272
At 31 March 2013	-	58,357,163	-	8,786,424	5,028,899	72,172,486

199,415,012

Notes:

- Intangible assets under development comprise of following
 - expenditure incurred in relation to implementation of ERP system for modules that have not yet been implemented.
 - expenditure incurred in relation to In house development of mobile application.

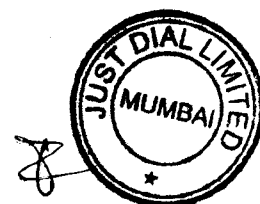
2) Total depreciation and amortization expense charged for the year:

Particulars	March 31, 2013	March 31, 2012
Depreciation of Tangible assets	132,181,176	84,543,768
Amortization of Intangible assets	11,861,848	5,688,950
Total	144,043,024	90,232,718



Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	As at March 31, 2013	As at March 31, 2012
13: Deferred tax assets		
Deferred tax assets		
Effect of expenditure debited to statement of profit and loss in the current year but allowed for tax purposes in following years	-	9,815,198
Effect of lease accounting	-	8,056,201
Effect of preliminary expenses	-	1,263,974
Gross deferred tax assets	-	19,135,373
Deferred tax liabilities		
Differences in depreciation and other differences in block of fixed assets as per tax books and financial books	-	9,992,479
Gross deferred tax liabilities	-	9,992,479
Net Deferred Tax Assets	-	9,142,894
14: Long Term Loans and advances		
Unsecured, considered good		
Capital advances	21,154,799	69,537,354
Security deposits	100,784,270	77,059,550
Security deposits to related parties	1,850,000	1,850,000
Prepaid expenses	8,894,516	8,109,891
Other loans and advances		
Advance taxes (net of provision for taxation Rs 767,464,556 (March 31, 2012: Rs 489,217,556))	73,159,550	46,938,255
Total Long Term Loans and Advances	205,843,135	203,495,050
Loans and advances due by directors and relatives of directors:		
Security deposits include:		
Dues from Key Management Personnel	925,000	925,000
Dues from Relatives of Key Management Personnel	925,000	925,000

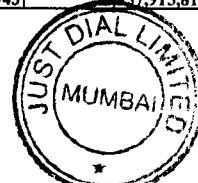
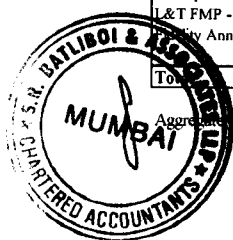


Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	As at March 31, 2013	As at March 31, 2012
15: Current investments		
Current portion of long term investments (unquoted valued at cost)		
Investments in preference shares		
Nil (March 31, 2012: 306,495) optionally convertible preference shares at Rs 472.30 each fully paid in Just Dial Global Private Limited	-	144,757,589
Nil (March 31, 2012: 305,263) optionally convertible preference shares at Rs 1,900 each fully paid in Just Dial Global Private Limited	-	579,999,700
Less : Adjusted pursuant to demerger	-	724,757,289
	-	724,757,289
Current Investments		
Current Investments in mutual funds (valued at lower of cost and fair value) (other than trade unquoted)	4,857,915,817	1,568,001,904
	4,857,915,817	1,568,001,904
	4,857,915,817	1,568,001,904

