

August 31, 2018

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

Stock Symbol: JUSTDIAL - EQ**Kind Attn: Head - Listing Department / Dept of Corporate Communications****Sub.: Notice of 24th Annual General Meeting of the Company.**

Dear Sir,

Pursuant to provisions of the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to you that the 24th Annual General Meeting of the Company is scheduled to be held on Friday, September 28, 2018 at 3.30 P.M. at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400064.

The Notice convening 24th Annual General Meeting of the Company, as sent to the members is enclosed herewith.

Kindly take the above on record.

Thanking you,

Yours faithfully,

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

Tel. : 022-28884060 / 39808795 • Fax : 022-28893789

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

☎ 88888-88888 | www.justdial.com

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting (“AGM”) of the Members of **Just Dial Limited** (the “**Company**”) will be held on Friday, September 28, 2018 at 3.30 p.m. at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400064 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon;
2. To appoint a director in place of Mr. V. Krishnan (DIN:00034473), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, as the statutory auditors of the Company and, if thought fit, to pass the following resolution as an

ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and pursuant to resolution passed by the members at the 20th Annual General Meeting held on September 24, 2014, the appointment of **M/s. S. R. Batliboi & Associates LLP**, Chartered Accountants (Firm Registration No. 101049W) as Statutory Auditor of the Company to hold office till the conclusion of 25th Annual General Meeting, be and is hereby ratified by the members of the Company to hold office from the conclusion of this meeting until the conclusion of the 25th Annual General Meeting on such remuneration as may be fixed by the Audit Committee/ Board of Directors with mutual consent of Auditors for the financial year 2018-2019.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution with or without modification as an **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to Article 78 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and in compliance with the Securities

and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (the “**BuyBack Regulations**”), including any amendments, statutory modifications or re-enactments thereof, for the time being in force and subject to such other approvals, permissions, sanctions and exemptions, as may be necessary, and subject to such conditions and modifications, if any, as may be prescribed or imposed by the appropriate authorities while granting such approvals, permissions, sanctions and exemptions, which may be agreed to by the board of directors of the Company (“**Board**”), which expressions shall include any duly constituted/ to be constituted committee by the Board to exercise its powers, including the powers conferred by this resolution), consent of the members be and is hereby accorded for the buy-back by the Company of its fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each (“**Equity Shares**”) up to 27,50,000 (Twenty Seven Lakh Fifty Thousand) Equity Shares (representing 4.08% of the total paid-up equity share capital of the Company) at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 220,00,00,000/- (Rupees Two Hundred and Twenty Crores only) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and service tax, stamp duty, etc., which is 24.26% of the aggregate of the paid-up equity share capital and free reserves as per the audited financial statements of the Company as on March 31, 2018, out of the free reserves of the Company (retained earnings) and/or such other sources as may be permitted by the Buy Back Regulations or the Act, from the members of the Company, as on the record date, on a proportionate basis, through a “tender offer” as prescribed under Buy Back Regulations (the “**Buy-back**”).

RESOLVED FURTHER THAT the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the members and settlement of the same, through the stock exchange mechanism as specified by the Securities and Exchange Board of India (“**SEBI**”) in the circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 read with circular CFD/DCR2/ CIR/P/2016/131 dated December 9, 2016 and circular SEBI/ HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018.

RESOLVED FURTHER THAT the Buy-back may be made out of the Company’s securities premium account, free reserves and /or such other sources as may be permitted by the BuyBack Regulations and the Companies Act.

RESOLVED FURTHER THAT the Company may buy-back Equity Shares from all the existing members holding Equity Shares of the Company on a proportionate basis, provided that 15% (fifteen percent) of the Equity Shares which the Company proposes to buy-back or such

number of Equity Shares entitled as per the shareholding of small shareholders as on the record date, whichever is higher, shall be reserved for the small shareholders, in accordance with Regulation 6 of the BuyBack Regulations.

RESOLVED FURTHER THAT the Company shall not buy-back the locked-in Equity Shares or other specified securities and non-transferable shares or other specified securities until the pendency of the lock-in or until the Equity Shares or other specified securities become transferable.

RESOLVED FURTHER THAT the Buy-back from non-resident members of the Company, including overseas corporate bodies (OCBs), foreign portfolio investors, shareholders of foreign nationality, etc., shall be subject to such approvals if any, and to the extent necessary or required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any Committee of Director(s)/any one or more Director(s)/Officer(s)/Authorised Representative(s) (the "**Buy-back Committee**") of the Company in order to give effect to this resolutions, including but not limited to appointment of merchant bankers, brokers, legal counsels, depository participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buy-back; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI and other statutory, governmental or regulatory authorities and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of all necessary accounts including bank accounts as required under applicable law, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company and such other undertakings, agreements, papers, documents and correspondence, as may be required from time to time to file in connection with the Buy-back with the SEBI, the RBI, the stock exchanges, the Registrar of Companies, depositories and such other regulatory and statutory authorities and to delegate all or any of the power(s) conferred hereinabove as it may

in its absolute discretion deem fit, to any of the directors, officers, authorised representatives of the Company or committees of the Board.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and/ or any obligation on the part of Company or the Board to buy-back any Equity Shares, or impair any power of the Company or the Board to terminate any process in relation to such buy-back, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Buy-back Committee be and are hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: July 20, 2018

