

30th September, 2016

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

Stock Symbol: JUSTDIAL - EQ

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

Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the 22nd Annual General Meeting

Dear Sir/ Madam,

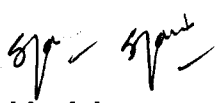
In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the proceedings of the 22nd Annual General Meeting of Just Dial Limited held on Friday, September 30, 2016 at the West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400 064.

We request you to kindly take the same on record and acknowledge 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

PROCEEDINGS OF THE TWENTY SECOND ANNUAL GENERAL MEETING OF JUST DIAL LIMITED (THE "COMPANY") HELD ON FRIDAY, SEPTEMBER 30, 2016 AT 3.30 P.M. AT WEST BANQUET HALL, GOREGAON SPORTS CLUB, LINK ROAD, MALAD (WEST), MUMBAI- 400 064.

As per the Notice dated 16th August 2016, the Twenty Second Annual General Meeting (AGM) of the Company was held on Friday, 30th September, 2016 at 3.30 p.m. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai- 400 064.

1. At 3.30. P.M., Mr. Sachin Jain, Company Secretary of the Company, welcomed all the Directors of the Company and requested Mr. B. Anand Chairman of the Company to occupy the Chair and proceed further.
2. Mr. B. Anand, occupied the chair and welcomed all the members.
3. The Directors and Invitees present at the AGM were as follows:

Directors :-

Mr. B. Anand	Chairman, Independent Director
Mr. V. S. S. Mani	Managing Director
Mr. V. Krishnan	Whole Time Director
Mr. Ramani Iyer	Whole Time Director
Mrs. Anita Mani	Woman Director
Mr. Malcolm Monteiro	Independent Director
Mr. Sanjay Bahadur	Independent Director

Invitees:-

Mr. Govind Ahuja	Partner, S.R. Batliboi & Associates LLP Chartered Accountants, Statutory Auditors
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Mr. Amit Shah	Sr. Manager, S.R. Batliboi & Associates LLP Chartered Accountants, Statutory Auditors
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Just Dial Limited

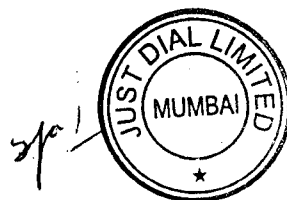
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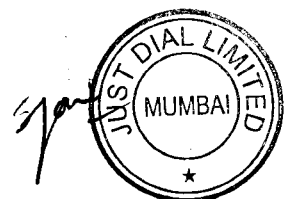
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Mr. Vijay B. Kondalkar

Proprietor, V. B. Kondalkar &
Associated, Practicing Company
Secretary.

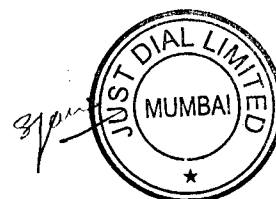
4. Thereafter, the Company Secretary announced that 47 Members of the Company are present in person and 1 Member are present through proxy. As the requisite quorum was present the meeting was put to order.
5. The Company Secretary informed the Members that the Statutory Registers, Proxy Registers and other requisite documents were available during the Meeting, for inspection by the Members.
6. The Chairman introduced the Directors and Officers present on the dais to the Members of the Company and with the permission of the Members present, the Notice of the Meeting and the Directors' Report were taken as read. The Chairman further informed that the Auditors Report on Financials of the Company is unqualified and the same is taken as read with the permission of the members.
7. At the request of the Chairman, Mr. V. S. S. Mani, Managing Director of the Company briefed the Members about the business of the Company.
8. The Chairman informed the members that in accordance with the provisions of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility through Karvy Computer Share Private Limited to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda items specified in the Notice of 22nd AGM. The remote e-voting period had commenced on 27th September, 2016 at 9.00 a.m. and ended on 29th September, 2016 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.



The Chairman further informed that the Board of Directors had appointed Mr. Vijay B. Kondalkar of Ms. V. B. Kondalkar & Associates (Membership No. ACS-15697), Practicing Company Secretary, Mumbai, as the Scrutinizer for the purpose of Scrutinizing the voting process (both Remote e-Voting and Voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 22nd AGM.

9. The Chairman informed that the Auditors Reports on the stand alone and consolidated Financials of the Company are unqualified and the same are taken as read with the permission of the members.
10. The Chairman then requested the Members present to raise any queries on the Audited Accounts and other related matters None of the Members raised any queries in respect of financials of the Company, however, some members have asked some other queries which were replied by the Mr. V. S. S. Mani, Managing Director of the Company.
11. The Company Secretary announced that the results of voting i.e. remote e-voting and result of the voting done at the AGM along with consolidated Scrutinizers report shall be announced within 48 hours of the Conclusion of the meeting at the registered Office of the Company and would be displayed on the website of the Company. He also informed that the results would be intimated to BSE Ltd (BSE), National Stock Exchange of India Ltd (NSE) and Metropolitan Stock Exchange of India Ltd (MSEI) and would be available at the registered office of the Company and also requested to members who have not voted electronically to cast their votes by poll.

Thereafter, the Chairman had ordered for Voting through ballot forms on the following items of businesses included in the Notice of the 22nd Annual General Meeting and requested Shri. Vijay B. Kondalkar, Scrutinizers for an orderly conducting the Voting in fair and transparent manner.



1.	To receive, consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors thereon.
2.	To Re-appoint Mr. Ramani Iyer (DIN-00033559), as a Director, liable to retire by rotation.
3.	To Ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.
4.	Re-appointment of Mr. V. S. S. Mani (DIN-00202052), as Managing Director and CEO of the Company.
5.	Re-appointment of Mr. V. Krishnan (DIN-00034473), as Whole-time Director of the Company.
6.	Revision in Remuneration of Mr. Ramani Iyer (DIN-00033559), as Whole-time Director of the Company.

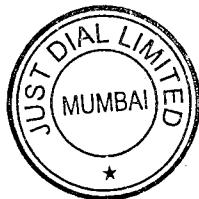
There being no further business to transact, the meeting ended with the vote of thanks to the Chair.

For Just Dial Limited



Sachin Jain

Company Secretary



Place: Mumbai

Date: September 30, 2016