Name of body Corporates	No. of units		Amount (Rs)	
	March 31, 2013	March 31, 2012	March 31, 2013	March 31, 2012
Birla Quarterly Series 4 Dividend payout	-	4,998,450	-	50,000,000
Birla Sun life Dynamic bond- Retail - Growth - Regular Plan	14,212,613	5,988,761	273,991,293	106,939,509
Birla Sun life Dynamic bond- Retail - Growth	8,126,441	-	150,000,000	-
Birla sun life fixed term plan series EV growth	10,000,000	10,000,000	100,000,000	100,000,000
Birlasunlife fixed term plan series EW growth	-	5,000,000	-	50,000,000
Birlasunlife fixed term plan series FM growth	5,000,000	-	50,000,000	-
Birlasunlife short term fund growth - Regular Plan	1,240,015	-	49,984,505	-
Birla sunlife Fixed term plan -Series FF growth	10,000,000	-	100,000,000	-
Birlasunlife Interval Income fund Annual plan 2 - Growth Direct	10,211,021	-	102,110,210	-
Birla Sunlife Government Securities Long term regular plan	3,160,160	-	105,000,100	-
Birlasunlife fixed term plan series EY growth	6,065,272	6,065,272	60,652,726	60,652,720
HDFC Short term plan - Growth Plan	4,874,337	2,965,465	106,938,638	60,727,388
HDFC Short term plan - Growth Optional Plan	7,096,493	-	150,000,000	-
HDFC Income fund	4,254,957	-	110,000,000	-
HDFC high interest fund - Short term plan - Growth Option	9,268,700	-	200,000,000	-
HDFC FMP 370D January 2012 (19)- 4 Growth	-	10,022,550	-	100,225,499
Templeton India short term income plan institutional - Growth	84,894	-	150,000,000	-
Templeton India Low Duration fund - Growth	-	10,409,723	-	114,353,319
Kotak FMP series 80 - Growth	10,000,000	10,000,000	100,000,000	100,000,000
Kotak Bond (Short term fund) Monthly Dividend	-	6,484,490	-	65,914,091
Kotak FMP series 73- Growth	4,500,000	4,500,000	45,000,000	45,000,000
Kotak Quarterly Interval plan Series 2- Dividend	-	8,994,693	-	90,000,000
UTI fixed Term income fund Series X - VII (368 days)	-	10,000,000	-	100,000,000
UTI Short term Income Fund - Institutional Option- Growth	7,947,451	-	111,107,759	-
Reliance Fixed horizon fund - XXI- Series 11 Growth Plan	7,709,730	7,709,730	77,097,300	77,097,300
Reliance Fixed horizon fund - XXI- Series 6 Growth Plan	-	5,000,000	-	50,000,000
Religare Fixed maturity plan - Series XVII Plan A (17Months) Growth Plan	10,000,000	-	100,000,000	-
Reliance fixed horizon XXI series 18 growth plan	10,002,480	10,002,480	100,024,801	100,024,801
Reliance fixed horizon Xxi series 16 growth plan	-	3,206,889	-	32,068,897
Reliance floating rate- short term plan growth	8,653,314	-	150,000,000	-
Reliance fixed horizon fund XXII series 14 Growth Plan	5,000,000	-	50,000,000	-
Reliance- Income fund -Growth option- bonus option	11,589,096	-	125,000,000	-
Reliance Dynamic bond fund -growth plan	4,530,404	-	71,010,005	-
Reliance fixed horizon fund XXI Series 2 Growth plan	-	4,500,000	-	45,000,000
ICICI Prudential Gilt Fund Treasury Regular Plan Growth	2,300,079	-	65,000,000	-
ICICI Prudential institutional short term plan -cumulative option	6,569,180	-	150,000,000	-
ICICI Prudential long term Regular Plan Growth	16,704,391	-	200,000,000	-
ICICI Prudential Income Regular Plan Growth	1,823,650	-	65,000,000	-
ICICI Prudential FMP series 63 - 3 years plan M Cumulative	4,000,000	-	40,000,000	-
ICICI Prudential FMP series 63 - 3 years plan M Cumulative	16,000,000	-	160,000,000	-
ICICI Prudential Gilt Fund Investment Regular Plan Growth	2,528,874	-	100,000,000	-
ICICI Prudential FMP series 66-420 days plan A Regular Plan Cumulative	10,000,000	-	100,000,000	-
ICICI Prudential Interval Fund - Annual Interval VI - Plan A - Direct Plan Growth	10,000,000	-	100,000,000	-
ICICI Prudential FMP Series 54- 18 Months Plan A Cumulative	-	5,000,000	-	50,000,000
Sundaram fixed term plan CG 18 months Growth	3,999,838	3,999,838	39,998,380	39,998,380
SBI Debt fund series -370 days- 14 Dividend	-	3,000,000	-	30,000,000
DWS FMP - Series 5 - Growth	-	5,000,000	-	50,000,000
DWS short maturity fund institutional plan - Growth	11,405,977	-	150,000,000	-
IDFC - Super Sever Income Fund - Short Term - Plan C - Growth	7,916,841	-	100,000,000	-
IDFC dynamic bond fund Plan B growth	11,680,151	-	150,000,000	-
Canara Robeco Short Term Fund Institutional Plan Growth	3,901,769	-	50,000,000	-
JP Morgan India Short Term Income Fund Growth Option	50,000,000	-	500,000,100	-
JP Morgan India Short Term Income Fund Growth	8,347,733	-	100,000,000	-
DWS premier bond fund - Regular Plan Growth	5,313,948	-	100,000,000	-
L&T FMP - VII (February 51 D A) - Direct Growth	5,000,000	-	50,000,000	-
Equity Annual FMP series VI- Plan C -Growth	-	5,000,000	-	50,000,000
Total	351,019,808	147,848,343	4,857,915,817	1,568,001,904

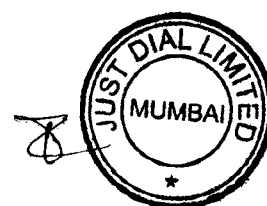
Aggregate market value of investment in mutual funds of Rs 5,139,856,830 (March 31, 2012: Rs 1,594,091,542)