Sachin Jain
Company Secretary

Registered office:

Just Dial Limited

501/B, 5th Floor, Palm Court,
Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai – 400064.
Tel.: 022-28884060 Fax: 022-28823789
Website: www.justdial.com Email: investors@justdial.com

NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. DULY COMPLETED AND SIGNED INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAT 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. THE PROXY FORM FOR AGM IS ANNEXED TO THIS NOTICE.**
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The Proxy holder shall prove his/her identity at the time of attending the AGM.
3. Corporate members intending to send their authorized representative to attend the AGM are requested to send the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the AGM on their behalf.
4. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. V. Krishnan (DIN: 00034473), Whole-time Director, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.
6. Information of Director proposed to be re-appointed at the forthcoming Annual General Meeting as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings is provided in the Annexure to the Notice.
7. Members of the Company, holding shares either in physical form or dematerialized form, as on the record date i.e. Friday, August 24, 2018 will receive the Annual Report.
8. For convenience of the Members and for proper conduct of the Meeting, entry to the place of the AGM will be regulated by way of attendance slip, which is annexed to this Notice. The members/proxies should bring attendance slip duly filled in and signed for attending the meeting and handover the same at the entrance of the premises. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold shares in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.
10. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company's Registrar and Share Transfer Agent viz; Karvy Computershare Private Limited ("Karvy") at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
11. Members holding shares in physical certificate form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact Company's Registrar and Share Transfer Agent viz; Karvy Computershare Private Limited for assistance in this regard.
12. Members are requested to quote folio numbers in all their correspondence and consolidate holding into one folio in case of multiplicity of folios with names in identical order.
13. Non-resident members are requested to inform the Company at its Registered Office immediately in relation

to the change in the residential status on return to India for permanent settlement.

14. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the current Financial Year.

Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividend/share application money not encashed /claimed by the Members of the Company, within a period of 7 (Seven) years from the date of declaration of dividend, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.

Members are requested to contact the RTA of the Company for claiming unclaimed dividend/share application money. The details of unclaimed dividend/share application money are available on the Company's website at www.justdial.com and on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

15. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail Id either with the Company or with the Depository.

Accordingly, the Company will send the Annual Report for the Financial Year 2017-18 by electronic mode to all those Members at their registered e-mail ids provided to the Company by the respective Depositories and RTA. Members who have not registered their e-mail Id, physical copies of the Annual Report 2017-18 are being sent by the modes permitted under Companies Act, 2013. The physical copies of the Annual Report will also be available at the Registered Office of the Company for inspection during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 24th AGM. The Annual Report is also available on the Company's website at <https://www.justdial.com/cms/investor-relations/annual-report>. In case any Member(s) requested for physical copy of the aforementioned documents, the same shall be sent to the respective Member(s) free of cost.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the Members to register his/her e-mail Ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail Ids registered, get

the same registered with the Company or changes therein by submitting a duly filled-in 'E-communication Registration Form' annexed to the Annual Report as well as available on the Company's website at <https://www.justdial.com/cms/investor-relations/downloads>.

16. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz; Karvy Computershare Pvt. Ltd. at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032 or call on +91-40-6716 1500, 3321 1000 or Toll Free no.: 1800-345-4001 or Email on einward.ris@karvy.com. Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
17. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company or email at investors@justdial.com at least seven working days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.
18. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at Annual General Meeting of the Company.
19. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, September 21, 2018 (end of day) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Computershare Private Limited or vote at the Annual General Meeting.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, September 24, 2018 and End of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, September 27, 2018.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The instructions for E-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

Notes for Individual Shareholders (Individuals, HUF, NRI etc)

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials [i.e., user id and password mentioned overleaf]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing user id and password for casting your vote.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character. Kindly note that this password can be used by the Demat holders for voting of resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for E-Voting through Karvy E-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT i.e., Just Dial Limited.
- g. On the voting page, enter the number of shares as on the cut-off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN and the shares held will not be counted under either head.
- h. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item, it will be treated as abstained.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.

During the voting period, members can login any number of times till they have voted on the resolution.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://evoting.karvy.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@karvy.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to evoting@karvy.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.karvy.com, under help section or write an email to evoting@karvy.com.

B. For members who receive the notice of annual general meeting in physical form:

Members may opt for e-voting, for which the user id and initial password is provided on the attendance slip. Please follow steps under heading A above to vote through e-voting platform.

C. Voting facility at Annual General Meeting:

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at Annual General Meeting.

D. Other Instructions:

- a. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date, Friday September 21, 2018.
- b. M/s. V. B. Kondalkar & Associates, Practicing Company Secretary (Membership No. ACS - 15697), has been appointed as the Scrutinizer to scrutinize the e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.

