

April 29, 2016

To

National Stock Exchange of India Limited

Exchange Plaza,

Bandra Kurla Complex,

Bandra (E),

Mumbai-400051.

Ref. Just Dial Limited (Stock Symbol - JUSTDIAL)

Sub: Intimation of dispatch of Postal Ballot Notice & Postal Ballot Form of the Company:

Dear Sir/Madam,

The Company hereby informs that pursuant to provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice together with the Postal Ballot Form seeking consent of Members through Postal Ballot, including voting by electronic means (e-voting) have been dispatched to the members whose names appear in the Register of Members as on the cut off date i.e. Friday, April 15, 2016.

The results of Postal Ballot will be declared by the Chairman/any Director of the Company on or before Friday, June 3, 2016 at the Registered Office of the Company.

We are hereby enclosing a copy Postal Ballot Notice & Postal Ballot Form sent to the members for your record purpose and for displaying on the website of the stock exchange.

Request you to take the aforesaid documents on record and acknowledge the receipt.

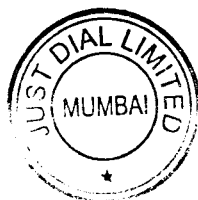
Thanking You,

Yours Faithfully,

For Just Dial Limited



Sachin Jain
Company Secretary



Encl: as above

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

☎ 88888-88888 | www.justdial.com



JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Registered Office : Palm Court, Building M, 501/B, 5th Floor, Besides Goregaon

Sports Complex, New Link Road, Malad (West), Mumbai - 400064

Tel: 022-28884060; Fax : 022-28823789

Website: www.justdial.com; E-mail: investors@justdial.com

POSTAL BALLOT NOTICE

Dear Members,

Notice is hereby given, pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and any other applicable provisions of the Companies Act and the rules made thereunder, Just Dial Limited (the “**Company**”) hereby seeks your approval by way of a special resolution through postal ballot / electronic voting for the following special business (the “**Notice**”):

The explanatory statement setting out the material facts pertaining to the resolution are annexed to the Notice along with the postal ballot form.

The Board of Directors of the Company has appointed V. B. Kondalkar & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

In compliance with the Clause 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching the postal ballot form(s). Members of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours i.e. 5 p.m. on Friday, May 27, 2016 for voting by the members of the Company.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than closing of working hours (5:00 p.m.) on Friday, May 27, 2016 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman or in his absence to a Director or officer of the Company authorized by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Friday, June 03, 2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.justdial.com.

Amendment to the Objects clause of the Memorandum of Association of Just Dial Limited

The Company is considering various business opportunities in the market which can be more economically and efficiently combined with its existing business and for better utilization of its assets and resources, which includes integrated business solution for the businesses, service providers, professionals and others to act as the Bharat Bill Payment Operation Unit and to provide service of payment products, payment systems such as e-wallets, mobile wallets, pre-paid payment instruments, cash card and other modes. Accordingly, the Company proposes to alter the “Objects Clause” of the Memorandum of Association of the Company. In light of the above, the members of the Company to consider and, if thought fit, to give assent or dissent to the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of the Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, including any statutory modification or re-enactment thereof for the time being in force, any other applicable laws, regulations, policies or guidelines, and subject to the approval of the Registrar of Companies, Mumbai (the “**ROC**”) and other regulatory authorities, as may be applicable, Clause III A of the Memorandum of Association, in relation to the main objects to be pursued by the Company, be and is hereby amended by inserting following objects 9 to 14:

9. *To buy, sell, deal in, import, design, develop and license software products and systems for receipt printer and weighing scale integration, inventory management including stock replenishment notifications and facilities for new product addition, with or without photos, and to further expand these software products and systems to new areas like web, mobile,*

cloud and other emerging technologies and to generally address the needs of the businesses to manage online and offline sales, whether in India and/or abroad.