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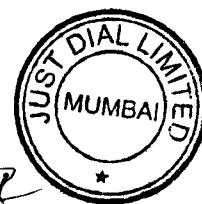
Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	As at March 31, 2013	As at March 31, 2012
16: Trade receivables (unsecured, considered good)		
Outstanding for a period exceeding six months from the date they are due for payment	-	-
Other trade receivables	8,919,737	-
Total Trade Receivables	8,919,737	-
17: Cash and bank balances		
Cash and cash equivalents		
Cash on hand	-	5,885,286
Cheques/drafts on hand	46,541	12,128,353
Balance with Bank		
- on current accounts	214,389,833	196,518,720
	214,436,374	214,532,359
Other bank balances		
Bank deposits with original maturity of more than 12 months (Held as guarantee Rs. 10,000,000 (March 31, 2012: Rs. 10,000,000))	24,849,335	22,810,923
Total Cash and Bank Balances	239,285,709	237,343,282
18: Short Term Loans and advances		
Unsecured, considered good		
Advances recoverable in cash or kind or for value to be received	26,647,450	9,328,946
Security deposits	2,989,603	5,505,500
Other loans and advances		
Service tax input credit	25,769,751	9,821,102
Prepaid gratuity	825,547	2,418,881
Prepaid expenses	53,411,957	30,238,378
Advance to vendors	2,437,863	1,684,584
Total Short Term Loans and Advances	112,082,171	58,997,391
19: Other current assets		
Interest accrued on fixed deposit	405,850	508,002
Amount due from related parties (Refer note 26)	2,306,641	1,209,843
Share issue expenses (to the extent not written off or adjusted)	-	38,759,998
Other receivables (Refer note 39)	24,110,467	-
Total Other Current Assets	26,822,958	40,477,843
Loans and advances due by Enterprises owned or significantly influenced by Key Management Personnel or their relatives:		
Amount due from related parties:		
Just Dial Global Private Limited	2,306,641	1,209,843



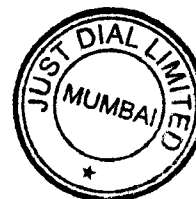
Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	For the year ended March 31, 2013	For the year ended March 31, 2012
20: Revenue from operations		
Sale of search related services	3,576,681,723	2,593,975,541
Sale of other related services	49,401,759	-
Other operating revenue	1,591,811	26,631,242
Total Revenue	3,627,675,293	2,620,606,783
21: Other income		
Interest income on		
Bank deposits	2,157,639	1,972,610
Others	1,906,885	2,326,129
Dividend income on current investment	11,869,982	43,550,527
Profit on sale of current investments	102,278,378	42,290,672
Other non-operating income		
Service Charges	13,778,003	31,058,698
Exchange Difference (net)	-	2,031,781
Royalty Income	-	29,051
Miscellaneous income	3,284,000	8,281,883
Total Other Income	135,274,887	131,541,351
22: Employee benefits expense		
Salaries, wages and bonus	1,685,298,839	1,224,097,357
Contribution to provident fund and other funds	53,672,413	46,716,861
Employee stock option plan (ESOP) expense (Refer note 32)	3,634,291	5,598,746
Gratuity expenses (Refer note 33)	14,037,637	16,965,947
Staff welfare expenses	21,958,429	14,986,989
Total Employee Benefits Expense	1,778,601,609	1,308,365,900
23: Finance cost		
Interest on vehicle loan	49,506	172,898
Total Finance Cost	49,506	172,898
24: Other expenses		
Bank Charges	10,650,471	9,008,300
Transportation expenses	1,087,865	659,628
Power and fuel	74,437,816	51,184,046
Rent	155,925,158	119,439,247
Rates and taxes	2,660,768	3,136,263
Insurance	19,299,782	16,879,874
Repairs and maintenance		
- Plant and machinery	12,025,125	6,376,911
- Building	370,297	236,882
- Others	29,470,500	24,043,255
Advertising and sales promotion	245,218,937	199,415,012
Brokerage & commission	8,377,474	9,087,299
Travelling and conveyance	11,730,206	7,253,534
Communication costs	176,933,282	114,086,429
Printing and stationery	11,495,128	6,543,001
Legal and professional fees	25,815,841	20,930,035
Registration & membership fees	1,557,693	998,079
Payment to auditor		
As auditor:		
Audit fee	1,300,000	4,000,000
Tax audit fee	300,000	150,000
Re-embursement of expenses	-	40,649
Other Services (certification fees)	4,605,146	-
	6,205,146	-
Less: Fees for IPO issue related services grouped under other receivables (Refer note 39)	4,605,146	-
Recruitment expenses	6,675,293	4,891,951
Data base expenses	13,419,584	11,291,699
Sundry balance write off	2,338,360	608,042
Office expenses	15,188,798	13,214,047
Exchange difference (net)	12,377	-
Hire charges	2,335,652	8,628,591
Donation	4,925,000	4,895,000
Loss on discarding/sale of assets (net)	2,574,581	-
Loss on sale of long term investments	-	477,956
Miscellaneous expenses	4,600,486	2,463,589
Total Other Expenses	840,726,474	639,939,319