- c. The Scrutinizer shall immediately after the conclusion of voting at the ensuing Annual General Meeting first count the vote cast at the meeting, thereafter unblock the votes through e – voting in the presence of at least two (2) witness, not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting, a consolidated scrutinizers report of the total votes cast in favour or against, if any, to the chairman of the Company or a person authorised by him in writing who shall countersign the same.
- d. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- e. A Member can opt for only one mode of voting i.e. either voting through remote e-voting or by Ballot Paper. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot Paper shall be treated as Invalid.
- f. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.justdial.com and on the website of Karvy and communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited (MSEI) where the shares of the Company are listed.
- h. In case a person has become Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. September 21, 2018, the member may approach Karvy for issuance of User ID and Password for exercising the right to vote by electronic means:
- If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> Event number+ Folio No. or DP ID Client ID to 9212993399
 - If e-mail or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Member may call Karvy's toll free number 1-800-3454-001.
 - Member may send an e-mail request to evoting@karvy.com
- If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM 4:

The Board of Directors of the Company at its meeting held on Friday, July 20, 2018 (“**Board Meeting**”) has, subject to the approval of the Members of the Company by way of Special Resolution and subject to such approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved a buy-back of fully paid-up Equity Shares of face value of ₹ 10/- (Rupees Ten only) each (“**Equity Shares**”) up to 27,50,000 (Twenty Seven Lakhs Fifty Thousand) Equity Shares, on a proportionate basis, through a “tender offer” in accordance with the Act, the Companies (Share Capital and Debentures) Rules, 2014, Companies (Management and Administration) Rules, 2014, to the extent applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (“**Buy Back Regulations**”), as amended from time to time, read with the Securities and Exchange Board of India Circular CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 (“**SEBI Circular**”) read with circular CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, at a price of ₹ 800/- (Rupees Eight Hundred only) per Equity Share payable in cash for an aggregate consideration not exceeding ₹ 220,00,00,000 (Rupees Two Hundred and Twenty Crore only) (“**Offer Size**”) excluding transaction costs viz. brokerage, applicable taxes such as securities transaction tax, goods and services tax, stamp duty, etc. (the “**Buy-back**”). The Buy-back is 24.26% of the aggregate of paid-up Equity Share capital and free reserves of the Company as per audited financial statements of the Company as on March 31, 2018 (the last audited financial statements available as on the date of Board Meeting recommending the proposal of the Buy-back).

Since the Buy-back is more than 10% of the total paid-up Equity Share capital and free reserves of the Company, in terms of Section 68(2)(b) of the Act, it is necessary to obtain the consent of the Members of the Company, for the Buy-back, by way of a special resolution. Accordingly, the Company is seeking your consent for the aforesaid proposal as contained in the Resolution provided in this Notice.

(a) Rationale of Buy-back:

The Buy-back is being proposed by the Company to return surplus funds to the shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. Additionally, the Company's management strives to increase shareholders' value and the Buy-back would result in, amongst other things:

- optimizing returns to shareholders;

- enhancing overall shareholder value;
- achieving optimal capital structure;
- mitigating the effects of short-term market volatility; and
- enhancing shareholders' confidence.

(b) Description of Equity Shares and Number of Equity Shares eligible for the Buy-back:

The Company proposes to buy-back up to 27,50,000 equity shares of the face value of ₹ 10/- each represents up to 4.08% of the equity share capital of the Company at the price of ₹ 800/- per Equity Share for an aggregate consideration not exceeding ₹ 220,00,00,000/- (Rupees Two Hundred and Twenty Crores only).

(c) Method to be adopted for the Buy-back:

The Company proposes to undertake the Buy-back, on a proportionate basis, through a tender offer in accordance with the provisions of the SEBI BuyBack Regulations.

15% of the number of Equity Shares which the Company proposes to buy-back or such number of Equity Shares entitled as per the shareholding, whichever is higher, shall be reserved for small shareholders, in accordance with Regulation 6 of the SEBI BuyBack Regulations.

A “small shareholder” in accordance with Regulation 2(1) (1a) of the SEBI Buy Back Regulations is a shareholder of a listed company, who holds shares or other specified securities whose market value, on the basis of closing price of shares or other specified securities, on the recognized stock exchange in which highest trading volume in respect of such security, as on the record date, is not more than ₹ 2,00,000/-.

Detailed instructions for participation in the Buy-back (tender of equity shares in the Buy-back) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the equity shareholders as on the record date.

(d) Maximum amount required under the Buy-back, its percentage of total paid up equity share capital and free reserves and the sources of funds from which the Buy-back would be financed:

The maximum amount required for the Buy-back will not exceed ₹ 220,00,00,000/- and the said amount is 24.26% of the aggregate paid-up equity share capital and free reserves as per the audited financial statement of the Company as on March 31, 2018.

Buy-back may be made out of the Company's securities premium account, free reserves and /or such other sources as may be permitted by law the SEBI BuyBack

Regulations, the Companies Act and other applicable laws. The Company shall transfer a sum equal to the nominal value of the Equity Shares proposed to be bought back in the Buy-back to the Capital Redemption Reserve account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

(e) Buy-back Price and the Basis of arriving at the Buy-back Price:

The Equity Shares are proposed to be bought back at a price of ₹ 800/- per Equity Share (the "Buy-back Offer Price").

The Buy-back Offer Price has been arrived at after considering various factors, including the average closing prices of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited (the "Stock Exchanges") where the Equity Shares are listed and traded, the net worth of the Company and the impact of the Buy-back on the earnings per Equity Share.

