

January 11, 2017

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

Ref. Just Dial Limited (Stock Symbol JUSTDIAL)

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

Sub: Intimation of the Voting Results of Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

We refer to the Notice of Postal Ballot dated November 21, 2016 circulated to all the Shareholders of the Company for seeking their approval for Approval of Just Dial Limited Employee Stock Option Scheme 2016, by means of Postal Ballot including E-voting.

The Company had appointed M/s. V. B. Kondalkar & Associates, Practicing Company Secretary as a scrutinizer for conducting postal ballot process in a fair and transparent manner. The last date for receiving duly filled in and signed postal ballot forms was closed of working hours at 5.00 PM on January 7, 2017. The E-Voting was kept open from December 9, 2016 (09:00 a.m.) to January 7, 2017 (05:00 p.m.).

The scrutinizer has carried out the scrutiny of Postal Ballot Form and E-voting received upto 5.00 PM on January 7, 2017 and submitted his report on January 11, 2017.

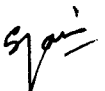
The results were accordingly announced today. Please find enclosed the results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on 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

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THE RESULT OF POSTAL BALLOT

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; details regarding the Results of Postal Ballots are as follows:

Date of declaration of Postal Ballot Results	11-01-2017
Total number of shareholders on record date	55,709
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 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).
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	Mode of Voting	No. of shares held as cut-off Date November 25, 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	23190108	23190108	100.00	23190108	0	100.0000	0.0000
	Poll	23190108	0	0	0	0	0	0
	Postal Ballot (if applicable)	23190108	0	0	0	0	0	0
	Total	23190108	23190108	100.00	23190108	0	100.0000	0.0000
Public-Institutions	E-Voting	27582736	23044671	83.5474	23044671	0	100.0000	0
	Poll	27582736	0	0	0	0	0	0
	Postal Ballot (if applicable)	27582736	0	0	0	0	0	0
	Total	27582736	23044671	83.5474	23044671	0	100.0000	0

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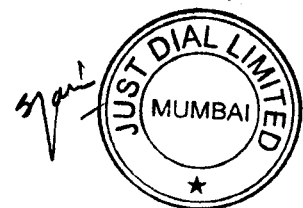
Mumbai, Delhi, Kolkata, Chennai, Bangalore, Pune, Hyderabad, Ahmedabad, Coimbatore, Jaipur and Chandigarh

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Public-Institutions	E-Voting	18731140	7422148	39.6246	7419484	2664	99.9641	0.0358
	Poll	18731140	0	0	0	0	0	0
	Postal Ballot (if applicable)	18731140	2340	0.0125	2327	13	99.4444	0.5556
	Total	18731140	7424488	39.6371	7421811	2677	99.9639	0.0361
Total		69503984	53659267	77.2032	53656590	2677	99.9950	0.0050

Resolution required: (Special)		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).						
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	23190108	23190108	100.00	23190108	0	100.0000	0.0000
	Poll	23190108	0	0	0	0	0	0
	Postal Ballot (if applicable)	23190108	0	0	0	0	0	0
	Total	23190108	23190108	100.00	23190108	0	100.0000	0.0000
Public-Institutions	E-Voting	27582736	23044671	83.5474	23044671	0	100.0000	0
	Poll	27582736	0	0	0	0	0	0
	Postal Ballot (if applicable)	27582736	0	0	0	0	0	0
	Total	27582736	23044671	83.5474	23044671	0	100.0000	0
Public-Institutions	E-Voting	18731140	7422148	39.6246	7419464	2684	99.9638	0.0361
	Poll	18731140	0	0	0	0	0	0
	Postal Ballot (if applicable)	18731140	2340	0.0125	2327	13	99.4444	0.5556
	Total	18731140	7424488	39.6371	7421791	2697	99.9637	0.0363
Total		69503984	53659267	77.2032	53656570	2697	99.9950	0.0050



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 Resolutions thorough Postal Ballot

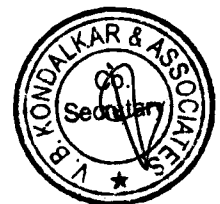
Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **JUST DIAL LIMITED** (hereinafter referred to as "the Company") on November 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 Resolutions as circulated in the Postal Ballot Notice dated November 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.justdial.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**.