Just Dial Limited
Notes to financial statements for the year ended March 31, 2013

	For the year ended March 31, 2013	For the year ended March 31, 2012
25: Earnings per share (EPS)		
Basic		
Net Profit as per statement of profit and loss	684,570,436	505,814,122
Less: Dividends on convertible preference shares and tax thereon	-	42,018,620
Net profit for calculation of basic EPS	684,570,436	463,795,502
Weighted average number of equity shares in calculating basic EPS	66,488,923	51,907,807
Earning per share	10.30	8.93
Diluted		
Net Profit as per statement of profit and loss	684,570,436	505,814,122
Weighted average number of equity shares in calculating basic EPS	66,488,923	51,907,807
Equity shares arising on grant of stock options under ESOP	1,029,395	1,311,944
Weighted average number of potential equity shares on the conversion of preference shares	1,306,269	11,761,003
Total no of shares outstanding (weighted average) (including dilution)	68,824,586	64,980,754
Earning per share	9.95	7.78



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Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

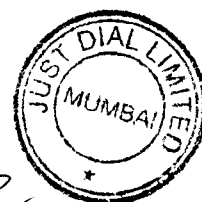
26. Related Parties

26.1 Names of related parties

Names of related parties where control exists irrespective of whether transactions have occurred or not	
Subsidiary Company	Just Dial Inc. (Till July 21, 2011)
Key Management Personnel	Mr. V. S. S. Mani Mr. V. Krishnan Mr. Ramani Iyer (Till May 31, 2011)
Relatives of Key Management Personnel	Mrs. Anita Mani
Enterprises owned or significantly influenced by Key Management Personnel or their relatives	Just Dial Global Private Limited Just Dial Inc. (From July 22, 2011)

26.2 Transactions with related parties.

		Amount in Rs.	
Sr.No	Particulars	March 31, 2013	March 31, 2012
1	Subsidiary Company		
A	Loans and advances given	-	66,743,750
B	Interest received on loans	-	2,133,798
C	Loans and advances received back	-	100,814,760
2	Key Management Personnel		
A	Remuneration Mr. V. S. S. Mani (including rent free accommodation) Mr. V. Krishnan Mr. Ramani Iyer	11,682,442 10,930,058 - 22,612,500	9,586,626 9,719,824 1,706,025 21,012,475
B	Lease Rent Mr. V.S.S. Mani	2,759,897	2,429,426
3	Relatives of Key Management Personnel		
A	Lease Rent Mrs Anita Mani	2,759,897	2,429,426
4	Enterprises owned or significantly influenced by Key Management Personnel		
A	Investment in preference shares in Just Dial Global Private Limited	-	579,999,700

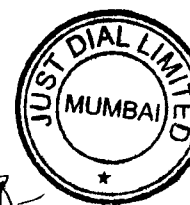


Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

B	Transfer of IT testing business and investments to Just Dial Global Private Limited	-	725,017,228
C	Loans and advances given Just Dial Global Private Limited	-	45,000,300
D	Loans received back Just Dial Global Private Limited	-	55,401,217
E	Service charges (other income) Just Dial Global Private Limited	13,778,003	31,058,698
F	Interest received on loans Just Dial Global Private Limited	-	192,331
G	Royalties received (other income) Just Dial Inc.	-	29,051
H	Sale of Investment in Just dial Inc to Just Dial Global Private Limited	-	22,027,500

		Amount in Rs	
	Balance outstanding at the year end	March 31, 2013	March 31, 2012
1	Key Management Personnel		
A	Remuneration Payable Mr. V.S.S. Mani	168,770	1,026,415
	Mr. V. Krishnan	1,482,610	1,238,037
		1,651,380	2,264,452
B	Security Deposit Mr. V.S.S. Mani	925,000	925,000
2	Relatives of Key Management Personnel		
A	Security Deposit Mrs Anita Mani	925,000	925,000
3	Enterprises owned or significantly influenced by Key Management Personnel or their relatives		
A	Royalties receivable from Just Dial Inc.	-	29,051
B	Receivable from Just Dial Global Private Limited towards service charges	2,306,641	1,180,792
		2,306,641	1,209,843



Just Dial Limited**Notes to financial statements for the year ended March 31, 2013****27. Leases****Operating Lease**

Office premises are obtained on operating lease. The lease rent is payable as per the terms of the lease agreements. The lease terms are different for each of the leases and the maximum lease term ranging from 1 year to 9 years. Some of the leases are renewable for further 5 years at the option of the Company. There are escalation clauses in the lease agreement for which rent is provided on straight lining basis. There is a lock in year of minimum 3 years in some lease agreements. There are no subleases.

