

December 08, 2016

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

Ref.: Just Dial Limited (Scrip Symbol JUSTDIAL)

Sub: Submission of Postal Ballot Notice & Ballot Form of the Company:

Dear Sir/Madam,

We would like to inform you that the Company is in the process of seeking the approval of the shareholders by Postal Ballot form, Including voting by electronic means, for the following Special Resolutions.

1. Approval of Just Dial Limited Employee Stock Option Scheme 2016 (ESOP 2016).
2. Approval of Grant of Stock Options to the Employees of Subsidiary Company (ies) (Present & Future) under the Scheme.

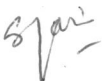
A copy of the Postal Ballot Notice and the Postal Ballot form is also available on the website of the Company and can be downloaded through the link <http://cms.justdial.com/investor-relations/downloads>

Request you to take the aforesaid documents for your record.

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



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CIN: L74140MH1993PLC150054

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New Link Road, Malad (West), Mumbai – 400 064.

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 “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 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 businesses (the “Notice”):

The explanatory statement setting out the material facts pertaining to the resolutions 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 Regulation 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 Management Rules, 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 Saturday, January 7, 2017 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 Saturday, January 7, 2017 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, as authorised by the Chairman after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Saturday, January 14, 2017 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 and website of Karvy Computershare Private Limited (“KCPL”) at <https://evoting.karvy.com>.

Resolution No. 1: Approval of Just Dial Limited Employee Stock Option Scheme 2016 (ESOP 2016)

The stock options are an effective instrument to align interests of employees with those of the Company and provide an opportunity to employees to participate in the growth of the Company, besides creating long term wealth in their hands. This also helps the Company to attract, retain and motivate the best available talent in a competitive environment. In order to reward, motivate and retain desired talent for high level of individual performance and also to create a culture of ownership and building commitment towards the Company, and to align employees' objectives towards critical goals/ milestone of the Company, it is proposed to introduce, formulate and create Just Dial Limited Employee Stock Option Scheme 2016 (ESOP Scheme 2016). Grant of stock options under ESOP Scheme 2016 shall be as per the terms and conditions as may be decided by Nomination and Remuneration Committee from time to time in accordance with the Applicable Laws.

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 Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”), and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to the formulation and implementation of ‘Just Dial Limited - Employees Stock Option Scheme 2016 (hereinafter referred to as “ESOP 2016” or the “Scheme”)’ authorising the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its

powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, options not exceeding 20,85,000 representing 3% of the paid-up Capital of the Company as on November 21, 2016, exercisable into 20,85,000 Equity Shares of the Company, to or for the benefit of permanent employees of the Company (present & future) and its subsidiaries whether working in India or outside India; Directors of the Company, whether a Whole-time Director or not but not an Independent Director; such permanent employees and Directors of subsidiary company(ies) (present & future) whether working in India or outside India; and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016.

RESOLVED FURTHER THAT the equity shares to be issued and allotted, as mentioned herein before, shall rank pari passu with the existing equity shares of the Company for all purposes.

RESOLVED FURTHER THAT in case of any corporate action(s) such as right issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the ceiling as aforesaid of 20,85,000 shall be deemed to be increased/decreased, as may be determined by the Committee, to facilitate making a fair and reasonable adjustment to the entitlements of Employees under ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOP 2016, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.

RESOLVED FURTHER THAT the Company shall confirm to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to ESOP 2016.

RESOLVED FURTHER THAT the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2016 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deems fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the members and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2016 and do all other things incidental to and ancillary thereof.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 and also to make applications to the appropriate Authorities, for their requisite approvals and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

Resolution No. 2: Approval of Grant of Stock Options to the Employees of Subsidiary Company (ies) (Present & Future) under the Scheme

To consider and, if thought fit, to give assent or dissent, to the following resolution to be passed as a Special Resolution:

"**RESOLVED THAT**, pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the member(s) of the Company be and is hereby accorded to grant the stock options under the Just Dial Limited Employees Stock Option Scheme 2016 ("ESOP 2016" or the "Scheme") to the present and future, permanent employees of the subsidiary Company(ies) and their director(s), whether Whole-time director or not, but excluding independent directors, if any, from time to time as contained in the Scheme, on such terms and conditions, as set out in the Scheme and summarised in the Explanatory Statement.

