Justdial™

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

Dear Sir,

We refer to the Notice of 22nd Annual General Meeting of the Company dated August 16, 2016 circulated to Shareholders of the Company for seeking their approval on resolutions contained in the notice by means of remote e-voting and voting through Ballot Form at AGM.

The Company had appointed M/s. V. B. Kondalkar & Associates, Practicing Company Secretary as a scrutinizer for scrutinizing the remote e-voting along with Ballot Forms received at AGM in a fair and transparent manner.

The scrutinizer has carried out the scrutiny of e-voting commence from Tuesday, 27th September, 2016 at 9.00 a.m.(IST) and ended on Thursday, 29th September, 2016 at 5.00 p.m.(IST) along with vote casted through the Ballot Forms at Annual General Meeting and submitted his report on September 30, 2016.

The results were accordingly announced today. Please find attached 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

JUST DIAL LIMITED MUMBAI

Sachin Jain
Company Secretary

Pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; details of e-voting results

Date of the AGM	Friday September 30, 2016
Total number of shareholders on Cut-Off date i.e. September 23, 2016	55,106
No. of shareholders present in the meeting either in person or through proxy:	48
Promoters and Promoter Group:	4
Public:	44
No. of Shareholders attended the meeting through Video Conferencing	**Nil**
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

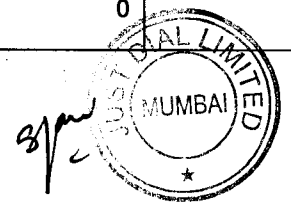
Resolution required: (Ordinary)	To receive, Consider and adopt: a) the audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Auditors thereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	**Mode of Voting**	**No. of shares held as cut-off Date 23rd September, 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**	23045808	23045808	100	23045808	0	100	0
	Ballot	23045808	0	0.00	00	0	0	0
	Postal Ballot (if applicable)	23045808	0	0.00	00	0	0	0
	Total	**23045808**	**23045808**	**100**	**23045808**	**0**	**100**	**0**
Public- Institutions	**E-Voting**	27558856	19892425	72.18	19892425	0	100	0
	Ballot	27558856	0	0	00	0	0	0
	Postal Ballot (if applicable)	27558856	0	0	00	0	0	0
	Total	**27558856**	**19892425**	**72.18**	**19892425**	**0**	**100**	**0**
Public- Non Institutions	**E-Voting**	18899320	1447393	7.66	1447375	18	100	0.00
	Ballot	18899320	56230	0.30	56230	0	100	0
	Postal Ballot (if applicable)	18899320	0	0.00	00	0	0	0
	Total	**18899320**	**1503623**	**7.96**	**1503605**	**18**	**100**	**0.00**
Total		**69503984**	**44441856**	**63.94**	**44441838**	**18**	**100**	**0**

JUST DIAL LIMITED MUMBAI

Resolution required: (Ordinary)			To Re-appoint Mr. Ramani Iyer (DIN 00033559), as a Director, liable to retire by rotation.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	**Mode of Voting**	**No. of shares held as cut-off Date 23rd September, 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**	23045808	23045808	100	23045808	0	100	0
	Ballot	23045808	0	0	00	0	0	0
	Postal Ballot (if applicable)	23045808	0	0	00	0	0	0
	Total	**23045808**	**23045808**	**100**	**23045808**	**0**	**100**	**0**
Public- Institutions	**E-Voting**	27558856	17968449	65.20	8216491	9751958	45.73	54.27
	Ballot	27558856	0	0.00	00	0	0.00	0.00
	Postal Ballot (if applicable)	27558856	0	0.00	00	0	0.00	0.00
	Total	**27558856**	**17968449**	**65.20**	**8216491**	**9751958**	**45.73**	**54.27**
Public- Non Institutions	**E-Voting**	18899320	1447393	7.66	1446856	537	99.96	0.04
	Ballot	18899320	56230	0.30	56230	0	100.00	0.00
	Postal Ballot (if applicable)	18899320	0	0	00	0	0.00	0.00
	Total	**18899320**	**1503623**	**7.96**	**1503086**	**537**	**99.96**	**0.04**
Total		**69503984**	**42517880**	**61.17**	**32765385**	**9752495**	**77.06**	**22.94**

