

May 13, 2019

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrp 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>Scrp 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>Scrp Symbol: JUSTDIAL</i>
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Dear Sir/Madam,

**Subject: Outcome of the Board Meeting**

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that a meeting of the Board of Directors of Just Dial Limited was held on today i.e. 13<sup>th</sup> May, 2019 and concluded at 10.20 P.M. The meeting *inter alia* transacted the following businesses:

1. Considered and approved the Audited Standalone Financial Results of the Company for the 4<sup>th</sup> quarter ended March 31, 2019 and for the financial year ended March 31, 2019 and Audited Consolidated Financial Results of the Company for the financial year ended March 31, 2019.
2. Considered and approved the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 along with Auditor's Report and Director's Report thereon.
3. Considered and approved the allotment of 10,233 Equity Shares of face value of Rs.10/- each to certain employees of the Company pursuant to exercise by such employees of vested options granted to them under relevant Employee Stock Option Schemes of the Company.
4. Upon recommendation of Nomination and Remuneration Committee, the Board has considered and recommended re-appointment of Mr. Pulak Chandan Prasad (DIN:00003557), as a Director, who is liable to retire by rotation to the shareholders of the Company in the ensuing Annual General Meeting.
5. Upon recommendation of Nomination and Remuneration Committee, the Board has considered and approved re-appointment of Mr. Ramani Iyer (DIN:00033559), as Whole-time Director of the Company for a period of 5 years w.e.f. August 1, 2019 and fixed his remuneration, subject to approval of shareholders of the Company at the ensuing Annual General Meeting.
6. Upon recommendation of Nomination and Remuneration Committee, the Board has considered and recommended to re-appoint Mr. B. Anand (DIN:02792009), as Independent Director of the Company for a period of 5 years w.e.f. October 1, 2019, to the shareholders of the Company in the ensuing Annual General Meeting.

**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

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7. Upon recommendation of Nomination and Remuneration Committee, the Board has considered and recommended to re-appoint Mr. Sanjay Bahadur (DIN:00032590), as Independent Director of the Company for a period of 5 years w.e.f. October 1, 2019, to the shareholders of the Company in the ensuing Annual General Meeting.
8. Upon recommendation of Nomination and Remuneration Committee, the Board has considered and recommended to re-appoint Mr. Malcolm Monteiro (DIN:00089757), as Independent Director of the Company for a period of 5 years w.e.f. October 1, 2019, to the shareholders of the Company in the ensuing Annual General Meeting.
9. Upon recommendation of Nomination and Remuneration Committee, the Board has considered and recommended to regularise the appointment of Ms. Bhavna Thakur (DIN:07068339), as Independent Woman Director of the Company, to the shareholders of the Company in the ensuing Annual General Meeting.
10. Upon recommendation of the Audit Committee, the Board has considered and approved appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants as Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of 25<sup>th</sup> Annual General Meeting upto 30<sup>th</sup> Annual General Meeting, subject to the approval of shareholders at the ensuing Annual General Meeting.

The abovementioned directors are not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015, pertaining to abovementioned Clause No. 4 to Clause No.10 are enclosed from **Annexure 1 to Annexure 7**.

We request you to take the same on record.

Thanking You,

Yours faithfully,

For Just Dial Limited



**Sachin Jain**  
Company Secretary



Encl: As above

Details required under Regulation 30 of SEBI (LODR) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015

**Annexure 1**

Sl. No.	Particulars	Mr. Pulak Chandan Prasad
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as a Director liable to retire by rotation
2.	Date of appointment/ cessation and term of appointment	Not Applicable
3.	Brief Profile (in case of appointment)	Enclosed as Annexure A
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s)

**Annexure 2**

Sl. No.	Particulars	Mr. Ramani Iyer
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as a Whole-time Director
2.	Date of appointment/ cessation and term of appointment	Re-appointment commencing from August 1, 2019 to July 31, 2024 for a period of 5 years.
3.	Brief Profile (in case of appointment)	Enclosed as Annexure A
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	Mr. V.S.S Mani, Mr. V. Krishnan are brothers of Mr. Ramani Iyer and Mrs. Anita Mani is wife of Mr. V.S.S Mani

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**Annexure 3**

Sl. No.	Particulars	Mr. B. Anand
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as an Independent Director
2.	Date of appointment/ cessation and term of appointment	Re-appointment commencing from October 1, 2019 to September 30, 2024 for a period of 5 consecutive years.
3.	Brief Profile (in case of appointment)	Enclosed as Annexure A
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s)

**Annexure 4**

Sl. No.	Particulars	Mr. Sanjay Bahadur
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as an Independent Director
2.	Date of appointment/ cessation and term of appointment	Re-appointment commencing from October 1, 2019 to September 30, 2024 for a period of 5 consecutive years.
3.	Brief Profile (in case of appointment)	Enclosed as Annexure A
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s)

**Annexure 5**

Sl. No.	Particulars	Mr. Malcolm Monteiro
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Re-appointment as an Independent Director
2.	Date of appointment/ cessation and term of appointment	Re-appointment commencing from October 1, 2019 to September 30, 2024 for a period of 5 consecutive years.