Details of lease payments during the year ended and future commitments on non-cancellable operating leases are as follows:

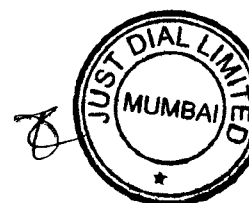
Particulars	Amount in Rs.	
	Operating Lease	
	March 31, 2013	March 31, 2012
Lease payments for the year	155,925,158	119,439,247
<u>Minimum Lease Payments:</u>		
Not later than one year	159,603,565	127,137,008
Later than one year but not later than five years	397,810,966	363,648,730
Later than five years	119,584,759	87,889,335

28. Contingent Liabilities not provided for

Particulars	Amount in Rs.	
	March 31, 2013	March 31, 2012
<u>Income Tax Demands:</u> Income tax in respect of Assessment years 2003-04, 2006-07, 2007-08, 2008-09 and 2009-10 in respect of which the Company has preferred an appeal. Based on judicial pronouncements, the Company's claim is likely to be accepted by appellate authorities.	15,248,795	12,827,564
<u>Tax Deducted at Source (TDS) Demands:</u> TDS in respect of Assessment year 2011-12 of which the Company has preferred an appeal.	146,193	-
<u>Preference Dividend:</u> Cumulative Dividend on 6% optionally convertible cumulative preference shares including dividend distribution tax of Rs.Nil (2011-12 - Rs. 37,097,129)	-	257,023,079

Note:-

There are certain cases against the Company, since the Company is confident of defending the same and the probability of any liability arising is remote, no contingent liability is disclosed as on March 31, 2013 and March 31, 2012.



Just Dial Limited**Notes to financial statements for the year ended March 31, 2013****29. Capital and other commitments**

Particulars	Amount in Rs.	
	March 31, 2013	March 31, 2012
Estimated amount of contracts remaining to be executed on capital account and not provided for	85,383,803	38,983,239

30. Details of dues to Micro and Small Enterprises as per MSMED Act, 2006.

The Company does not have suppliers who are registered as micro or small enterprise under the Micro, Small and Medium Enterprises Development Act, 2006 as at March 31, 2013. The information regarding micro or small enterprises has been determined on the basis of information available with the management.

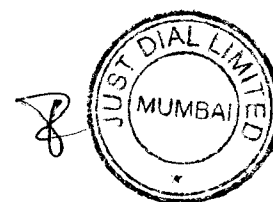
31. Provision for Employee related liability

At March 31, 2013, provision for Employee State Insurance Contribution aggregates Rs.30,251,804 (As at March 31, 2012 Rs.30,251,804) which is based on estimates and as per the provisions of the ESIC Act. This provision will be adjusted / settled on completion of the assessment.

32. Employee Stock Option Plans:

1. The Company has provided various share-based payment schemes to its employees. During the year ended March 31, 2013 and year ended March 31, 2012, the following schemes were in operation:

	Pool	Date of grant	Date of Board/ Shareholders Approval	Number of options granted	Vesting period	Vesting Conditions
ESOP Scheme 2008	Pool 2	31-Jan-09	19-Jan-09	11,170	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
	Pool 3	31-Jan-10	27-Jan-10	400	4 years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
ESOP Scheme 2010	Pool 5	30-Apr-10	24-Apr-10	82,936	4 Years	25% vests every year from the grant date subject to continuance of services
	Pool 6	27-Jul-10	27-Jul-10	640,727	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services



Just Dial Limited

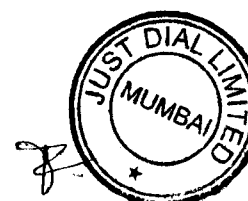
Notes to financial statements for the year ended March 31, 2013

	Pool 6	31-Oct-10	20-Oct-10	155,176	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
	Pool 6	1-Dec-10	1-Dec-10	138,525	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services
	Pool 6	25-Mar-11	25-Mar-11	10,311	4 Years	10%, 20%, 30% & 40% vests in each of the first 4 years from the date of the grant subject to continuance of services

Exercise period for all the above schemes is seven years from the date of vesting of the options.

a) The details of activity under Pool 2 of ESOP Scheme 2008 have been summarised below:

Particulars	March 31, 2013		March 31, 2012	
	Number of options	Weighted Average Exercise Price(Rs.)	Number of options	Weighted Average Exercise Price(Rs.)
Outstanding at the beginning of the year	11,170	4,595	11,170	4,595
Exercised during the year	6,702	4,595	-	-
Outstanding at the end of the year	4,468	4,595	11,170	4,595
Exercisable at the end of the year	4,468	4,595	6,702	4,595
Weighted average remaining contractual life (in years)	3	-	4	-
Weighted average fair value of options granted on the date of grant	48		48	