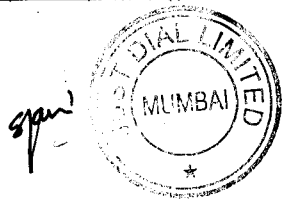
Resolution required: (Ordinary)			To Ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**No. of shares held as cut-off Date 23rd September, 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**	23045808	23045808	100	23045808	0	100	0
	Ballot	23045808	0	0	00	0	0	0
	Postal Ballot (if	23045808	0	0	00	0	0	0



	applicable)							
	Total	**23045808**	**23045808**	**100**	**23045808**	**0**	**100**	**0**
Public-Institutions	**E-Voting**	27558856	19892425	72.18	19892425	0	100	0
	Ballot	27558856	0	0	00	0	0	0
	Postal Ballot (if applicable)	27558856	0	0	00	0	0	0
	Total	**27558856**	**19892425**	**72.18**	**19892425**	**0**	**100**	**0**
Public- Non Institutions	**E-Voting**	18899320	1447393	7.66	1447331	62	100	0.00
	Ballot	18899320	56230	0.30	56230	0	100	0
	Postal Ballot (if applicable)	18899320	0	0	00	0	0	0
	Total	**18899320**	**1503623**	**7.96**	**1503561**	**62**	**100**	**0.00**
Total		**69503984**	**44441856**	**63.94**	**44441794**	**62**	**100**	**0.00**

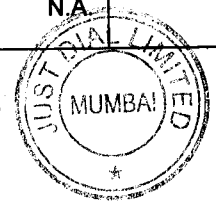
Resolution required: (Ordinary)	Re-appointment of Mr. V. S. S. Mani (DIN-00202052), as Managing Director and CEO of the Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	**Mode of Voting**	**No. of shares held as cut-off Date 23rd September, 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**	23045808	23045808	100	23045808	0	100	0
	Ballot	23045808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	23045808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**23045808**	**23045808**	**100**	**23045808**	**0**	**100**	**0**
Public-Institutions	**E-Voting**	27558856	19892425	72.18	19318991	573434	97.12	2.88
	Ballot	27558856	0	0	00	0	0	0
	Postal Ballot (if applicable)	27558856	0	0	00	0	0	0
	Total	**27558856**	**19892425**	**72.18**	**19318991**	**573434**	**97.12**	**2.88**
Public- Non Institutions	**E-Voting**	18899320	1447393	7.66	1446856	537	99.96	0.04
	Ballot	18899320	56230	0.30	56230	0	100	0
	Postal Ballot (if applicable)	18899320	0	0	00	0	0	0
	Total	**18899320**	**1503623**	**7.96**	**1503086**	**537**	**99.96**	**0.04**
Total		**69503984**	**44441856**	**63.94**	**43867885**	**573971**	**98.71**	**1.29**



Resolution required: (Ordinary)		Re-appointment of Mr. V. Krishnan (DIN-00034473), as Whole-time Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	**Mode of Voting**	**No. of shares held as cut-off Date 23rd September, 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	23045808	23045808	100	23045808	0	100	0
	Ballot	23045808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)	23045808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total	**23045808**	**23045808**	**100**	**23045808**	**0**	**100**	**0**
Public- Institutions	E-Voting	27558856	17968449	65.20	17834754	133695	99.26	0.74
	Ballot	27558856	0	0	00	0	0	0
	Postal Ballot (if applicable)	27558856	0	0	00	0	0	0
	Total	**27558856**	**17968449**	**65.20**	**17834754**	**133695**	**99.26**	**0.74**
Public- Non Institutions	E-Voting	18899320	1447393	7.66	1446856	537	99.96	0.04
	Ballot	18899320	56230	0.30	56230	0	100	0
	Postal Ballot (if applicable)	18899320	0	0	00	0	0	0
	Total	**18899320**	**1503623**	**7.96**	**1503086**	**537**	**99.96**	**0.04**
Total		**69503984**	**42517880**	**61.17**	**42383648**	**134232**	**99.68**	**0.32**