3.	Brief Profile (in case of appointment)	Enclosed as Annexure A
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s)

**Annexure 6**

Sl. No.	Particulars	Ms. Bhavna Thakur
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	Appointment as an Independent Director
2.	Date of appointment/ cessation and term of appointment	Commencing from April 1, 2019 to March 31, 2024 for a period of 5 consecutive years.
3.	Brief Profile (in case of appointment)	Enclosed as Annexure A
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	Not related to any Director(s)

**Annexure 7**

Sl. No.	Particulars	Deloitte Haskins and Sells LLP
1.	Reason for change viz. appointment, resignation, removal, death or otherwise	The term of earlier Statutory Auditor is going to expire in forthcoming Annual General Meeting and pursuant to Section 139 of Companies Act, 2013 and the Rules made thereunder the Company is required to appoint new Statutory Auditors of the Company in its stead.
2.	Date of appointment/ cessation and term of appointment	Commencing from the conclusion of 25 <sup>th</sup> Annual General Meeting upto 30 <sup>th</sup> Annual General Meeting
3.	Brief Profile (in case of appointment)	Enclosed as Annexure A
4.	Disclosure of Relationships between Directors (in case of appointment of Director)	Not Applicable



**Brief Profiles**

1. **Mr. Pulak Chandan Prasad** holds engineering degree from IIT Delhi and is an IIM Ahmedabad alumni. He has approximately 27 years of experience in the fields of management consulting and investing. He is currently Managing Director of Nalanda Capital. He has previously worked with Warburg Pincus, McKinsey, and Unilever.
2. **Mr. Ramani Iyer** holds a Diploma in Hotel Management from Delhi Institute of Management & Services. He has been associated with the Company since its incorporation and has approximately 26 years of experience, working with the Company in the field of strategic planning and execution. He 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.
3. **Mr. B. Anand** holds a Bachelor's degree in Commerce from Nagpur University and is an associate member of the ICAI. He has approximately 32 years of experience in the fields of corporate finance, strategy and investment banking. He is currently the Chief Executive Officer of Nayara Energy Limited. He has previously worked with Trafigura India Private Limited, Future Group, Vedanta Resources plc, Motorola India Private Limited, Credit Lyonnais Bank SA, HSBC Bank plc, Infrastructure Leasing & Financial Services Limited and Citibank, N.A.
4. **Mr. Sanjay Bahadur** holds a Bachelor's degree in Civil Engineering from Delhi College of Engineering. He has over three decades of experience in the field of construction. He is presently the Chief Executive Officer of Pidilite Industries Limited for its Global Constructions and Chemicals division. He has previously worked with Larsen & Toubro Limited, Acons Construction Products Limited, Unitech Prefab Limited and ACC Concrete Limited.
5. **Mr. Malcolm Monteiro** holds a Bachelor's degree in Electrical Engineering from the Indian Institute of Technology, Mumbai and a Post-Graduate degree in Business Management from the Indian Institute of Management, Ahmedabad. He is the Chief Executive Officer Asia Pacific, DHL eCommerce, and a member of the DHL eCommerce Management Board. He is also a Director on the Board of Blue Dart Express Limited.
6. **Ms. Bhavna Thakur** is Head of Capital Markets at Everstone. Everstone is an India and South East Asia focused Private Equity and Real Estate Investor. Headquartered in Singapore, Everstone had 165 employees across 5 offices (Singapore, Mumbai, Delhi, Bengaluru and Mauritius) and manages over USD 5 billion. She has over 21 years of corporate finance, investment banking, M&A and capital markets experience. Previously, she worked with Citigroup, Morgan Stanley in Mumbai and Paul Weiss, Wharton Garrison LLP and Davis Polk and Wardwell LLP in London and New York, respectively. She holds a BA LLB (Honors) from the National Law School of India and a Master in Law from Columbia University, New York.



7. **Deloitte Haskins and Sells LLP** is a leading audit firm in India with over 2,500 employees, 80 partners and 79 directors. As a firm, Deloitte India (all functions including audit, tax, financial advisory and consulting) has over 10,000 professionals, 403 partners and 500 directors. In Mumbai, Deloitte India has over 170 partners, 220 directors and over 4,400 professionals. In Mumbai audit function itself, Deloitte has 36 partners, 44 directors and more than 1,000 professionals.

Deloitte India has nearly 125 years history in India. Deloitte India has offices in 14 cities across India. Deloitte Haskins & Sells LLP ('DHS LLP' or 'the firm') is a member of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. DHS LLP is also a member firm of Deloitte. DHS LLP and its affiliate firms in India (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte.

The Deloitte India Audit & Assurance practice provides professional services to some of the largest and most reputed companies across various sectors. Current audit client portfolio includes ACC, ITC, Infosys, Wipro, Larsen & Toubro, Piramal Enterprises, IDFC Bank, Airtel, Asian Paints etc.