10. To carry on the business of data collection, compilation, feeding, converting, processing, analysis, testing of any kind of cloud based billing and inventory management system, digitization services, end-to-end information technology products and services including but not limited to point of sale systems, accounting, customer relationship management systems, providing dashboard for information processing(including financial data, such as revenue and profitability) to be used on computer or any microprocessor based device or any other kind of electronic and electromechanical devices or any other such hardware in India and/or abroad for businesses, whether in India and/or abroad.
11. To carry on the business of establishing, preparing, distributing, selling, importing, exporting, trading, modifying, operating, providing, delivering and running all information technology led services and products for addressing the needs of businesses to, operate and expand a back end supply chain management system, including maintenance and support services for addressing the software technology sector for businesses directly or indirectly and including but not restricted to establishing and operating services and mechanisms for promotional campaign to customers, multiple outlet management through single system, facilitating multiple purchase order through single click mechanism in India and/or abroad, and services covering website hosting on the JustDial platform, website and application creation systems.
12. To buy, sell, import, design, develop, facilitate domain registrations, payment gateway services, utility bill payments and mobile recharge features and in general any other such facilities in India and/or abroad.
13. To carry on the business of issue, servicing and dealing in all kinds of payment products, payments systems, remittances and development of such business either on its own or in collaboration, association or tie-up with banks or other organization, identifying and entering into an agreement either individually or as member of an association of persons with any shop, store, restaurant and any other merchant establishment, for the purpose of providing payment systems or any other payment services including prepaid payment instruments, to any person who agrees to be a member of or a subscriber to any payment product, payment systems, developed, issued or serviced by the company and to establish, payment product, payment systems and remittances centers at such places as the Company may deem expedient and to provide and to engage in all business as may be related or ancillary to the aforesaid business areas and to carry on the business of marketing, distributing, canvassing, promotion and sale of products or services of banks, companies, financial institutions and organisations.
14. To operate as a bill payment operations unit to provide bill payment services for post-paid, recharge, DTH, utilities and other as permitted under various statutory norms including Bharat Bill Payment operation unit under the Bharat Bill payment system guidelines

RESOLVED FURTHER THAT the Board of Directors (including any committee of the Board of Directors) or any one of the Directors of the Company or Mr. Ramkumar Krishnamachari, Chief Financial Officer of the Company or Mr. Sachin Jain, Company Secretary of the Company, be and are hereby severally authorized to make necessary applications(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the ROC and other regulatory authorities, as may be applicable, and to do all such acts, deeds and things as may be necessary to give effect to and implementing the above resolution.”

**By order of the Board of Directors of
Just Dial Limited**

**Sachin Jain
Company Secretary**

Registered Office

Palm Court, Building-M, 501/B, 5th Floor
Besides Goregaon Sports Complex, New Link Road
Malad (West), Mumbai – 400 064

Place: Mumbai

Date: March 21, 2016

Notes and Instructions:

- 1) The explanatory statement pursuant to Section 102 of the Companies Act read with Section 110 of the Companies Act setting out the material facts pertaining to the resolution are annexed to the Notice along with the postal ballot form.
- 2) The Notice is being sent to all the members whose names appear in the register of members on Friday, April 15, 2016 as received from the depositories.
- 3) The postal ballot form and the self addressed, pre-paid postage envelopes, are enclosed for use of members and it bears the address to which the duly completed postal ballot form is to be sent.
- 4) The Notice has also been uploaded on the website of the Company at www.justdial.com and the website of the Karvy Computershare Private Limited ("KCPL").
- 5) The Board has, at its meeting held on March 21, 2016, appointed V. B. Kondalkar & Associates, Practising Company Secretary, as the scrutinizer (the "**Scrutinizer**") for conducting the postal ballot process in a fair and transparent manner. After completion of their scrutiny of the Postal Ballot Forms, they will submit their report to the Chairman and in his absence to any other director of the Company authorized by the Chairman. The results of the postal ballot will be announced in accordance with the provisions of Section 110 of the Companies Act read with the Management Rules on or before Friday, June 3, 2016. The resolution shall be deemed to be passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority. The results will be displayed at the registered office of the Company and will also be communicated to the stock exchanges, where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the website of the Company at www.justdial.com and on the website of KCPL at <https://evoting.karvy.com>.
- 6) The Company is pleased to offer the e-voting facility for passing the resolution as an alternate mode for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The members have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the members can opt for either one of the two modes of voting i.e. either through the Postal Ballot Form or by e-voting. If you are opting for e-voting, you are requested not to vote through the Postal Ballot Form and *vice versa*. In the event, a member casts his votes through both the processes i.e. e-voting and Postal Ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored.
- 7) A copy of all the documents referred to in the accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.
- 8) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self-addressed postage prepaid envelope/business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
- 9) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. The signature of the member on the Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of the Equity Shares held in dematerialized form. Unsigned Postal Ballot Forms will be rejected.
- 10) In the event that Equity Shares are held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office. If the board resolution / authorization is already registered with the Company, please quote the registration number beneath the signature.
- 11) Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.
- 12) A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
- 13) There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).