The Buy-back Offer Price represents (i) a premium of 57.34% and 57.37% over the average closing prices of the Company's Equity Shares on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), respectively, for three months preceding July 13, 2018 (the date of the intimation to the Stock Exchanges regarding the convening of a Board Meeting to consider

Buy-back; and (ii) 39.88% and 39.89% over the average closing prices of the Company's Equity Shares on the NSE and BSE, respectively, for two weeks preceding the date of the intimation to the Stock Exchanges regarding the convening of a Board Meeting to consider the Buy-back.

(f) Time limit for completing the Buy-back:

The Buy-back is proposed to be completed within 12 months from the date of Special Resolution approving the Buy-back.

(g) Compliance with Section 68(2)(c) of the Companies Act:

The aggregate paid-up Equity Share capital and free reserves as at March 31, 2018 is ₹ 906.78 Crores. Under the provisions of the Companies Act, the funds deployed for the Buy-back cannot exceed 25% of the total paid-up Equity Share capital and free reserves of the Company i.e. up to ₹ 226.69 Crores. The maximum amount proposed to be utilized for the Buy-back, is up to ₹ 220.00 Crores and is therefore within the limit of up to 25% of the Company's total paid-up Equity Share capital and free reserves as per the audited Balance Sheet as at March 31, 2018.

(h) Shareholding Details:

1. The aggregate shareholding of the Promoters and of the directors of the Promoter, where the promoter is a company and of persons who are in control of the Company as on the date of the notice convening the general meeting:

Sr. No.	Name	Designation	Number of Equity Shares	% of Shareholding
1	V. S. S. Mani	Promoter	2,02,19,245	30.00
2	Ramani Iyer	Promoter	10,90,232	1.62
3	V. Krishnan	Promoter	7,20,499	1.07
4	Anita Mani	Promoter	6,20,488	0.92
5	Eshwary Krishnan	Promoter Group	2,10,000	0.31
Total			2,28,60,464	33.92

2. The aggregate number of shares or other specified securities purchased or sold by persons mentioned in paragraph (1) above from a period of six months preceding the date of the Board Meeting at which the buy-back was approved till the date of notice convening the general meeting.

Six months preceding the date of board meeting at which the proposed buy-back and Notice convening general meeting were approved.

Name	Aggregate No. of Shares Purchased or Sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
V. Krishnan	(195,151)	Market Sale	558.44	June 22, 2018	438.09	February 20, 2018
	(20,280)	Gifted	NA	NA	NA	NA
Eshwary Krishnan	(10,280)	Market Sale	466.71	February 26, 2018	463.33	February 23, 2018
	20,280	Gifted	NA	NA	NA	NA

(i) Intention of the promoters and person in control of the Company to tender shares or other specified securities for buy-back:

The promoters and person in control of the Company have expressed their intention to participate in the Buy-back and offer up to their respective shareholding as on the record date, or such lower number of shares based on their entitlement as required in compliance with the SEBI BuyBack Regulations / terms of the Buy-back.

Details of the date and price of acquisition of the shares that promoters and Person in Control intend to tender are set-out below:**(i) Mr. V. S. S. Mani:**

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Sale Price per Equity Share (₹)
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,275	Other than cash	10	-
March 31, 1997	Allotment	20,350	Other than cash	10	-
October 1, 1998	Purchase	42,381	Cash	10	10.00
November 19, 1998	Allotment	11,800	Cash	10	10.00
May 25, 2000	Sale	(38,908)	Cash	10	1,435.95
March 1, 2003	Allotment	85,000	Cash	10	10.00
March 31, 2004	Allotment	170,000	Cash	10	10.00
October 28, 2005	Allotment	273,400	Cash	10	10.00
February 10, 2006	Gifted	(50,000)	Gift	10	-
March 21, 2006	Purchase	2,278	Cash	10	440.00
May 30, 2006	Purchase	15,298	Cash	10	440.00
September 28, 2006	Purchase	1,749	Cash	10	440.00
September 28, 2006	Gifted	(39,636)	Gift	10	-
December 19, 2006	Buyback of Equity Shares by our Company	(26,243)	Cash	10	2,574.00
February 24, 2007	Sale	(500)	Cash	10	10.00
February 24, 2007	Buyback of Equity Shares by our Company	(13,393)	Cash	10	2,651.00
April 25, 2007	Sale	(6,806)	Cash	10	440.00
June 22, 2007	Received as gift	11,170	Gift	10	-
June 22, 2007	Sale	(2,792)	Cash	10	4,607.00
June 22, 2007	Sale	(53,058)	Cash	10	4,595.00
August 24, 2009	Purchase	3	Cash	10	3,250.00
April 24, 2010	Allotment	22,295,790	Bonus issue in the ratio of 55:1	10	-
March 25, 2011	Gifted	(387,224)	Gift	10	-
May 11, 2012	Allotment pursuant to conversion of Preference Shares Series B	1	-	10	-
August 8, 2012	Sale	(982,276)	Cash	10	488.66.00
June 1, 2013	Sale (IPO)	(1,557,658)	Cash	10	525.30.00
March 17, 2016	Buyback of Equity Shares by our Company	(258,671)	Cash	10	1550.00
August 25, 2016	Purchase	320,000	Cash	10	481.97.00
August 26, 2016	Purchase	169,597	Cash	10	499.80.00
August 29, 2016	Purchase	1,380	Cash	10	499.90.00
August 31, 2016	Purchase	12,000	Cash	10	503.62
September 2, 2016	Purchase	928	Cash	10	478.37
September 29, 2016	Purchase	180,000	Cash	10	430.72
September 30, 2016	Purchase	20,000	Cash	10	419.38
Total		20,219,245			

