

June 01, 2016

To

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

Dear Sir/Madam,

Ref. Just Dial Limited (Stock Code JUSTDIAL)

Sub: Declaration of Result of Postal Ballot on basis of Scrutinizer's Report:-

This is reference to Section 110 of the Companies Act, 2013 read the Companies (Management and Administration) Rule, 2014, and Regulation 44 (3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015, the Board of Directors of the Company had accorded its approval to conduct a Postal Ballot to seek consent of the members of the Company for the Special resolution to be passed through postal ballot for amendment in the main object clause of Memorandum of Association of the Company.

The Company had Appointed M/s V.B. Kondalkar & Associates (Company Secretary) as a Scrutinizer for conducting the postal ballot process in a fair and transport manner.

The Scrutinizer report has been submitted on 31st May, 2016 by Scrutinizer.

The Company is submitting the result on the basis of the report submitted by the scrutinizer. Please find herewith enclosed the copy of result.

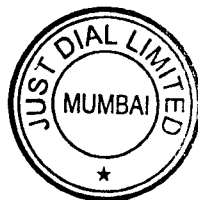
You are requested to kindly take the same on record.

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

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THE RESULTS OF POSTAL BALLOTS

Date of declaration of Postal Ballot Results	31 st May, 2016
Total number of shareholders on record date	36,816
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

Resolution required: (Special)	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.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held as cut-off Date 15 th April, 2016. (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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	22576903	22376903	99.1141	22376903	0	100.0000	0.0000
	Poll	22576903	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	22576903	0	0	0			
	Total	22576903	22376903	99.1141	22376903	0	100.0000	0.0000
Public-Institutions	E-Voting	31243956	16930369	54.1877	0	0	100.0000	0
	Poll	31243956	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	31243956	0	0	0	0	0	0

Just Dial Limited

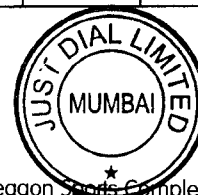
CIN NO: L74140MH1993PLC150054

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

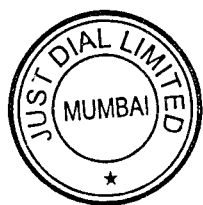
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	Total	31243956	16930369	54.1877	0	0	100.0000	0
Public- Non Institutions	E-Voting	15652752	144313	0.9220	144016	297	99.7941	0.2059
	Poll	15652752	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	15652752	1723	0.0110	1633	90	94.7765	5.2235
	Total	15652752	146036	0.9330	145649	387	99.7350	0.2650
Total		69473611	39453308	56.7889	39452921	387	99.9990	0.0010



Signature

V. B. KONDALKAR & ASSOCIATES

Company Secretaries

A/202, Midas Enclave, Dadisheth Road, Near Babuline Naka, Malad (West), Mumbai - 400 064.
Tel.: +91 022 2880 6348 • e-Mail : vbkondalkar@rediffmail.com / vbkondalkar@gmail.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 Special 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 March 21, 2016, I have been appointed as a Scrutinizers to Scrutinize the process of e-voting for postal ballot and to receive, process and Scrutinize the postal ballot forms, in respect of the Special Resolution as circulated in the Postal Ballot Notice dated March 21, 2016 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 casted 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.iustdial.com. KCPL had generated electronic voting event number for the votes to be casted 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 April 27, 2016, to the members whose name(s) appeared on the Register of Members as on cut-off date i.e. April 15, 2016.
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 April 28, 2016.
3. As per the record provided to me by the Company as on Cut-off date there were total 36,816 Shareholders of the Company, out of which the Company has sent Notice by email to 27,836 Shareholders on April 25, 2016 and through the Overnite Express Courier Service to 8,980 Shareholders on April 27, 2016 and among 27,836 Shareholders to whom email were sent 702 Shareholder's email were bounced to them also Notices were sent through the Overnite Express Courier Service on May 2, 2016.
4. The Company has offered E-voting facility to all the Equity Shareholders who are the Shareholders as on the cut-off date April 15, 2016.
5. The E-voting for Postal Ballot and voting through Postal Ballot Forms were commenced from April 28, 2016 at 9.00 a.m. and ended on May 27, 2016 at 5.00 p.m.
6. The Votes cast through E-voting were unblocked on May 27, 2016 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 168 (One Hundred and Sixty Eight) Equity Shareholders holding 3,94,51,660 Equity Shares of the Company, who have participated in the E-voting process carried out by the Company.
8. There are 32 (Thirty Two) Equity Shareholders holding 1,728 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.

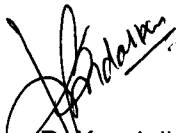


I hereby also declare that along with this I have handed over to Mr. Sachin Jain, Company Secretary of the Company, a Compact Disc (CD) containing the list of Equity Shareholders who voted "For", "Against" and those whose votes were declared invalid for each resolution is enclosed. According to my observations,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

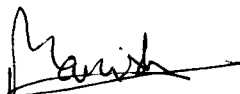

Vijay B. Kondalkar
Proprietor

Membership No. 15697, CP No. 4597

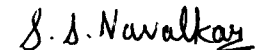


Place: Mumbai
Date: 31-05-2016

Witness 1: Mr. Manish Gupta



Witness 2: Ms. Sangeeta Navalkar



Signature: 
By (V.S.S. MANI)
Managing Director
(DIN 00202052)

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 Change of Object of the Company

Res. No.	Particular of Resolution	Mode	Ballots Received	Total Votes	Total Valid Votes Polled	Favour			Against			Invalid*	
						Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes
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.	E Voting	168	39451660	39451585	160	39451288	99.9992	6	297	0.0008	2	75
		Physical	32	1728	1723	31	1633	94.7766	1	90	5.2234	0	5
		Total	200	39453388	39453308	191	39452921	99.9990	7	387	0.0010	2	80

Note *

1. Two Shareholders casted less votes, through e-voting and Postal ballot Form, as compared to No. of shares held by them, hence less votes casted considered as Invalid
2. Two Shareholders who have logged into to e-voting system and abstain from e-voting, hence their votes considered as Invalid.

For V. B. Kondalkar and Associates
Company Secretaries



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

Place: Mumbai
Date: 31-05-2016

Witness 1: Mr. Manish Gupta

Manish

Witness 2: Ms. Sangeeta Navalkar

8.8. Navalkar