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

b) The details of activity under Pool 3 of ESOP Scheme 2008 have been summarised below:

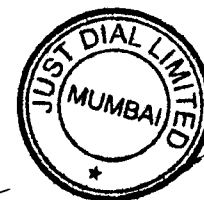
Particulars	March 31, 2013		March 31, 2012	
	Number of options	Weighted Average Exercise Price(Rs.)	Number of options	Weighted Average Exercise Price(Rs.)
Outstanding at the beginning of the year	400	4,500	400	4,500
Forfeited during the year	280	4,500	-	-
Exercised during the year	120	4,500	-	-
Outstanding at the end of the year	-	-	400	4,500
Exercisable at the end of the year	-	-	120	4,500
Weighted average remaining contractual life (in years)	-	-	5	-
Weighted average fair value of options granted on the date of grant	531		531	

c) The details of activity under Pool 5 of ESOP Scheme 2010 have been summarised as below:

Particulars	March 31, 2013		March 31, 2012	
	Number of options	Weighted Average Exercise Price (Rs.)	Number of options	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year	80,136	80	82,936	80
Exercised during the year	31,523	80	2,800	-
Outstanding at the end of the year	48,613	80	80,136	80
Exercisable at the end of the year	7,145	80	17,934	80
Weighted average remaining contractual life (in years)	5	-	6	-
Weighted average fair value of options granted on the date of grant	37		37	

d) The details of activity under Pool 6 of ESOP Scheme 2010 have been summarised below:

Particulars	March 31, 2013		March 31, 2012	
	Number of options	Weighted Average Exercise Price (Rs.)	Number of options	Weighted Average Exercise Price (Rs.)
Outstanding at the beginning of the year with an exercise price of Rs.10	155,176	10	155,176	10
Outstanding at the beginning of the year with an exercise price of Rs.80	789,563	80	789,563	80
Forfeited during the year with an exercise price of Rs.10	-	-	-	-



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

	March 31, 2013		March 31, 2012	
Forfeited during the year with an exercise price of Rs.80	84,588	80	-	-
Exercised during the year with an exercise price of Rs.10	46,553	10	-	-
Exercised during the year with an exercise price of Rs.80	78,861	80	-	-
Outstanding at the end of the year with an exercise price of Rs.10	108,623	10	155,176	10
Outstanding at the end of the year with an exercise price of Rs.80	626,114	80	789,563	80
Exercisable at the end of the year with an exercise price of Rs.10	-	10	15,517	10
Exercisable at the end of the year with an exercise price of Rs.80	137,328	80	78,956	80
Weighted average remaining contractual life (in years)	5	-	6	-
Weighted average fair value of options on the date of grant	44		44	

Notes:

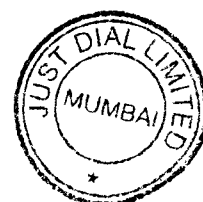
Bonus shares: The exercise price for ESOP Pool 2 and 3 and the weighted average fair value of options for Pool 2, and Pool 3 are higher compared to ESOP Pool 5 and Pool 6 as Company had issued bonus shares in the ratio of 55 shares for every 1 share held during the year ended March 31, 2011. The employees holding ESOP under Pool 2 and 3 are eligible to receive bonus shares on exercise of their options.

2. Effect of the employee share-based payment plans on the statement of profit and loss and on its financial position:

	Amount in Rs.	
Particulars	March 31, 2013	March 31, 2012
Total employee compensation cost pertaining to share based payment plans (all equity settled) for the year	3,634,291	5,598,746
Employee compensation cost transferred to Share Premium during the year	(4,043,395)	(14,000)
Liability for employee stock option outstanding as at year End	8,415,168	8,824,271

3. Impact on the reported net profit and earnings per share by applying the fair value based method

As per guidance note on 'Accounting for Employees Share Based Payments' issued by the Institute of Chartered Accountants of India, the proforma disclosures of the impact of the fair value method of accounting of employee stock compensation accounting in the financial statements on the reported net profit and earnings per share would be as follows:



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

Amount in Rs.		
Particulars	March 31, 2013	March 31, 2012
Profit/(Loss) as reported	684,570,436	505,814,122
Less: Preference Dividend (including Dividend Distribution Tax)	-	(42,018,620)
Add: Employee stock compensation under intrinsic value method	3,634,291	5,598,746
Less: Employee stock compensation under fair value method	(10,581,698)	(15,271,575)
Proforma Profit/(Loss)	677,623,176	454,122,673
Earnings Per Share		
Basic		
- As reported	10.30	8.93
- Pro forma	10.20	8.75
Diluted		
- As reported	9.95	7.78
- Pro forma	9.85	7.64

33. Employee benefits

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is funded with an insurance Company in the form of a qualifying insurance policy.