(ii) Mrs. Anita Mani:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,775	Other than cash	10	-
March 31, 1997	Allotment	24,150	Other than cash	10	-
October 1, 1998	Sale	(14,781)	Cash	10	10.00
November 19, 1998	Allotment	6,300	Cash	10	10.00
May 25, 2000	Sale	(9,727)	Cash	10	1,435.95
April 24, 2010	Allotment	534,985	Bonus issue in the ratio of 55:1	10	-
February 24, 2015	Received as gift	84,000	Gift	10	-
March 17, 2016	Buyback of Equity Shares by our Company	(8,224)	Cash	10	1550.00
Total		620,488			

(iii) Mr. Ramani Iyer:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
March 31, 1997	Allotment	2,550	Cash	10	10.00
October 1, 1998	Sale	(2,550)	Cash	10	10.00
February 10, 2006	Received as gift	25,000	Gift	10	-
September 28, 2006	Received as gift	19,818	Gift	10	-
June 22, 2007	Gifted	(5,585)	Gift	10	-
April 24, 2010	Allotment	2,157,815	Bonus issue in the ratio of 55:1	10	-
June 29, 2011	Sale	(163,763)	Cash	10	344.88
June 1, 2013	Sale (IPO)	(618,174)	Cash	10	525.30
February 24, 2015	Gifted	(84,000)	Gift	10	-
April 6, 2015	Sale	(20,000)	Cash	10	1,316.00
April 8, 2015	Sale	(100,000)	Cash	10	1,368.63
March 17, 2016	Buyback of Equity Shares by our Company	(15,879)	Cash	10	1,550.00
June 27, 2016	Sale	(30,000)	Cash	10	626.82
March 7, 2017	Sale	(75,000)	Cash	10	559.20
Total		1,090,232			

(iv) Mr. V. Krishnan:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
March 31, 1997	Allotment	2,550	Cash	10	10.00
October 1, 1998	Sale	(2,550)	Cash	10	10.00
February 10, 2006	Received as gift	25,000	Gift	10	-
September 28, 2006	Received as gift	19,818	Gift	10	-
June 22, 2007	Gifted	(5,585)	Gift	10	-
April 24, 2010	Allotment	2,157,815	Bonus issue in the ratio of 55:1	10	-
March 25, 2011	Received as gift	387,224	Gift	10	-
June 29, 2011	Sale	(163,763)	Cash	10	344.88
August 8, 2012	Sale	(373,000)	Cash	10	488.66

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
June 1, 2013	Sale (IPO)	(632,144)	Cash	10	525.30
March 31, 2015	Sale	(13,225)	Cash	10	1,323.03
April 01, 2015	Sale	(27,140)	Cash	10	1,326.39
April 21, 2015	Sale	(6,000)	Cash	10	1,070.48
July 10, 2015	Sale	(15,000)	Cash	10	1,181.66
August 20, 2015	Sale	(2,700)	Cash	10	960.93
December 3, 2015	Gifted	(200,000)	Gift	10	-
March 17, 2016	Buyback of Equity Shares by our Company	(15,141)	Cash	10	1550.00
March 21, 2016	Sale	(13,680)	Cash	10	642.40
March 22, 2016	Sale	(2,823)	Cash	10	700.03
March 23, 2016	Sale	(13,497)	Cash	10	741.85
March 29, 2016	Gifted	(60,316)	Gift	10	-
June 20, 2016	Sale	(5,000)	Cash	10	658.34
September 29, 2016	Sale	(3,700)	Cash	10	450.13
November 22, 2016	Sale	(25,000)	Cash	10	372.65
November 23, 2016	Sale	(27,000)	Cash	10	370.10
November 25, 2016	Sale	(6,513)	Cash	10	370.95
November 30, 2016	Sale	(42,700)	Cash	10	376.43
February 1, 2018	Sale	(59,000)	Cash	10	508.96
February 19, 2018	Sale	(50,000)	Cash	10	450.33
February 20, 2018	Sale	(42,700)	Cash	10	438.09
March 1, 2018	Gifted	(20,280)	Gift	10	-
April 12, 2018	Sale	(13,950)	Cash	10	453.95
April 13, 2018	Sale	(2,235)	Cash	10	446.88
June 22, 2018	Sale	(27,266)	Cash	10	558.44
Total		720,499			

(v) Mrs. Eshwary Krishnan:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
December 3, 2015	Gifted	200,000	Gift	10	-
February 23, 2018	Sale	(9,403)	Cash	10	463.33
February 26, 2018	Sale	(877)	Cash	10	466.71
March 1, 2018	Gifted	20,280	Gift	10	-
Total		210,000			

(j) Confirmation that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks:

The Company confirms that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institution or banks.

