

October 01, 2013

To
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

Symbol: JUSTDIAL

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

Sub: Compliance under Clause 31 (d) – Copy of the Proceedings of the Nineteenth Annual General Meeting

Dear Sir/ Madam,

Pursuant to Clause 31 (d) of the Listing Agreement, please find the enclosed certified true copy of the proceedings of the Nineteenth Annual General Meeting of the Company held on Monday, September 30, 2013 at West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400 064.

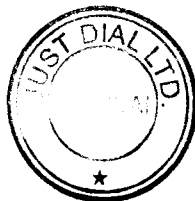
Kindly take the same on record and acknowledge receipt.

Thanking you,

Yours faithfully,

For Just Dial Limited


Sachin Jain
Company Secretary



Encl: as above

Just Dial Limited

Registered & Corporate Office : Palmcourt, Building-M, 501, 5th Floor, Besides Goregaon Sports Club, Link Road, Malad (West), Mumbai - 400064

Tel. : 022-28884060 / 66976666 • Fax : 022-28823789

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

08888888888

| www.justdial.com

**PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING
OF THE COMPANY HELD ON MONDAY, SEPTEMBER 30, 2013 AT 4.30 P.M. AT WEST
BANQUET HALL, GOREGAON SPORTS CLUB, LINK ROAD, MALAD WEST, MUMBAI –
400 064.**

1. At 4.30 P.M Mr. Sachin Jain, Company Secretary of the Company welcomed all the Directors present and in accordance with provisions of Articles of Association of the Company, requested Mr B Anand, Chairman of the Board to occupy the Chair
2. Mr. B. Anand, occupied the chair and welcomed all the members.
3. Thereafter, Chairman announced that at the beginning of the meeting:

31 Members were present in person.

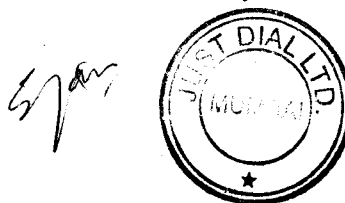
4 Members were present in proxy and called the meeting to order.
4. With the permission of the Members present, the Notice of the Meeting and the Directors' Report was taken as read. The Chairman also informed the Members that Register of Members, Register of Directors' Shareholding and Proxy Register as required under the Companies Act, 1956 were kept open for inspection during the meeting.
5. Chairman requested Mr. V. S. S. Mani, Managing Director of the Company to brief the Shareholders about the Company.
6. At the request of the Chairman, Mr. Sachin Jain, Company Secretary, read the Auditors' Report.
7. The Chairman then requested the Members present to raise queries on Audited Accounts and other related matters, none of the members raised any query.
8. The Chairman, thereafter, took up items listed in the Notice one by one for transaction:

- i) TO RECEIVE, CONSIDER AND TO ADOPT AUDITED PROFIT & LOSS ACCOUNT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2013 AND THE BALANCE SHEET AS AT THAT DATE, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS' AND AUDITORS' THEREON.

Proposed by: Mr. Hemal Madanlal Marfatia

Seconded by: Mr. Suresh Kumar Raman Nair

Resolution was passed unanimously on show of hands as an Ordinary Resolution.



- ii) TO APPOINT A DIRECTOR IN PLACE OF MR. B. ANAND, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Proposed by: Ms. Lekha Satish Shah

Seconded by: Mr. Hemal Madanlal Marfatia

Resolution was passed with unanimously on show of hands as an Ordinary Resolution.

- iii) TO APPOINT A DIRECTOR IN PLACE OF MR. SANJAY BAHADUR, WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.

Proposed by: Mr. S. Ganesh

Seconded by: Mr. Prashant Ravindra Raut

Resolution was passed unanimously on show of hands as an Ordinary Resolution.

- iv) TO RE-APPOINT S. R. BATLIBOI & ASSOCIATES LLP, AS THE STATUTORY AUDITORS OF THE COMPANY TO HOLD OFFICE FROM THE CONCLUSION OF THIS ANNUAL GENERAL MEETING TILL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORIZE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION AS MAY BE MUTUALLY AGREED WITH THE STATUTORY AUDITORS.

Proposed by: Mr. Hemal Madanlal Marfatia

Seconded by: Mr. S. Ganesh

Resolution was passed unanimously on show of hands as an Ordinary Resolution.

- v) APPROVAL/ADOPTION OF NEW SET OF ARTICLE OF ASSOCIATION OF THE COMPANY.

Proposed by: Ms. Lekha Satish Shah

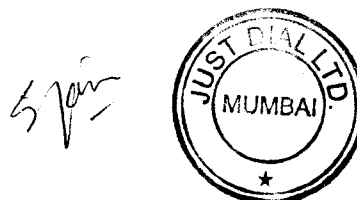
Seconded by: Mr. Ajay Mohan Nair

Resolution was passed unanimously on show of hands as an Special Resolution.

- vi) APPROVAL FOR ISSUE & ALLOTMENT UPTO 350000 EQUITY SHARES UNDER EMPLOYEE STOCK OPTION SCHEME.

Proposed by: Mr. Hemal Madanlal Marfatia

Seconded by: Ms. Sonia Anil Joshi



Resolution was passed unanimously on show of hands as an Special Resolution.

- vii) APPROVAL TO THE BOARD TO MAKE INVESTMENT, GIVE LOANS, GUARANTEES AND/OR PROVIDE SECURITY UP TO AN AMOUNT OF RS.1,000 CRORES OVER AND ABOVE THE LIMITS OF INVESTMENTS, LOANS, GUARANTEES AND PROVISIONS OF SECURITY AS STIPULATED UNDER SECTION 372A OF THE COMPANIES ACT, 1956

Proposed by: Mr. Hemal Madanlal Marfatia

Seconded by: Mr. Rajesh Khona

Resolution was passed unanimously on show of hands as an Special Resolution.

- viii) APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTOR OF THE COMPANY.

Proposed by: Ms. Lekha Satish Shah

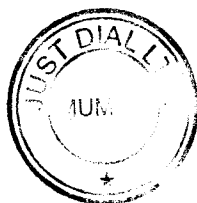
Seconded by: Mr. Vijay Pravin Gandhi

Resolution was passed unanimously on show of hands as an Ordinary Resolution.

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: October 1, 2013