The following tables summarise the components of net gratuity benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan.

Statement of Profit and Loss

Net employees benefit expense (recognised in Employee Cost)

Amount in Rs		
Particulars	March 31, 2013	March 31, 2012
Current service cost	8,468,870	7,270,132
Interest cost on benefit obligation	3,575,654	2,189,444
Expected return on plan assets	(3,534,500)	(2,328,878)
Net actuarial loss recognised in the year	5,527,613	9,835,249
Net Benefit expense	14,037,637	16,965,947
Actual Return on Plan Assets	3,685,000	2,620,453



Just Dial Limited**Notes to financial statements for the year ended March 31, 2013****Balance Sheet**

Details of Provision for Gratuity

Particulars	March 31, 2013	March 31, 2012
Defined benefit obligation	53,499,976	38,587,634
Fair value of plan assets	54,325,523	41,006,515
Plan asset/ (liability)	825,547	2,418,881

Changes in the present value of the defined benefit obligation are as follows:

Particulars	March 31, 2013	March 31, 2012
Opening defined benefit obligation	38,587,634	20,492,936
Interest cost	3,575,654	2,189,444
Current service cost	8,468,870	7,270,132
Less: benefits paid	(2,810,295)	(1,491,702)
Actuarial losses on obligation	5,678,113	10,126,824
Closing defined benefit obligation	53,499,976	38,587,634

Changes in the fair value of the defined benefit obligation are as follows:

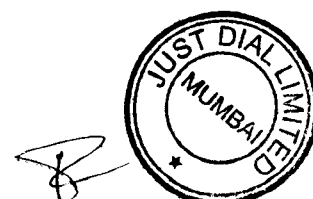
Particulars	March 31, 2013	March 31, 2012
Opening fair value of plan assets	41,006,515	29,096,736
Expected return	3,534,500	2,328,878
Contributions by employer	12,444,303	10,781,028
Less: benefits paid	(2,810,295)	(1,491,702)
Less: Actuarial gains/(losses)	150,500	291,575
Closing fair value of plan assets	54,325,523	41,006,515

The Company expects to contribute approximately an additional Rs. 10,000,000 (March 31, 2012: Rs. 5,000,000) to gratuity in the next year.

The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2013 (%)	March 31, 2012 (%)
Investments with insurer	100	100

The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the year over which the obligation is to be settled.



Just Dial Limited**Notes to financial statements for the year ended March 31, 2013**

The principal assumptions used in determining gratuity for the Company's plans are shown below:

Particulars	March 31, 2013	March 31, 2012
Discount Rate	7.80%	8.35%
Salary Escalation	7%	7%
Withdrawal Rate	0% to 57% depending on age and designation	0% to 57% depending on age and designation

The estimates of future salary increases, considered in actuarial valuation, take account of inflation seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Experience adjustments:

Amounts for the current period and previous four years are as follows:

Particulars	Amount in Rs.				
	March 31, 2013	March 31, 2012	March 31, 2011	March 31, 2010	March 31, 2009
Defined benefit obligation	53,499,976	38,587,634	20,492,936	13,550,353	9,667,923
Plan assets	54,325,523	41,006,515	29,096,736	16,496,582	7,761,130
Surplus / (deficit)	825,547	2,418,881	8,603,800	2,946,229	(1,906,793)
Experience adjustment on plan liabilities	4,130,605	1,649,676	1,674,284	235,252	1,640,707
Experience adjustment on plan assets	150,500	291,575	-	-	-

34. Expenditure in foreign currency (Accrual basis)

Particulars	Amount in Rs.	
	March 31, 2013	March 31, 2012
Travel Expenses	426,640	286,569
Communication expenses	2,894	45,294
Advertisement expenses	3,062,014	2,696,722
Others	-	346,946
	3,491,548	3,375,531

35. Value of imports calculated on CIF basis

Particulars	Amount in Rs.	
	March 31, 2013	March 31, 2012
Capital goods	-	2,805,430
	-	2,805,430



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

36. Earnings in foreign currency

Particulars	Amount in Rs.	
	March 31, 2013	March 31, 2012
Interest Income	-	2,133,798
Royalty Income	-	29,051
	-	2,162,849

37. Demerger of IT related testing business, other related services and specific assets

During the previous year, the Honorable High Court of Bombay vide its order dated October 14, 2011 had approved the demerger of undertaking providing IT testing business and other related services along with the IT infrastructure utilised for providing such services and the Company's investment in Just Dial Global Private Limited ('JD Global') to JD Global.