- 14) The members are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form record your assent (for) or dissent (against) therein and return the duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) in the attached self-addressed, postage prepaid envelope (if posted in India) so as to reach the Scrutinizer, C/o Karvy Computershare Pvt. Ltd., Unit: Just Dial Limited, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad - 500032 not later than the close of working hours at 05:00 p.m. on Friday, May 27, 2016. The self addressed envelope bears the address of the Scrutinizer. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of a Postal Ballot Form shall be final and binding.
- 15) Votes will be considered invalid on the following grounds:
- if the member's signature does not tally.
 - if the member has marked all his shares both in favor and also against the respective resolution.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the Postal Ballot Form is incomplete.
 - if any other form or photocopy of the Postal Ballot Form is used.
 - in the event, a member casts his votes through both the processes i.e., e-voting and Postal Ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored.
- 16) Duplicate copy of the Postal Ballot Form can be obtained on written request from KCPL, the Registrar and Share Transfer Agents from their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under Paragraph 14 above. Members can download the Postal Ballot Form from the link <http://cms.justdial.com/investor-relations/downloads>.
- 17) The Scrutinizer will submit its report to the Chairman or in his absence to a Director or officer of the Company authorized by the Chairman after completion of the scrutiny of Postal Ballot in a fair and transparent manner. The results of the postal ballot will be announced on or before, by the Chairman or in his absence by the Director, so authorised and will be displayed at the registered office of the company and will also be communicated to stock exchanges where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the website of the Company www.justdial.com and website of the KCPL
- 18) The voting period begins on **Thursday, April 28, 2016 (9.00 a.m.) and ends on Friday, May 27, 2016 (5.00 p.m.)**. During this period the members, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of**, may cast their vote electronically. The e-voting module shall be disabled by KCPL for voting thereafter.
- 19) **Name, Designation, Address, E-mail ID and Phone Number of person responsible to address grievances connected with E-voting:**

Name:	Mr. Rajendra Prasad V
Designation:	Manager -Registrar In Securities
Address:	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.
Tel:	+91 040-67161510, 040 – 67161512
Email id:	rajendra.v@karvy.com

20) **Instructions for Members for E-voting are as under:**

a) In case of Members receiving email from Karvy:

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com> or click on the link provided in the email.
- (ii) Enter the login credentials (i.e., user id and password) mentioned on the Postal ballot Form. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KCPL for e-voting, you can use your existing user id and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form :- Even no. (As given in Postal Ballot Form) followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / sent to you via email.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) Members holding shares in Demat/Physical form and using e-voting facility of KCPL, for the first time, will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum Eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#, etc). Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for e-Voting through KCPL’s e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the ‘Secret Question’ and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt to select the EVENT i.e., Just Dial Limited.
- (vii) If you are holding shares in Demat Form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see resolution description and against the same options ‘FOR / AGAINST’ for Voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST’ or alternatively you may partially enter any number in ‘FOR’ and partially ‘in ‘AGAINST’ but the total number in ‘FOR/AGAINST taken together should not exceed your total shareholding.
- (ix) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scanned copy (PDF format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer@justdial.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”
- (xii) Please contact our toll free No. 1800 345 4001 for any further clarifications.

b) In case of Members receiving Postal ballot Form by Post and opting for voting through Electronic means:

- (i) Initial password is provided as below/at the bottom of the Postal ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) **Please follow all steps from a) above, to cast vote.**
- (iii) In case you have forgotten your password, click on the “Forgot Password” link on the home page of the website <https://evoting.karvy.com>. You can retrieve password through the following three options:
- (iv) **Easy SMS:** If you have your mobile number registered against your Folio Number / DP ID Client ID, send SMS::

MYEPWD followed by your Folio No./ DP ID Client ID without any gap to 9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.

