

## Annexure - A

Pursuant to Clause 35A of the Listing Agreement; details regarding the Results of Postal Ballots are as follows:

Date of declaration of Postal Ballot Results : 21<sup>st</sup> November, 2015

Total number of shareholders on record date : 30,090

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

**Detail of the Agenda:** Approval of the shareholders pursuant to the provisions of Sections 68, 69 and 110 of the Companies Act, 2013 and rules made thereunder including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for buy-back of equity shares upto maximum amount permissible i.e 25% of total paid-up equity capital and free reserves as on March 31, 2015 through a tender offer.

**Resolution required:** Special Resolution

**Mode of Voting** : E-voting and Postal Ballot

Promoter/Pu blic	No. of shares held  (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)]*10 0	% of Votes against on Votes polled  (7)=[(5)/(2)]*100
Promoter and Promoter Group	2,29,65,134	2,29,65,134	100.00	2,29,65,134	0	100.00	0.00
Public - Institutional holders	4,41,48,119	2,86,41,948	64.87	2,82,93,067	3,48,881	98.78	1.22
Public-Others	33,79,492	1,54,149	4.56	1,52,928	1,221	99.20	0.79
<b>Total</b>	<b>7,04,92,745</b>	<b>5,17,61,231</b>	<b>73.43</b>	<b>5,14,11,129</b>	<b>3,50,102</b>	<b>99.32</b>	<b>0.68</b>

This intimation is given pursuant to Clause 35A of the Equity Listing Agreement.

For JUST DIAL LIMITED

  
Sachin Jain  
Company Secretary



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

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

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# V. B. KONDALKAR & ASSOCIATES

*Company Secretaries*

202, Midas Enclave, A-Wing Dadiseth Agyari Road, Near Babulin Naka, Malad (West), Mumbai-400 064.  
Tel. : 28806348 • Mobile : 9320028423 • e-mail : vbkondalkar@rediffmail.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, 5<sup>th</sup> Floor,  
New Link Road, Beside Goregaon Sports Complex,  
Malad (West), Mumbai - 400064

### Sub: Passing of Resolution 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 August 25, 2015, I have been appointed as a Scrutinizers to Scrutinize the process of e-voting for postal ballot and to received, process and Scrutinize the postal ballot forms in respect of the Special Resolution as circulated in the Postal Ballot Notice dated August 25, 2015 containing resolution 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 cast 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](http://www.justdial.com). KCPL has generated electronic voting event number for the votes which are to be cast 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 October, 14 2015, to the members whose name(s) appeared on the Register of Members as on cut-off date i.e. October 9, 2015.
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 October 15, 2015.
3. As per the record provided to me by the Company as on Cut-off date there were total 30,090 Shareholders of the Company, out of which the Company has sent Notice by email to 22,671 Shareholders and through the Professional Courier Service to 7,419 Shareholders on October 14, 2015 and among 22,671 Shareholders to whom mail was sent 741 Shareholder's mail were bounced so to them also Notices were sent through the Professional Courier Service on October 15, 2015.
4. The Company has offered E-voting facility to all the Equity Shareholders who are the Shareholders as on the cut-off date October 9, 2015.
5. The E-voting for Postal Ballot and voting through Postal Ballot Forms were commenced from October 16, 2015 at 9.00 a.m. and ended on November 14, 2015 at 5.00 p.m.
6. The Votes cast through E-voting were unblocked on November 14, 2015 in the presence of 2 witnesses, Mr. Manish Gupta and Ms. Sangeeta Navalkar, who are not in the employment of the Company.
7. There are 205 (Two hundred and five) Equity Shareholders holding 5,17,59,223 Equity Shares of the Company, who have participated in the E-voting process carried out by the Company.
8. There are 40 (Forty) Equity Shareholders holding 2,018 Equity Shares of the Company, who have participated in voting though 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 Resolution 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. Sachin Jain, Company Secretary 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,

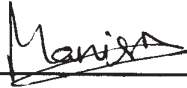
For V. B. Kondalkar and Associates  
Company Secretaries

  
Vijay B. Kondalkar  
Proprietor  
Membership No. 15697, CP No. 4597




Place: Mumbai  
Date: 21-11-2015

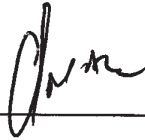
Witness 1: Mr. Manish Gupta

  
\_\_\_\_\_

Witness 2: Ms. Sangeeta Navalkar

  
\_\_\_\_\_

Signature: \_\_\_\_\_  
By Chairman



# Just Dial Limited

(CIN - L74140MH1993PLC150054)

Annexure to Combined Scrutinizer's Report in respect E voting along with Postal Ballot Form for Passing Special Resolution with respect to Buy Back of equity shares of the Company

Res. No.	Particular of Resolution	Mode	Ballots Received	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	Special resolution pursuant to the provisions of Sections 68, 69 & 110 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for buy-back of equity shares upto maximum amount permissible i.e. 25% of total paid-up equity capital and free reserves as on March 31, 2015.	E Voting Physical	205 40	51759223 2018	199 40	51409111 2018	99.32 100.00	6 0	350102 0	0.68 0.00	1 0	10 0
		Total	245	51761241	239	51411129	99.32	6	350102	0.68	1	10

Note \*

1. One Shareholder has casted less votes, through e-voting, as compared to No. of shares held by him, hence less votes casted considered as Invalid

Place: Mumbai  
Date: 21-11-2015

Witness 1: Mr. Manish Gupta



Witness 2: Ms. Sangeeta Navaikar



For V. B. Kondalkar and Associates  
Company Secretaries



Vijay B. Kondalkar  
Proprietor  
ACS No. 15697, C. P. No. 4597