(k) Confirmation from the Board:

The Board confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- a) immediately following the date of the Board Meeting, i.e. July 20, 2018 and the date on which the shareholders of the Company approves the proposed Buy-back, there will be no grounds on which the Company could be found unable to pay its debts;
 - b) as regards the Company's prospects for the year immediately following the date mentioned in (a) above, that having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of aforesaid Board Meeting and until a period of one year from the date on which the shareholders of the Company approve the proposed Buy-back; and
 - c) that in forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act.
- (I) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:**
- The text of the Report dated July 20, 2018 received from S. R. Batliboi & Associates LLP, Chartered Accountants, Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

QUOTE

AUDITOR'S REPORT

Independent Auditor's Report on buy back of shares pursuant to the requirement of Schedule II to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended

To,
The Board of Directors
Just Dial Limited
Palm Court Bldg. –M, 501/B,
5th Floor, New Link Road,
Besides Goregoan Sports Club,
Malad (West), Mumbai – 400064

1. This Report is issued in accordance with the terms of our service scope letter dated July 20, 2018 and master engagement agreement January 28, 2015 with Just Dial Limited (hereinafter referred to as the "Company").
2. In connection with the proposal of the Company to buy back its equity shares in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 (the "Act") and Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended (the "Regulations"), and in terms of the resolution passed by the directors of the Company in their meeting held on July 20, 2018, which is subject to the approval of the shareholders of the Company, we have been engaged by the Company to perform a reasonable assurance engagement on the statement of determination of the amount permissible capital payment (the "Statement"), which we have initialed for identification purposes only.

BOARD OF DIRECTORS RESPONSIBILITY FOR THE STATEMENT

3. The preparation of the Statement of determination of the amount permissible capital payment for the buy back is the responsibility of the Board of Directors of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Board of Directors are responsible to make a full inquiry into the affairs and prospectus/ offer document of the Company and to form an opinion that the Company will not be rendered insolvent within a period of one year from the date of board meeting and date on which the results of the shareholders' resolution is declared and such declaration has to be signed by at least two director.

AUDITOR'S RESPONSIBILITY

5. Pursuant to the requirements of the Regulations, it is our responsibility to provide reasonable assurance on the following "Reporting Criteria":

- (i) Whether the amount of capital payment for the buy back is within the permissible limit and computed in accordance with the provisions of Section 68 of the Act;
 - (ii) Whether the Board of Directors has formed the opinion, as specified in Clause (X) of Part A of Schedule II to the Regulations, on a reasonable grounds that the Company having regard to its state of affairs will not be rendered insolvent within a period of one year from date of the board meeting and from the date on which the results of the shareholders' resolution is declared; and
 - (iii) Whether we are aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.
6. The financial statements for the year ended March 31, 2018 have been audited by us, on which we issued an unmodified audit opinion vide our report dated May 21, 2018. Our audits of these financial statements were conducted in accordance with the Standards on Auditing as specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
 7. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
 8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
 9. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 5 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the Reporting Criteria. We have performed the following procedures in relation to the Statement:

- i) We have inquired into the state of affairs of the Company in relation to its audited financial statements for the year ended March 31, 2018;
- ii) Examined authorization for buy back from the Articles of Association of the Company;
- iii) Examined that the amount of capital payment for the buy-back as detailed in Annexure A is within permissible limit computed in accordance with section 68 of the Act;
- iv) Examined that the ratio of debt owned by the Company, if any, is not more than twice the capital and its free reserve after such buy-back;
- v) Examined that all shares for buy-back are fully paid-up;
- vi) Examined resolutions passed in the meetings of the Board of Directors;
- vii) Examined Director's declarations for the purpose of buy back and solvency of the Company;
- viii) Obtained necessary representations from the management of the Company.

OPINION

10. Based on our examination as above, and the information and explanations given to us, in our opinion,
 - (i) the Statement of permissible capital payment towards buyback of equity shares, as stated in Annexure A, is in our view properly determined in accordance with Section 68 of the Act; and
 - (ii) the Board of Directors, in their meeting held on July 20, 2018, have formed the opinion, as specified in clause (x) of Part A of Schedule II of the Regulations, on reasonable grounds, that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from date of board meeting and from the date on which the results of the shareholders' resolution is declared and we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

RESTRICTION ON USE

11. The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the Regulations solely to enable them to include it (a) in the explanatory statement to be included in the notice to be circulated to the shareholders, (b) in the public announcement to be made to the Shareholders of the Company, (c) in the draft letter of offer and letter of offer to be filed with the Securities and Exchange Board of India, the stock exchanges, the Registrar of Companies as required under the Regulations, the National Securities Depository Limited, the Central Depository Securities (India) Limited and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

For S.R. Batliboi & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 101049W/E300004

per Kalpesh Jain

Partner

Membership Number: 106406

Place: Mumbai

Date: July 20, 2018

ANNEXURE A**Just Dial Limited**

Computation of amount of permissible capital payment towards buyback of equity shares in accordance with Section 68 (2) of the Act

Particulars	March 31, 2018
	(₹ lacs unless otherwise stated)
Equity share capital	6,739
Total (A)	6,739
Reserves	
General reserve	2,265
Retained Earnings	78,390
Securities premium account	3,283
Total (B)	83,938
Grand Total (A+B)	90,677
Maximum amount permissible for the Buy-back	22,669
Permissible capital payment towards buyback of equity shares in accordance with Section 68 (2) of the Act (25% of paid up equity capital and free reserves)	22,669

Note:

- a) Calculation in respect of Permissible Capital Payment for Buyback of Equity Shares is done on the basis of the standalone audited financial statements for the year ended March 31, 2018.