Resolution required: (Ordinary)		Revision in remuneration of Mr. Ramani Iyer (DIN-00033559), as Whole-time Director of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	**Mode of Voting**	**No. of shares held as cut-off Date 23rd September, 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	23045808	23045808	100	23045808	0	100	0
	Ballot	23045808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if	23045808	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.



	applicable)							
	Total	**23045808**	**23045808**	**100**	**23045808**	**0**	**100**	**0**
Public- Institutions	**E-Voting**	27558856	19892425	72.18	19892425	0	100	0
	Ballot	27558856	0	0	00	0	0	0
	Postal Ballot (if applicable)	27558856	0	0	00	0	0	0
	Total	**27558856**	**19892425**	**72.18**	**19892425**	**0**	**100**	**0**
Public- Non Institutions	**E-Voting**	18899320	1447393	7.66	1446640	753	99.95	0.05
	Ballot	18899320	56230	0.30	56230	0	100	0
	Postal Ballot (if applicable)	18899320	0	0	00	0	0	0
	Total	**18899320**	**1503623**	**7.96**	**1502870**	**753**	**99.95**	**0.05**
Total		**69503984**	**44441856**	**63.94**	**44441103**	**753**	**100**	**0.00**

JUST DIAL LIMITED MUMBAI

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 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.)

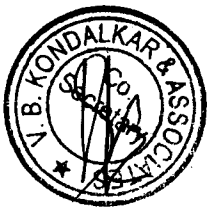
To,
The Chairman
JUST DIAL LIMITED
Palm Court Bldg-M, 501/B, 5th Floor,
New Link Road, Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400064

Dear Sir,

1. I, Vijay Babaji Kondalkar, Practicing Company Secretary, has been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of Scrutinizing the e-voting along with Ballot Forms, and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the Resolutions") of the 22nd Annual General Meeting of the members of the Company, held on Friday, 30th September, 2016 at 3.30 p.m. at West Banquet Hal, Goregaon Sports Club, Link Road, Malad (West), Mumbai - 400 064.

2. The notice along with explanatory statement setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions to be passed at the said AGM of the Company.

3. The management of the Company is responsible to ensure that compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means and Ballot forms on the resolutions contained in the Notice. My responsibility as a scrutinizer for the e-voting process and voting through ballot forms at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from e-voting process system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and Ballot forms received at AGM.



4. I have issued this Combined scrutinizers reports in respect of the e-voting commence from Tuesday, 27th September, 2016 at 9.00 a.m.(IST) and ended on Thursday, 29th September, 2016 at 5.00 p.m.(IST) along with vote casted through the Ballot Form at Annual General Meeting. The result of e-voting along with Ballot Form is annexed with this report as an **"Annexure".**

5. Further to the, I submit my report as under:-

   I. The e-voting period commenced from Tuesday, 27th September, 2016 at 9.00 a.m. (IST) and ended on Thursday, 29th September, 2016 at 5.00 p.m.(IST).

   II. The members, who were the members of the Company as on the "cut-off" date i.e. Friday, 26th August, 2016 entitled to vote on the resolutions.

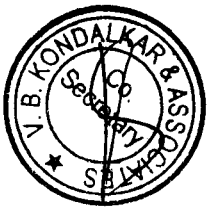
   III. The Ballot Forms facility was also provided at 22nd Annual General Meeting on Friday, 30th September, 2016 for those members who attended the meeting but not voted through remote e-voting facility.

   IV. The votes cast via remote e-voting were unblocked on Friday, September 30, 2016, immediately after the count the vote cast at the meeting, in the presence of 2 witnesses, Mr. Manish Gupta and Mr. Mihir Poria, who are not in the employment of the Company.

   V. Thereafter considering remote e-voting and voting through the Ballot forms at meeting, 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.

All the Resolutions stands passed, under e-voting along with Ballot Form, with the requisite majority.

I hereby confirm that I am maintaining the record received from the service provider, in respect of the vote cast through e voting and Ballot Form by the Equity Shareholders of the Company.