- (v) **E-Voting Website:** If e-mail is registered against your Folio Number / DP ID Client ID, enter your Folio Number / DP ID Client ID and PAN to receive password.
- (vi) **Customer Care:** Call the Customer Care 1800 345 4001 for related services such as to reset password, unlock the account, register new e-mail, mobile, etc or send an email to evoting@karvy.com.
- (vii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the telephone No.: (Toll Free No. 1800 345 4001)
- (viii) If you are already registered with KCPL for e-voting then you use your existing user ID and password for casting your vote.
- (ix) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (x) The Voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date of Friday, April 15, 2016.

21) For any clarifications related to the amendment in the objects clause, members may contact any one of the following:

For Company	For E-voting Agency-KCPL
Mr. Sachin Jain Company Secretary & Compliance Officer, Tel: +91-22-28884060; Email: investors@justdial.com	Name: Mr. Rajendra Prasad V Designation: Manager -Registrar In Securities Add: Karvy Computershare Pvt. Ltd. Karvy Selenium Tower Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Tel: +91 040 67161510 ,040 – 67161512 Email id: rajendra.v@karvy.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Alteration to Main Object Clause of the Memorandum of Association of the Company:

The Company is a leading local search engine in India, carries its business all over India and has its offices in 11 cities. The Company is engaged in the business of providing directory services to its customers /callers /users. For the financial year ended March 31, 2015, the Company addressed 364 million search requests from millions of users across platforms. This unique local search service is available on Phone, Web, WAP and SMS. Over the last 2 decades, the Company has created significant brand presence in India by providing fast, free, reliable and comprehensive information to its users. The company bridges the gap between buyers and sellers by helping buyers find the right providers of products and services while helping sellers improve the efficiency of their marketing channels. Considering its wide reach to customer's /callers/ users and the availability of internet based infrastructure, the management of the Company is of the view that it is the right time to enter into the business of extending services to its users to purchase products and avail services from various third party sellers who list their products and/ or services offered, on the Company's online marketplace portal. Also venturing into the business of providing services in relation to and to facilitate the purchase and sale of, various products and services through any media, in particular, the business of making available facilities to its users to book various services and purchase various goods from third party vendors, through the platforms is made available by the Company. However, Company recently introduced 25 convenient and user-friendly services which have made life easy of its users by providing services such as online shopping, booking hotels, ordering food, booking doctor's appointment and many more and in addition the Company has also offered the option such as Search Plus which provides uniform search and transact platform that not only allows for hyper-local commerce and transactions, but also facilitates the shift from offline to online.

The Company is considering various business opportunities in the market which can be more economically and efficiently combined with its existing business and for better utilization of its assets and resources. These include:

- Integrated Business Solution for benefit of various businesses, service providers, professionals and others, which could be one stop solutions to manage their businesses online and offline on the go from PC/Tablet/Mobile. This solution may have many features wherein the prospective purchaser could easily manage its inventory, supply chain, payment to suppliers, online order placing and payment collection, website creation, app creation and much more.
- To provide its user with physical, electronic and virtual payment gateway services for all bill payments, recharges and other

utilities and for the same to act as the Bharat Bill Payment Operation Unit adhering with the Bharat Bill Payment System guidelines of Reserve Bank of India.

- To provide on its own or in collaboration with others the service of payment products, payment systems such as e-wallets, mobile wallets, pre-paid payment instruments, cash card and other modes which will create the platform for the users to make the various payments and to transact online with the help of Search Plus and other services of the Company.

The business activities discussed hereinabove can be conveniently and advantageously combined with the existing business of the Company. In order to elaborate and clarify the existing business of the Company and to enable the Company to undertake these additional businesses as above, it is proposed to amend the Main Objects Clause of the Memorandum of Association of the Company.

