

May 29, 2019

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 535648</i>	<b>National Stock Exchange of India Limited</b> Listing Department Exchange Plaza Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051 <i>Scrip Symbol: JUSTDIAL</i>	<b>Metropolitan Stock Exchange of India Limited</b> 4 <sup>th</sup> Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098 <i>Scrip Symbol: JUSTDIAL</i>
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Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report pursuant to SEBI Circular.**

Please find enclosed the Annual Secretarial Compliance Report of Just Dial Limited, dated May 29, 2019, for the year ended March 31, 2019, certified by Mr. Vijay B. Kondalkar of V. B. Kondalkar & Associates, Practicing Company Secretaries.

This Report have been issued in terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019.

Please take the same on record.

Thanking You,

Yours faithfully,

For Just Dial Limited



**Sachin Jain**  
Company Secretary



Encl: as above

**Just Dial Limited**

CIN NO: L74140MH1993PLC150054

Registered &amp; 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

☎ 88888-88888 | [www.justdial.com](http://www.justdial.com)

# V. B. KONDALKAR & ASSOCIATES

*Company Secretaries*

A/202, Midas Enclave, Dadisheth Road, Near Babuline Naka, Malad (West), Mumbai - 400 064.  
Tel.: 022 2880 6348 • Mobile: +91 99678 37905 • e-Mail: pcs.vbk@gmail.com

## Secretarial Compliance Report of Just Dial Limited for the year financial ended March 31, 2019

To,  
Just Dial Limited,  
501/B, 5<sup>th</sup> Floor, Palm Court,  
Building - M, Besides Goregaon Sports Complex,  
New Link Road, Malad (West),  
Mumbai - 400064

I, Vijay Babaji Kondalkar, proprietor of V. B. Kondalkar & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by Just Dial Limited ("the Company"),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");
- (c) The Depositories Act, 2018 and the Regulations and Bye-laws framed thereunder;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;



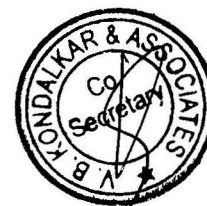
- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- (f) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Non applicable to the Company during the review period)
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Non applicable to the Company during the review period)
- (i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Non applicable to the Company during the review period)
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Non applicable to the Company during the review period) and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 18(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: The chairperson of the audit committee shall be present at Annual General Meeting.	The chairperson of the audit committee was not present at Annual general meeting of the Company held on 28 <sup>th</sup> September, 2018.	As per the explanation provided by the officer of the Company, the Chairman of Audit Committee was out of india on some urgent professional work and commitments.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For V.B. Kondalkar & Associates  
Company Secretaries

Vijay Babaji Kondalkar  
Proprietor  
ACS-15697, CP-4597



Place : Mumbai  
Date : 29-05-2019