

21st November, 2015

To
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Stock Symbol: JUSTDIAL - EQ

Kind Attn: Head - Listing Department / Dept of Corporate Communications

Sub: Intimation of the Voting Results of Postal Ballot under Clause 35A of the Equity listing Agreement.

Dear Sir,

This is in relation to the intimation dated October 12, 2015 and the postal ballot notice dated August 25, 2015 circulated to all the Shareholders of Just Dial Limited (the "Company") for seeking their approval to undertake a buy-back of the equity shares of the Company each having a face value of Rs. 10 (the "Equity Shares") through a tender offer in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and the Securities and exchange Board of India (Buy Back of Securities) Regulations, 1998.

The Company had appointed M/s. V. B. Kondalkar & Associates, Practicing Company Secretary as a scrutinizer (the "Scrutinizer") for conducting postal ballot process in a fair and transparent manner. The last date for receiving duly filled in and signed postal ballot forms was closed of working hours at 5.00 PM on November 14, 2015. The E-Voting was kept open from Friday, October 16, 2015 (09:00 a.m.) to Saturday, November 14, 2015 (05:00 p.m.).

The Scrutinizer has carried out the scrutiny of the postal ballot forms received from the shareholders and e-voting received upto 5.00 PM on November 14, 2015 and submitted his report on November 21, 2015.

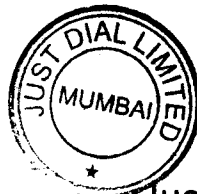
The results were accordingly announced today. Please find attached the results of the postal ballot in accordance with Clause 35A of the Equity Listing Agreement as Annexure A and Scrutinizers Report dated November 21, 2015

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,
For JUST DIAL LIMITED


Sachin Jain
Company secretary



Just Dial Limited

CIN NO: L74140MH1993PLC150054

Registered & Corporate Office : Palm Court Building M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad West, Mumbai - 400064

Tel. : 022-28884060 / 66976666 • Fax : 022-28823789

Mumbai, Delhi, Kolkata, Chennai, Bangalore, Pune, Hyderabad, Ahmedabad, Coimbatore, Jaipur and Chandigarh

☎ 088888-88888 | www.justdial.com

Annexure - A

Pursuant to Clause 35A of the Listing Agreement; details regarding the Results of Postal Ballots are as follows:

Date of declaration of Postal Ballot Results : 21st November, 2015

Total number of shareholders on record date : 30,090

No. of shareholders present in the meeting either in person or through proxy

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group : Not Applicable

Public : Not Applicable

Detail of the Agenda: Approval of the shareholders pursuant to the provisions of Sections 68, 69 and 110 of the Companies Act, 2013 and rules made thereunder including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for buy-back of equity shares upto maximum amount permissible i.e 25% of total paid-up equity capital and free reserves as on March 31, 2015 through a tender offer.

Resolution required: Special Resolution

Mode of Voting : E-voting and Postal Ballot

Promoter/Pub lic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/ (2)]*10 0	% of Votes against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	2,29,65,134	2,29,65,134	100.00	2,29,65,134	0	100.00	0.00
Public - Institutional holders	4,41,48,119	2,86,41,948	64.87	2,82,93,067	3,48,881	98.78	1.22
Public-Others	33,79,492	1,54,149	4.56	1,52,928	1,221	99.20	0.79
Total	7,04,92,745	5,17,61,231	73.43	5,14,11,129	3,50,102	99.32	0.68

This intimation is given pursuant to Clause 35A of the Equity Listing Agreement.

For JUST DIAL LIMITED


Sachin Jain
Company Secretary



Just Dial Limited

CIN NO: L74140MH1993PLC150054

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V. B. KONDALKAR & ASSOCIATES

Company Secretaries

202, Midas Enclave, A-Wing Dadiseth Agyari Road, Near Babulin Naka, Malad (West), Mumbai-400 064.
Tel. : 28806348 • Mobile : 9320028423 • e-mail : vbkondalkar@rediffmail.com

COMBINED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.)

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

Sub: Passing of Resolution thorough Postal Ballot

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **JUST DIAL LIMITED** (hereinafter referred to as "the Company") on August 25, 2015, I have been appointed as a Scrutinizers to Scrutinize the process of e-voting for postal ballot and to received, process and Scrutinize the postal ballot forms in respect of the Special Resolution as circulated in the Postal Ballot Notice dated August 25, 2015 containing resolution together with explanatory statement (hereinafter referred to as "the Notice").

The Company has made arrangements with the system provider Karvy Computershare Private Limited (hereinafter referred to as "KCPL") who is also a Registrar and Transfer Agents(RTA) of the Company for providing a system of recording votes of the shareholders cast electronically through e-voting and also to set up the e-voting facility for the shareholders on the KCPL's e-voting.

The Company has also uploaded the Notice on its website www.justdial.com. KCPL has generated electronic voting event number for the votes which are to be cast through e-voting mode. All necessary formalities in compliance with the requirements specified by the Companies Act, 2013 and rules framed there under have been complied with by the service provider KCPL, as directed by Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Notice sent to all the shareholders by Registered Post and by email to shareholders whose email id's were registered in records of the depository participants.