RESOLVED FURTHER THAT the board of directors of the Company and the Nomination & Remuneration Committee (collective referred to as the "Board"), be and are hereby authorised to do all such acts, deeds, and things, as they may, in their absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of ESOP 2016 and also to make applications to the appropriate Authorities, for their requisite approvals and also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

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: November 21, 2016

Notes and Instructions:

- 1) The explanatory statement pursuant to Section 102 of the Act read with Section 110 of the 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 / list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL") on Friday, November 25, 2016. Members, who have registered their respective e-mail addresses for receipt of documents in electronic mode under the Green Initiative of the Ministry of Corporate Affairs, are being sent copies of this notice of postal ballot and the Postal Ballot Form by e-mail. Other shareholders are being sent the notice of postal ballot and the Postal Ballot Form by courier.
- 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") at <https://evoting.karvy.com>.
- 5) The Board has, at its meeting held on November 21, 2016, appointed V. B. Kondalkar & Associates, Practicing 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, the scrutinizer will submit report to the Chairman and in his absence to any other director or officer of the Company authorised 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 Saturday, January 14, 2017 by the Chairman or in his absence by the director or officer of the Company, as authorised by the Chairman. 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 NSDL/CDSL 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 authorised 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 authorised 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 Saturday, January 7, 2017. 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 and time specified under note 14 above. Members can download the Postal Ballot Form from the link <http://cms.justdial.com/investor-relations/downloads>.
- 17) The voting period begins on **Friday, December 9, 2016 (9.00 a.m.) and ends on Saturday, January 7, 2017 (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)**, may cast their vote electronically. The e-voting module shall be disabled by KCPL for voting thereafter.
- 18) **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

19) **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 authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail scrutinizer@justdial.com.
- (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, November 25, 2016.

20) 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

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the "Act"):

Explanatory Statement in relation to Special Resolution No. 1 & 2 of Notice for approval of 'Just Dial Limited Employees Stock Option Scheme 2016' ("ESOP 2016").

The purpose of ESOP 2016 is to attract, reward and retain the following categories of eligible employees of the Company - (i) such permanent employees of the Company (present & future) and its Subsidiary(ies) whether working in India or outside India; (ii) Directors of the Company, whether a Whole-time Director or not; (iii) such permanent employees and Directors of a subsidiary company(ies) (present & future) whether working in India or outside India; and (iv) such other persons as may from time to time be allowed under applicable laws and as may be decided by Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to, *inter alia*, exercise certain powers with respect to share based benefits schemes formulated by the Company).

The Company views employee stock options as instruments that would enable the employees to share the value they create for the Company and contribute to the Company's growth in the years to come.

In accordance with the terms of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI SBEB Regulations") and ESOP 2016, the options would be granted in one or more tranches as may be decided by the Board, from time to time.

Pursuant to Regulation 6 of the SEBI SBEB Regulations, the Company is seeking members' approval to offer ESOP 2016 scheme to eligible employees of the Company as decided in this behalf from time to time.

As per the SEBI SBEB Regulations, approval of member(s) by way of a separate Special Resolution is also required to be obtained by the Company, if (i) the benefits of the ESOP 2016 are to be extended to the employees of the subsidiary company(ies).

The special resolution set out at Item No. 2 proposes to cover the employees of the subsidiary (ies) of the Company (present/future) under ESOP 2016.

The main features of the ESOP 2016 are as under:

a) Brief description of the Scheme:

The Company proposes to introduce ESOP 2016 for the benefit of the Employees of the Company. Options granted under the Scheme shall vest on satisfaction of vesting conditions which can thereafter be exercised resulting in allotment of equity shares of the Company. All questions of interpretation of the ESOP 2016 shall be determined by the Nomination and Remuneration Committee and such determination shall be final and binding.

b) Total number of Options to be granted:

The total number of options to be granted under ESOP 2016 shall not exceed 20,85,000 options, representing 3% of paid-up capital of the Company as on November 21, 2016. Each option when exercised shall be converted into 1 Equity Share of ₹ 10 (Rupees Ten) each fully paid-up. The number of options shall stand adjusted on account of any corporate actions taking place in the Company.

c) Identification of classes of employees entitled to participate in ESOP 2016:

- i) Permanent employees of the Company (present & future), whether working in India or outside India;
- ii) Director of the Company, whether a whole-time director or not;
- iii) Employees/directors as enumerated in sub clauses (a) and (b) above, of a Subsidiary Company of the Company (whether existing presently or in the future), whether working in India or outside India; and
- iv) Such other persons, as may from time to time be allowed under Applicable Laws and as may be decided by the Committee.