Pursuant to the Scheme, from the appointed date of August 1, 2011, the book value of assets of IT testing business of Rs. 259,939 and the Company's aggregate investment in preference shares of JD Global of Rs. 724,757,289 were transferred to JD Global. There were no liabilities pertaining to the Demerged Undertaking. The value of the assets including the preference shares held by the Company in JD Global aggregating to Rs. 725,017,228 transferred pursuant to the Scheme was adjusted against balance in the Company's securities premium account to the extent of Rs. 326,642,238 and the balance of Rs.398,374,990 was adjusted against surplus i.e. the balance in statement of profit and loss during the year ended March 31, 2012.

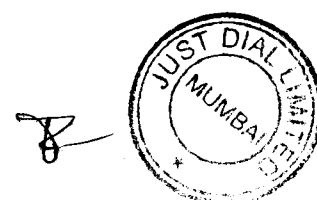
As a consideration for transfer, the equity and preference shareholders of the Company as on August 1, 2011 received equity shares in JD Global in proportion to their shareholding in the Company.

38. Discontinuing operations

As indicated in the note 38 above, during the previous year, the Company demerged the IT testing business and other related services along with the IT infrastructure utilised for providing such services. The details of revenue expenses, profits and cash flows relating to the IT related and other related services (discontinuing operations) for the previous year ended March 31, 2012 are as follows:

Particulars	Amount in Rs.
	IT testing and other related services
Revenue	2,970,000
Expenses	(669,218)
Profit before tax	2,300,782
Tax expense	
Current Tax	(710,313)
Deferred tax credit	
Total tax expense	(710,313)
Profit after tax	1,590,469
Net cash flow from operating activities	1,590,469

There were no cash flows from investing and financing activities relating to discontinuing operations.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

39. Share issue expenses

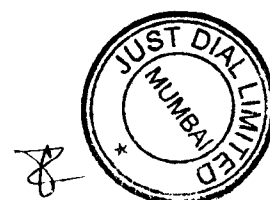
- (a) Share issue expenses as at March 31, 2012 comprised of expenses incurred in connection with the Draft Red Herring Prospectus dated August 12, 2011 (the "initial DRHP") filed with the Securities and Exchange Board of India (the "SEBI"). During the year ended March 31, 2013, the Company withdrew the initial DRHP and adjusted the expenses of Rs.39,286,169 against the securities premium account. This was based on the legal opinion obtained and in accordance with Section 78 of the Companies Act, 1956. The balance expense of Rs.15,247,758 has been charged to the statement of profit and loss as an exceptional item.
- (b) Other receivables as at March 31, 2013 comprises of share issue expenses incurred in connection with the Company's IPO through offer for sale ("the Issue"). As per offer agreement between the Company and the selling shareholders, all expenses with respect to the Issue will be borne by the selling shareholders. Accordingly, the Company has classified the expenses incurred in connection with the Issue as receivable from selling shareholders under Other receivables.

40. Unhedged foreign currency exposure

Particulars	Amount
Others (Royalty receivable)	Rs. Nil [Previous year: Rs. Rs 29,051 (USD 622.70)]

41. Events Subsequent to March 31, 2013

- (a) On April 3, 2013, Board approved the allotment of 97,744 equity shares to employees holding ESOP options under Pool 5 and 6 and the allotment of 250,208 equity shares (including 245,740 bonus equity shares in the ratio of 55:1) to employees holding 4,468 options under Pool 2.
- (b) Further on May 4, 2013, the Board approved the allotment of 21,376 equity shares to employees holding ESOP under Pool 5 and 6.
- (c) The Company completed the IPO through offer for sale of 17,497,458 equity shares of Rs.10 each at a price of Rs.530 per equity share for Qualified Institutional Bidders and Non Institutional Bidders and at a price of Rs.483 per equity share for Retail Individual Bidders aggregating upto Rs. 9,191,414,725 and the equity shares of the Company got listed on The National Stock Exchange of India Limited, The BSE Limited and MCX Stock Exchange Limited on June 5, 2013.



Just Dial Limited

Notes to financial statements for the year ended March 31, 2013

42. Previous year figures have been regrouped/ reclassified, whenever necessary, to conform to current year classification.

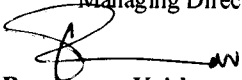
As per our report of even date

For S. R. Batliboi & Associates LLP
ICAI Firm Registration No. 101049W
Chartered Accountants


per Govind Ahuja
Partner
Membership No.48966

Place: Mumbai
Date: July 22, 2013

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


V.S.S. Mani
Managing Director

Ramkumar Krishnamachari
Chief Financial Officer


V. Krishnan
Director

Sachin Jain
Company Secretary

