

PROCEEDINGS OF THE TWENTIETH ANNUAL GENERAL MEETING OF JUST DIAL LIMITED (THE "COMPANY") HELD ON WEDNESDAY, SEPTEMBER 24, 2014 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. He informed the members that the Chairman of the Board, Mr. B. Anand being unwell and would be unable to attend the Meeting. The members elected Mr. Sanjay Bahadur, an Independent Director of the Company to chair the Meeting.
2. Mr. Sanjay Bahadur, occupied the chair and welcomed all the members.
3. Thereafter, the Company Secretary announced that at the beginning of the meeting that 46 Members of the Company were present in person and one Member was represented by a proxy. As the requisite quorum was present the meeting was put to order.
4. The Company Secretary informed the Members to that the Statutory Registers, were kept open for inspection.
5. With the permission of the Members present, the Notice of the Meeting and the Directors' Report was taken as read.
6. At the request of the Chairman, Mr. V. S. S. Mani, Managing Director of the Company briefed the Members of Company on the Company's performance and future outlook.

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

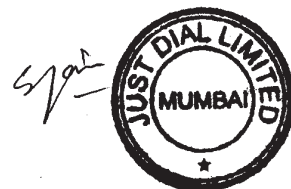
Tel. : 022-28884060 / 66976666 • Fax : 022-28823789

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7. At the request of the Chairman, Mr. Sachin Jain, Company Secretary, read the Auditors' Report.
8. The Chairman then requested the Members present to raise any queries on the Audited Accounts and other related matters, however, none of the Members raised any queries.
9. The Chairman informed to the Members that pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had extended the e-voting facility and Physical ballot facilities to the Members of the Company to cast their votes in respect of businesses to be transacted at the Annual General Meeting. E-voting commenced at 9.00 a.m. on September 18, 2014 and ended on September 20, 2014 at 6.00 p.m. Shri. Vijay B. Kondalkar, Practicing Company Secretary was appointed as the Scrutinizer by the Board of Directors of the Company for the e- voting process.
10. The Company Secretary announced the results of the e-voting and requested to Members who have not voted electronically to cast their votes by poll.
11. Thereafter, the Chairman had ordered for a poll on the following items of businesses included in the Notice of the 20th Annual General Meeting to be taken at the meeting. Further, Shri. Vijay B. Kondalkar, Practicing Company Secretary was appointed as the Scrutinizer for the poll process and requested him for a fair and transparent conduct of the voting. The Chairman informed to the Members that the combined result of e-voting and the poll will be uploaded on the websites of the Company and Karvy Computershare Private Limited, the e-voting agency, post intimation to Stock Exchanges.



1.	Adoption of Financial Statements for the Year ended March 31, 2014.
2.	Declaration of Dividend on Equity Shares.
3.	Re-appointment of Mr. Shailendra Jit Singh, who was liable to retire by rotation.
4.	Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants as the statutory auditors of the Company and fix their remuneration
5.	Appointment of Mr. B. Anand as an Independent Director.
6.	Appointment of Mr. Malcolm Monteiro as an Independent Director
7.	Appointment of Mr. Sanjay Bahadur as an Independent Director.
8.	Appointment of Mrs. Anita Mani as a Woman Director
9.	Payment of remuneration to the Non- Executive Directors.
10	Approval of Employee Stock Option Scheme, 2014 (ESOS) and issue of Options under ESOS.
11.	Variation in remuneration of Mr. V. Krishnan, Whole-time Director.
12.	Appointment Mr. Ramani Iyer as a Whole-time Director.
13.	Increase in the aggregate limit of shareholding of Foreign Institutional Investors/Foreign Portfolio Investors in the Company.

Being interested in resolution no.7 and resolution no. 9, Mr. Sanjay Bahadur requested Mr. Malcolm Monteiro and Mr. V. S. S. Mani to chair the Meeting respectively.

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 26, 2014