Following persons are not eligible to be granted options under the ESOP 2016:

- i) an employee who is a Promoter or belongs to the Promoter Group;
- ii) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Equity Shares of the Company; and
- iii) an Independent Director within the meaning of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

d) Requirements of vesting and period of vesting:

Options Granted under this Scheme would Vest on the vesting dates specified in the Grant Letter, and in any event not earlier than one year from the date of Grant of such Options and no later than a period of 7 (seven) years from the Grant.

e) Maximum period within which the options shall be vested:

All the options granted on any date shall vest over a period of up to 7 (seven) years from the date of grant of such options.

f) Exercise price or pricing formula:

The Exercise price of the shares will be based upon the Market Price of the shares one day before the date of grant of options or such higher price as may be decided by the Committee.

However, if the shares are listed on more than one stock exchange, then the closing price on the stock exchange having higher trading volume shall be considered as the market price.

Committee can provide suitable discount or charge premium upon the price arrived as per above formula.

g) Exercise period and the process of Exercise:

Eligible Employee will be permitted to exercise vested options on and from the date of vesting of the options for an exercise period as may be determined by the Committee and set out in the Grant Letter. However, in no event shall the Exercise Period exceed a period of 7 (seven) years from the Vesting Date.

The vested options shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such vested options in such manner and on such format as may be prescribed by the Committee. The vested options shall lapse if not exercised within the specified exercise period.

h) Appraisal process for determining the eligibility of employees under ESOP 2016:

The appraisal process for determining the eligibility shall be decided from time to time by the Committee.

i) Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options that can be granted to any eligible employee during any one-year shall not equal or exceed 1% of the issued capital of the Company at the time of grant of options unless otherwise approved by the shareholders.

However the aggregate number of options to be issued shall at no time exceed 20,85,000 options representing 3% of the paid up capital of the Company.

j) Maximum quantum of benefits to be provided per employee under the ESOP 2016:

The maximum quantum of benefits underlying the options issued to an eligible employee shall be equal to the difference between the option exercise price of the option and the market price of the shares as on the exercise date.

k) Implementation and administration of the scheme

Direct Route

l) Whether the scheme involves new issue of shares by the Company or secondary acquisition by the Trust or both

New issue of shares by the Company

m) Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

Not Applicable

n) Maximum percentage of secondary acquisition:

Not Applicable

o) Accounting and Disclosure Policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB) Regulation, 2014, or as may be prescribed by regulatory authorities from time to time.

p) Method of option valuation:

The Company shall adopt the 'fair value method' of valuation of options.

q) Declaration:

As the Company is adopting fair value method, therefore it is not required to give any declaration.

Consent of the members is being sought by way of Special Resolutions 1 & 2 pursuant to Section 62(1) (b) and all other applicable provisions, if any, of the Act and as per Regulation 6 of the SEBI SBEB Regulations.

All the material documents referred to in the Explanatory Statement such as the ESOP Scheme, 2016, relevant Board resolution 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 or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution(s) mentioned at Item No. 1 & Item No. 2, except to the extent of the stock options that have been or may be granted to them under ESOP 2016. The Board recommends the resolutions 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
Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai – 400 064.

Place: Mumbai

Date: November 21, 2016



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(s) of Member(s) including :
Joint holders, if any,
(IN BLOCK LETTERS)
2. Registered Address of the Sole/ :
first name Member
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 November 25, 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 November 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	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special resolution pursuant to the provisions of Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013, rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to the formulation and implementation of Just Dial Limited Employee Stock Option Scheme 2016 (ESOP2016) and to authorized Board of Directors to create, grant, offer, issue and allot, from time to time, in one or more tranches, options not exceeding 20,85,000 representing 3% of the paid-up Capital of the Company as on November 21, 2016, exercisable into 20,85,000 Equity Shares of the Company, to or for the benefit of permanent employees of the Company(Present & Future).			
2.	Special resolution pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 to grant the stock options under the Just Dial Limited Employees Stock Option Scheme 2016 ("ESOP 2016" or the "Scheme") to the Employees of Subsidiary Company (ies) (Present & Future).			

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 January 7, 2017.**

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

ELECTRONIC VOTING PARTICULARS

EVS (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 January 7, 2017. 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 officers or 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 January 14, 2017 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") at <https://evoting.karvy.com>.
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.