I have issue this combined scrutinizers reports in respect of e-voting for Postal ballot along with votes casted through Postal Ballot Forms. The result of e-voting along with Postal Ballot Forms is annexed with report as an **Annexure**.



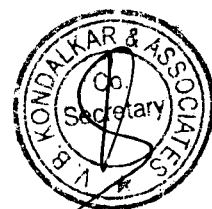
I SUBMIT MY REPORT AS UNDER:

1. As confirmed by the Company, the Company has completed the dispatch of Notice on October, 14 2015, to the members whose name(s) appeared on the Register of Members as on cut-off date i.e. October 9, 2015.
2. The Company has issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Navshakti", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra on October 15, 2015.
3. As per the record provided to me by the Company as on Cut-off date there were total 30,090 Shareholders of the Company, out of which the Company has sent Notice by email to 22,671 Shareholders and through the Professional Courier Service to 7,419 Shareholders on October 14, 2015 and among 22,671 Shareholders to whom mail was sent 741 Shareholder's mail were bounced so to them also Notices were sent through the Professional Courier Service on October 15, 2015.
4. The Company has offered E-voting facility to all the Equity Shareholders who are the Shareholders as on the cut-off date October 9, 2015.
5. The E-voting for Postal Ballot and voting through Postal Ballot Forms were commenced from October 16, 2015 at 9.00 a.m. and ended on November 14, 2015 at 5.00 p.m.
6. The Votes cast through E-voting were unblocked on November 14, 2015 in the presence of 2 witnesses, Mr. Manish Gupta and Ms. Sangeeta Navalkar, who are not in the employment of the Company.
7. There are 205 (Two hundred and five) Equity Shareholders holding 5,17,59,223 Equity Shares of the Company, who have participated in the E-voting process carried out by the Company.
8. There are 40 (Forty) Equity Shareholders holding 2,018 Equity Shares of the Company, who have participated in voting through Postal Ballot Forms.
9. Thereafter considering e-voting for Postal Ballot and voting through Postal Ballot Forms, the combined result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of Karvy Computershare Private Limited ("Karvy") i.e. <https://evoting.karvy.com> and is based on such report generated.

The Special Resolution as mentioned in the Notice stands passed, under E-voting for Postal Ballot and voting through Postal Ballot Forms, with the requisite majority.

I hereby confirm that I am maintaining register and record which is required by the rule 22(10) of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the vote cast through e-voting and Postal Ballot Forms by the Equity Shareholders of the Company.

I hereby also declare that along with this I have handed over to Mr. Sachin Jain, Company Secretary of the Company, a Compact Disc (CD) containing the list of Equity Shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed. According to my



observations, the process of E-voting for Postal Ballot and voting through Postal Ballot Forms has been conducted in a fair and transparent manner.

Thanking You,

Yours faithfully,

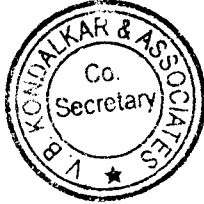
For V. B. Kondalkar and Associates
Company Secretaries



Vijay B. Kondalkar

Proprietor

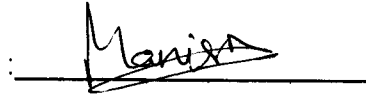
Membership No. 15697, CP No. 4597



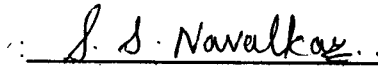
Place: Mumbai

Date: 21-11-2015

Witness 1: Mr. Manish Gupta



Witness 2: Ms. Sangeeta Navalkar



Signature: _____
By Chairman



Just Dial Limited

(CIN - L74140MH1993PLC150054)

Annexure to Combined Scrutinizer's Report in respect E voting along with Postal Ballot Form for Passing Special Resolution with respect to Buy Back of equity shares of the Company

Res. No.	Particular of Resolution	Mode	Ballots Received	Total Votes	Total Valid Votes	Favour		Ballots	Against		Invalid*	
						No. of Votes	% of total Valid Votes		No. of Votes	% of total Valid Votes	Ballots	No. of Votes
1	Special resolution pursuant to the provisions of Sections 68, 69 & 110 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for buy-back of equity shares upto maximum amount permissible i.e. 25% of total paid-up equity capital and free reserves as on March 31, 2015.	E Voting	205	51759223	51759213	199	99.32	6	350102	0.68	1	10
		Physical	40	2018	2018	40	100.00	0	0	0.00	0	0
		Total	245	51761241	51761231	239	99.32	6	350102	0.68	1	10

Note *

- One Shareholder has casted less votes, through e-voting, as compared to No. of shares held by him, hence less votes casted considered as Invalid

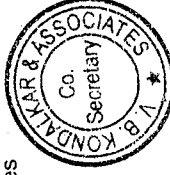
Place: Mumbai
Date: 21-11-2015

Witness 1: Mr. Manish Gupta

Witness 2: Ms. Sangeeta Navalkar

S. S. Navalkar

For V. B. Kondalkar and Associates
Company Secretaries



Vijay B. Kondalkar
Proprietor
ACS No. 15697, C. P. No. 4597