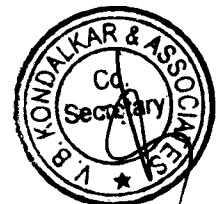


I SUBMIT MY REPORT AS UNDER:

1. As confirmed by the Company, the Company has completed the dispatch of Notice on December 8, 2016, to the members whose name(s) appeared on the Register of Members as on cut-off date i.e. November 25, 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 December 9, 2016.
3. As per the record provided to me by the Company as on Cut-off date there were total 55,709 Shareholders of the Company, out of which the Company has sent Notice by email to 43,792 Shareholders on December 8, 2016 and through the Blue Air Courier Service to 11,917 Shareholders on December 8, 2016 and among 43,792 Shareholders to whom email were sent 2,192 Shareholder's email were bounced to them also Notices were sent through the Blue Air Courier Service on December 10, 2016.
4. The Company has offered voting facility either through e-voting or Postal ballot forms to all the Equity Shareholders who are the Shareholders as on the cut-off date November 25, 2016.
5. The E-voting for Postal Ballot and voting through Postal Ballot Forms were commenced from December 9, 2016 at 9.00 a.m. and ended on January 7, 2017 at 5.00 p.m.
6. The Votes cast through E-voting were unblocked on January 7, 2017 at 5.00 p.m. in the presence of 2 witnesses, Mr. Manish Gupta and Mr. Mihir Poria, who are not in the employment of the Company.
7. There are 177 (One Hundred and Seventy Seven) Equity Shareholders holding 5,40,52,390 Equity Shares of the Company, who have participated in the E-voting process carried out by the Company.
8. There are 16 (Sixteen) Equity Shareholders holding 2,376 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 Resolutions 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. V. S. S. Mani, Managing Director 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

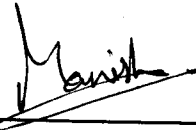
Vijay B. Kondalkar
Proprietor

Membership No. 15697, CP No. 4597



Place : Mumbai
Date : 11-01-2017

Witness 1: Mr. Manish Gupta



Witness 2: Mr. Mihir Poria



Signature: _____

By (V. S. S. Mani)

(Managing Director)

(CIN - L74140MH1993PLC150054)



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)	E Voting	177	54052390	53656927	147	53654243	99.9950	28	2684	0.0050	4	395463
			16	2376	2340	14	2327	99.4444	1	13	0.5556	1	36
		Total	193	54054766	53659267	161	53656570	99.9950	29	2697	0.0050	5	395499

Notes

1. One Shareholder casted less votes, through e-voting, as compared to No. of shares held by him, hence only less votes casted considered as Invalid and not the Ballot.
2. Four Shareholders who have logged into to e-voting system and abstain from e-voting, hence their votes considered as Invalid.
3. Two Shareholders through e-voting casted their few votes in favour and few in against, hence Ballot counts considered for both Favour and Against.
4. Two Shareholders through Postal Ballot casted excess vote as compared to no. of shares held by them as on cut off date, hence excess vote not considered.

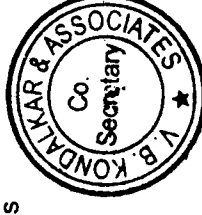
Place: Mumbai

Date : 11-01-2017

Witness 1: Mr. Manish Gupta

Witness 2: Mr. Mihir Poria

For V. B. Kondalkar and Associates
Company Secretaries



[Signature]
Vijay B. Kondalkar
Proprietor

ACS No. 15697, C. P. No. 4597