

January 25, 2019

To

National Stock Exchange of India Limited

Listing Department

Exchange Plaza

Plot no. C/1, G Block, Bandra-Kurla Complex,

Bandra (E), Mumbai – 400051

Scrip Symbol: JUSTDIAL

Sub: Reply to clarification sought under Announcement No. 103253811

This is with reference to Outcome of the Board Meeting held on Monday January 21, 2019 filed by the Company on your exchange vide Application No. 2019/Jan/2990/3027 and the clarification sought by your exchange under Announcement No. 103253811, please find below the following required details:

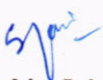
Sr. No.	Particulars	Remarks
1.	Diluted earnings per share pursuant to issue of equity shares on exercise of options	Not Applicable
2.	Subsequent changes or cancellation or exercise of such options	Not Applicable
3.	Brief details of significant terms	Refer Annexure 1
4.	Variation of terms of options	Not Applicable
5.	Options lapsed	Not Applicable
6.	The total number of shares arising as a result of exercise of option	12,93,300 Equity Shares
7.	Money realized by exercise of options	Not Applicable
8.	Options exercised	Not Applicable
9.	Time within which option may be exercised	7 Years from the date of vesting
10.	Options vested	Not Applicable
11.	Pricing formula	The exercise price will be linked with the Fair Market Value of the Company
12.	Total number of shares covered by these options	12,93,300 Equity Shares
13.	Whether the scheme is in terms of SEBI (SBEB) Regulations, 2014 (if applicable)	Yes
14.	Brief details of options granted	Not Applicable

Please take the above information 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 / 39808795 • Fax : 022-28893789

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

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Annexure – 1**A. Vesting:**

- Vesting of the Options will take place over a maximum period of 7 Years subject to a minimum gap of 1 year between Grant and First Vesting.
- Nomination and remuneration Committee is empowered to decide vesting condition including vesting period and no. of vesting of option over the vesting period for various grants on the basis of vesting criteria laid down by the Committee.
- The actual vesting may further be linked to the certain performance parameters ("Vesting Conditions") as decided by the Committee from time to time including:
 - Individual Performance
 - Team Performance
 - Company Performance

B. Exercise Price

- The Exercise Price will be linked with the Fair Market Value of the Company.
- Committee can provide suitable discount on the price arrived. However in any case the Exercise price shall not go below the Par Value.
- The Committee has the power to Re-price the options which are not exercised, whether or not they have been vested if employee stock options rendered unattractive due to fall in the value of the shares subject to shareholders' approval.
- The Aggregate Exercise Price payable at the time of Exercise shall be paid by a cheque or demand draft or electronic payment in favor of the company.
- The tax to be paid by an employee can be paid by a cheque or demand draft or electronic payment or from the salary from his employee as per the discretion of the employee.

C. Exercise Period

- The vested options can be exercised during the exercise period which shall be 7 years starting from the date of respective vesting of the options.
- The options not exercised during the respective exercise period shall lapse.

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