For Just Dial Limited,

Authorised Signatory

Mumbai

July 20, 2018

UNQUOTE

For any clarifications related to the Buy-back process, the equity shareholders may contact any one of the following:

For Company

Mr. Sachin Jain

Company Secretary & Compliance Officer,

Tel: +91-22-28884060;

Email: investors@justdial.com

For E-voting Agency-KCPL

Name: Mr. Rajendra Prasad V

Designation: Manager -Registrar In Securities

Add: Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No. 31 & 32,

Gachibowli, Financial District, Nanakramguda,

Serilingampally, Hyderabad – 500 032.

Tel: +91 040 67161510 ,040 – 67161512

Email id: rajendra.v@karvy.com

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buy-back, the Auditors Report dated July 20, 2018 and the audited accounts for the period from April 1, 2017 to March 31, 2018 are available for inspection by the members of the Company at its registered office on any working day between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting i.e. Friday, September 28, 2018.

In the opinion of the Board, the proposal for Buy-back is in the interest of the Company and its equity shareholders. The Directors, therefore, recommend passing of the Special Resolution as set out in the accompanying Notice.

None of the Directors and / or Key Managerial Personnel and their relatives are in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

By Order of the Board of Directors

Place: Mumbai

Date: July 20, 2018

Sachin Jain

Company Secretary

Registered office: 501/B, 5th Floor, Palm Court,
Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai – 400064.
Tel.: 022-28884060 Fax: 022-28823789

Website: www.justdial.com Email: investors@justdial.com

ANNEXURE

Details of Director seeking appointment/ re-appointment at the Annual General Meeting scheduled to be held on September 28, 2018, Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements), Regulations 2015 and Secretarial Standard (2) issued by ICSI.

Name of the Director	Mr. V. Krishnan
Age	48 Years
Date of First Appointment on the Board	28-10-2005
Qualification	Discontinued B.Com
Brief Resume	Mr. V. Krishnan is a Non-Independent, Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005. He has been associated with the Company since its incorporation and has approximately 25 years of experience, working in the field of strategic planning and execution. V. Krishnan is a co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.
Experience and Expertise in Functional Area	Approximately 25 years of experience working in the field of strategic planning and execution.
List of Other Companies in which Directorships Held	Just Dial Global Private Limited Epigeneres Biotech Private Limited Xvidia Media Private Limited Gaia Energy Solutions Private Limited Kainotomia Labs Private Limited Gamma Rotors Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	Nil
Shareholding in the Company	7,20,499 Equity Shares
Relationship with other Directors Manager and other Key Managerial Personnel of the Company	Mr. V.S.S. Mani and Mr. Ramani Iyer are brothers of Mr. V. Krishnan and Mrs. Anita Mani is a wife of Mr. V. S. S. Mani.

- Note: The proposal for re-appointment of Directors has been approved by the Board.
- Information pertaining to number of Board/Committee Meetings attended by Mr. V. Krishnan during the year 2017-18 is provided in the Corporate Governance Report.



India's No.1 local search engine

JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Registered Office: 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai – 400064

Tel.: 022-28884060 Fax: 022-28823789 Website: www.justdial.com Email:investors@justdial.com

E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

Pursuant to provisions of Regulation 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Regulation 18 of the Companies (Management and Administration) Rules, 2014, the Company required to provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can also download the attached registration form from our website at <https://www.justdial.com/cms/investor-relations/downloads>

Let's be part of this 'Green Initiative'!

Please note that as a member of the Company you will be entitled to receive all such communications in physical form, upon request.

Best Regards,

Sachin Jain
Company Secretary

E-COMMUNICATION REGISTRATION FORM

Folio No. / DP ID & Client ID :

Name of 1st Registered Holder :

Name of Joint Holder(s) :

Registered Address :

E-mail ID (to be registered) :

I/We shareholder(s) of Just Dial Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail id in your records for sending communication through e-mail.

Date:

Signature :

Note: Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address



India's No.1 local search engine

JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Registered Office: 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai – 400064

Tel.: 022-28884060 Fax: 022-28823789 Website: www.justdial.com Email:investors@justdial.com

Attendance Slip

24th Annual General Meeting – September 28, 2018

D.P. Id*	
Client Id *	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:

I hereby record my presence at the **24th Annual General Meeting** of the Company held on **Friday, September 28, 2018 at 3.30 P.M.** at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400064.

.....
Signature of Shareholder/Proxy

* Applicable for investors holding shares in electronic form.

Note: Please fill attendance slip and hand it over at the entrance of the meeting premises. Joint shareholders may obtain additional Slip at the venue of the Meeting.