I hereby also declare that along with this I have handed over to Mr. B. Anand, Chairman 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 and Ballot Papers 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: 30-09-2016

Witness 1: Mr. Manish Gupta : _____

Witness 2: Mr. Mihir Poria : _____

Signature: _____
Sachin Jain
(Company Secretary)
(As Authorise by Chairman)

Just Dial Limited
(CIN - L74140MH1993PLC150054)

Annexure to Combined Scrutinizer's Report in respect of e-voting along voting through Ballot Forms at 22nd Annual General Meeting of Just Dial Limited held on 30th September, 2016

Res. No.	Particular of Resolution	Mode	Ballots Received	Total Votes	Total Valid Votes	Favour			Against			Invalid*	
						Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes
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.	E-Voting	125	44385632	44385626	125	44385608	100.00	0	18	0.00	0	6
		Physical	17	56294	56230	15	56230	100.00	0	0	0.00	2	64
		Total	**142**	44441926	**44441856**	**140**	**44441838**	**100.00**	**0**	**18**	**0.00**	**2**	**70**
2	To Re-appoint Mr. Ramani Iyer (DIN 00033559), as a Director, liable to retire by rotation.	E-Voting	125	44385632	42461650	51	32709155	77.03	72	9752495	22.97	2	1923982
		Physical	17	56294	56230	15	56230	100.00	0	0	0.00	2	64
		Total	**142**	44441926	**42517880**	**66**	**32765385**	**77.06**	**72**	**9752495**	**22.94**	**4**	**1924046**
3	To Ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company.	E-Voting	125	44385632	44385626	124	44385564	100.00	1	62	0.00	0	6
		Physical	17	56294	56230	15	56230	100.00	0	0	0.00	2	64
		Total	**142**	44441926	**44441856**	**139**	**44441794**	**100.00**	**1**	**62**	**0.00**	**2**	**70**
4	Re-appointment of Mr. V. S. S. Mani (DIN-00202052), as Managing Director and CEO of the Company.	E-Voting	125	44385632	44385626	114	43811655	98.71	11	573971	1.29	0	6
		Physical	17	56294	56230	15	56230	100.00	0	0	0.00	2	64
		Total	**142**	44441926	**44441856**	**129**	**43867885**	**98.71**	**11**	**573971**	**1.29**	**2**	**70**
5	Re-appointment of Mr. V. Krishnan (DIN-00034473), as Whole-time Director of the Company.	E-Voting	125	44385632	42461650	117	42327418	99.68	6	134232	0.32	2	1923982
		Physical	17	56294	56230	15	56230	100.00	0	0	0.00	2	64
		Total	**142**	44441926	**42517880**	**132**	**42383648**	**99.68**	**6**	**134232**	**0.32**	**4**	**1924046**
6	Revision in remuneration of Mr. Ramani Iyer (DIN-00033559), as Whole-time Director of the Company.	E-Voting	125	44385632	44385626	118	44384873	100.00	7	753	0.00	0	6
		Physical	17	56294	56230	15	56230	100.00	0	0	0.00	2	64
		Total	**142**	44441926	**44441856**	**133**	**44441103**	**100.00**	**7**	**753**	**0.00**	**2**	**70**

Note *

1. In case of e-voting One shareholder casted his vote less as compaired to number shares held by him as on cut-off date, hence less casted votes have been considered invalid.
2. In case of e-voting Two shareholders who abstained from voting for two resolutions, hence their votes considered invalid for that resolutions.
3. In case of e-voting, One Shareholder has casted his few votes in favour and few in against, but while calculating Number of Ballots counts for against his ballot count is not considered in against as same ballot count already considered for favour ballot counts.

Witness 1 - Manish Gupta - Manish

Witness 2 - Mihir Poria - Mihir

Place: Mumbai
Date: 30-09-2016

For V. B. Kondalkar and Associates
Company Secretaries

V. B. KONDALKAR & ASSOCIATES Co. Secretary

Vijay B. Kondalkar
Proprietor
ACS No. 5697, C. P. No. 4597