The existing objects as stated in the Memorandum of Association of the Company permits the Company to undertake the business of providing business information and search plus services to its customers and directors of the Company are of the view that along with the existing business the Company can pursue other business to provide value added services to its customers and users. Therefore, the Directors of the Company proposed to add new objects no. 9 to 14 after the existing object no. 8 of the Main Objects in the Memorandum of Association of the Company, to enable the Company to carry on other various business opportunities in the market.

The Board of Directors at its meeting held on March 21, 2016 decided to alter main object clause in the Memorandum of Association in order to elaborate the present business and to enable the Company to carry out the above new line of business in addition to its existing Information business. Sections 13 of the Companies Act, 2013 requires that the objects clause of the Memorandum of Association of the Company only be altered by a special resolution of the shareholders of the Company. In addition, in terms of Section 110 of the Companies Act, 2013 read with Rule 22(16)(a) of the Management Rules and other applicable provisions of the Companies Act, the approval of shareholders shall be obtained for amending or modifying the objects clause of the Memorandum of Association by passing a resolution through postal ballot. An amendment of the objects clause shall be effective upon registration of the resolution with the Registrar of Companies.

All the material documents referred to in the Explanatory Statement such as the Memorandum of Association of the Company showing the proposed amendments or modification to the objects clause of the Company, relevant Board resolution for the Change of Object are available for inspection at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying notice.

None of the Directors and / or Key Managerial Personnel and their relatives are, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company. The Board recommends the resolution forming part of the Postal Ballot Notice for your approval by way of Special Resolution.

**By order of the Board of Directors of
Just Dial Limited**

**Sachin Jain
Company Secretary**

**Registered Office
Palm Court Building M, 501/B, 5th Floor,
New Link Road, Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.
Mumbai, March 21, 2016**

Justdial™
JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

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

Tel: 022-28884060; Fax : 022-28823789 Website: www.justdial.com Email: investors@justdial.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

1. Name and Registered Address of the Sole/First :

Named Shareholder

(in block letters)

2. Name(s) of the Joint holder (s), If any :

(in block letters)

3. Registered Folio No./DP ID No./ Client ID No.* :

(*Applicable to investors holding shares in dematerialized form)

4. Number of equity shares held as on April 15, 2016 :

I / We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for business as stated in the Notice of the Company dated March 21, 2016 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of Equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special resolution pursuant to the provisions of Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, for amendment in the main object clause of Memorandum of association of the Company by inserting new objects no. 9 to 14.			

Place :

Date :

Signature of the equity Shareholder

NOTE: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **Close of working hours at 5.00 p.m. on Friday, May 27, 2016.**

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Following Particulars to be used only in case Member opts for e-voting

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN / SEQUENCE NO.

Note: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS FOR POSTAL BALLOT FORM

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the enclosed self- addressed postage prepaid envelope / business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the dematerialized form. Unsigned Postal Ballot Form will be rejected.
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authority together with attested specimen signature(s) of the duly authorized signatory (ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the Seal of his office. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
5. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
7. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) should reach the Scrutinizer, C/o Karvy Computershare Pvt. Ltd., Unit: Just Dial Limited, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad - 500032 not later than the **close of working hours at 05:00 p.m. on Friday, May 27, 2016**. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
8. Votes will be considered invalid on the following grounds:
 - if the member's signature does not tally.
 - if the member has marked all his shares both in favor and also against the respective resolution.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the form is incomplete.
 - if any other form or photocopy of the Postal Ballot Form is used.
 - in the event, a member casts his votes through both the processes i.e e-voting and Postal ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored
9. Duplicate copy of the Postal Ballot Form can be obtained on written request from Karvy Computer Share Private Limited, Registrar and Share Transfer Agents from their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction above. Members can download the postal ballot form from the link <http://cms.justdial.com/investor-relations/downloads>.
10. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or in his absence to any other Director authorized by the Chairman, after completion of scrutiny of postal ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on or before Friday, June 03, 2016 and will be displayed at the registered office of the Company and will also be communicated to the stock exchanges where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website at www.justdial.com and on the website of Karvy Computershare Private Limited ("KCPL").
11. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detail and procedure with respect to E-voting is explained in the Notice of Postal Ballot.