India's No.1 local search engine

JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Registered Office: 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai – 400064

Tel.: 022-28884060 Fax: 022-28823789 Website: www.justdial.com Email:investors@justdial.com



Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74140MH1993PLC150054

Name of the Company : JUST DIAL LIMITED

Registered Office : 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex,
New Link Road, Malad (West), Mumbai –400064.

Name of the member(s) :

Registered Address :

Email ID :

Folio No/Client ID :

DP ID :

I/We, being the member(s) of:Equity Shares of the above named Company, hereby appoint

1) Name : Address :

Email ID : Signature :, or failing him

2) Name : Address :

Email ID :Signature :, or failing him

3) Name :Address :

Email ID : Signature :, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24th Annual General Meeting** of the Company to be held on **Friday, September 28, 2018 at 3.30 P.M.**, at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400064 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Description	Assent/Dissent	
		For (Assent)	Against (Dissent)
ORDINARY BUSINESS			
1.	To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon;		
2.	To appoint a director in place of Mr. V. Krishnan (DIN:00034473), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.		
3.	To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2018-19.		
SPECIAL BUSINESS			
4.	Special resolution pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended, for the Buy Back of equity shares of the Company.		

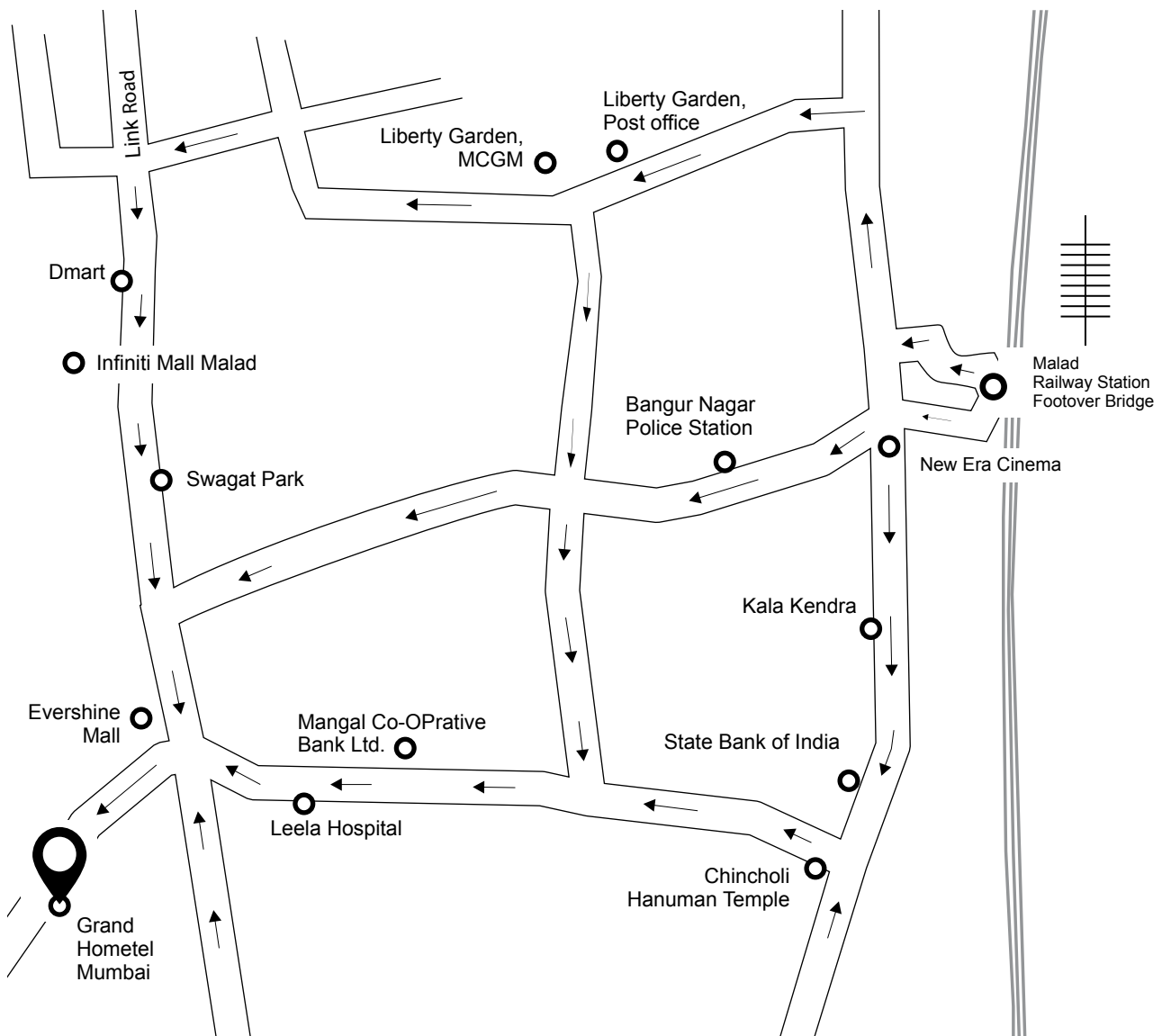
Signed this day of 2018.

.....
Signature of shareholder

.....
Signature of the proxy holder (s)



Note: This form of proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



Route Map of AGM Venue: Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, behind Inorbit Mall, off New Link Road, Malad (West), Mumbai – 400064.



