

16th August, 2016

To
The National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051.

Ref. Just Dial Limited (Stock Symbol - JUSTDIAL)

Dear Sir/Madam,

Subject: Outcome of the Board Meeting

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), we hereby inform you that a meeting of the Board of Directors of Just Dial Limited (the "**Company**") was held today, the 16th of August, 2016 and concluded at 9.30 P.M. The meeting *inter alia* transacted the following businesses:

1. Considered and approved the unaudited quarterly financial results of the Company for the quarter ended June 30, 2016.
2. Considered and approved the allotment of 28,877 Equity Shares of face value of Rs.10/- each to certain employees of the Company pursuant to exercise by such employees of vested options granted to them under relevant Employee Stock Option Schemes of the Company.
3. Decided to convene 22nd Annual General meeting of the Shareholders of the Company on Friday, 30th September, 2016 and approved the draft Notice of Annual General Meeting.
4. Considered and approved the following proposal:
 - a. The demerger of the Data and Information Undertaking of JDGPL ("Demerged Undertaking") and vesting of the same in Just Dial, as a going concern, under Sections 391-394 read with Section 78 (Corresponding Section 52 of the Companies Act, 2013) and Section 100 to Section 103 of the Companies Act, 1956 or any corresponding provisions of the Companies Act, 2013 as may be applicable ("Scheme"). The appointed date of the Scheme is October 01, 2016;

Just Dial Limited

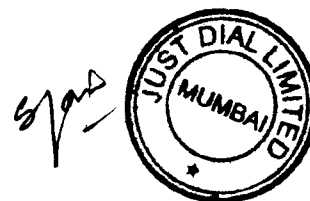
CIN NO: L74140MH1993PLC150054

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- b. As consideration for transfer and vesting of the Demerged Undertaking, Just Dial would issue 6% Redeemable Preference Share of Re. 1/- each ('RPS') to the equity shareholders of JDGPL, credited as fully paid up, for every 1 equity share of Rs. 10/- each held in the JDGPL and such RPS shall be redeemable at par.

We request you to kindly take the same on record.

Thanking You,

Yours faithfully,

For Just Dial Limited



Sachin Jain
Company Secretary

