

April 4, 2023

To

BSE Limited Department of Corporate Services Listing Department P J Tower, 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 (East), Mumbai - 400051 <i>Scrip Symbol: JUSTDIAL</i>	Metropolitan Stock Exchange of India Limited 205(A), 2 nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla (West), Mumbai - 400070 <i>Scrip Symbol: JUSTDIAL</i>
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Sub: Disclosure of Voting Results - Postal Ballot Notice dated February 27, 2023

The Company had sought approval of the members of the Company for:

1. Appointment of Mr. Anshuman Thakur as a Non-executive Director of the Company; and
2. Appointment of Mr. Dinesh Taluja as a Non-executive Director of the Company.

Details of voting results of the Postal Ballot, conducted through remote e-voting process, in respect of resolutions contained in the Postal Ballot Notice dated February 27, 2023, is enclosed in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, together with the Scrutinizer's Report on the e-voting.

The said resolutions have been passed with more than requisite majority on April 1, 2023 (the last date of e-voting).

This is for your information and records.

Thanking you

Yours truly,

For Just Dial Limited

Manan Udani
Company Secretary

Encl: As above

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 Email : investors@justdial.com

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

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JUST DIAL LIMITED
Voting Results (Postal Ballot by way of remote e-voting)

Date of the AGM/EGM	Not Applicable (Resolutions passed through Postal Ballot on April 1, 2023)
Total number of shareholders on record date (i.e., February 24, 2023 - cut-off date for voting purpose):	91813
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable (Resolutions passed through Postal Ballot)
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable (Resolutions passed through Postal Ballot)
Promoters and Promoter Group:	
Public:	

Agenda-wise disclosure

The Mode of voting for the resolutions was remote e-voting.

Resolution 1 : Appointment of Mr. Anshuman Thakur (DIN:03279460) as a Non-executive Director of the Company (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63208610	63208610	100.0000	63208610	0	100.0000	0.0000
	Poll	NA	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	63208610	63208610	100.0000	63208610	0	100.0000	0.0000
Public- Institutions	E-Voting	10724776	8463719	78.9174	7490335	973384	88.4993	11.5007
	Poll	NA	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	10724776	8463719	78.9174	7490335	973384	88.4993	11.5007
Public- Non Institutions	E-Voting	10380341	289895	2.7927	288962	933	99.6782	0.3218
	Poll	NA	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	10380341	289895	2.7927	288962	933	99.6782	0.3218
Total		84313727	71962224	85.3505	70987907	974317	98.6461	1.3539

Whether resolution is passed or not? (YES/NO):	YES
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Resolution 2 : Appointment of Mr. Dinesh Taluja (DIN:08144541) as a Non-executive Director of the Company. (Ordinary Resolution)

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	63208610	63208610	100.0000	63208610	0	100.0000	0.0000
	Poll	NA	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	63208610	63208610	100.0000	63208610	0	100.0000	0.0000
Public- Institutions	E-Voting	10724776	8463719	78.9174	7490335	973384	88.4993	11.5007
	Poll	NA	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	10724776	8463719	78.9174	7490335	973384	88.4993	11.5007
Public- Non Institutions	E-Voting	10380341	289895	2.7927	288909	986	99.6599	0.3401
	Poll	NA	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)							
	Total	10380341	289895	2.7927	288909	986	99.6599	0.3401
Total		84313727	71962224	85.3505	70987854	974370	98.6460	1.3540

Whether resolution is passed or not? (YES/NO):	YES
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Notes:

(1) # Represents No. of voting rights and includes voting rights on shares held by Investor Education and Protection Fund (IEPF) Authority [on which voting rights are frozen pursuant to Rule 6(6) of the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended].

(2) \$ Represents valid votes polled

Note: All the aforesaid resolutions have been passed with requisite majority.



Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairman,
JUST DIAL LIMITED
CIN: L74140MH1993PLC150054
Palm Court, Building-M, 501/B,
5th Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064

Sub: Scrutinizer's Report on postal ballot voting by way of remote e-voting by electronic means in respect of passing of the resolutions set out in the notice dated February 27, 2023, through Postal Ballot

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of Just Dial Limited ("the Company") I, Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Practising Company Secretaries, have been appointed as a scrutinizer for the purpose of scrutinizing the Postal Ballot voting conducted by way of remote e-voting process ("e-voting") in a fair and transparent manner on the resolutions contained in the postal ballot notice dated February 27, 2023 ("Notice").

The management of the Company is responsible to ensure compliance with requirements of applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") and General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "MCA Circulars"). The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

The Company uploaded the Notice on its website <https://www.justdial.com> on websites of the stock exchanges on which the shares of the Company are listed ("Stock Exchanges") and the same were also made available on the website of KFin Technologies Limited ("KFinTech") (RTA and e-voting agency) at <https://evoting.kfintech.com>.

My responsibility as Scrutinizer is to scrutinize the Postal Ballot voting conducted by way of remote e-voting process in a fair and transparent manner and is restricted to prepare a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech, and attendant papers/relevant documents/furnished to me electronically by the Company and/ or KFinTech for my verification. Accordingly, I hereby submit my report as under:



1. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, February 24, 2023, were entitled to vote, on the resolutions as set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The e-voting commenced on Friday, March 3, 2023, at 9:00 a.m. (IST) and ended on Saturday, April 1, 2023, at 5:00 p.m. (IST). The e-voting module was disabled by KFinTech upon expiry of this period.
3. The votes cast during the e-voting period were unblocked and was witnessed by two witnesses, Mr. Sushant Nate and Mr. Prathmesh Gogarkar, who are not in the employment of the Company.
4. The e-votes were reconciled with the records maintained by the Company/ KFinTech and the authorizations lodged with the Company/ KFinTech on test check basis.
5. 266 equity shareholders holding 7,19,62,282 equity shares of the Company, have participated in the voting.
6. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolution that were put to vote, were generated from the e-voting website of KFinTech i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, the voting results are reported.

I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:

Res. No.	Particular of Resolutions	Mode	Total No. of Members	Total Votes	Total Valid Votes	Favour			Against			Abstained and Less Votes		
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Abstained Votes	No. of Less Votes
1	Appointment of Mr. Anshuman Thakur (DIN: 03279460) as a Non-executive Director of the Company	Remote e-voting	266	71962282	71962224	206	70987907	98.6461	60	974317	1.3539	4	58	0
		Physical Postal Ballot	NA	0	0	0	0	0.0000	0	0	0.0000	0	0	0
		Total	266	71962282	71962224	206	70987907	98.6461	60	974317	1.3539	4	58	0
2	Appointment of Mr. Dinesh Taluja (DIN: 08144541) as a Non-executive Director of the Company	Remote e-voting	266	71962282	71962224	204	70987854	98.6460	62	974370	1.3540	4	58	0
		Physical Postal Ballot	NA	0	0	0	0	0.0000	0	0	0.0000	0	0	0
		Total	266	71962282	71962224	204	70987854	98.6460	62	974370	1.3540	4	58	0

Note: In case of remote e-voting, 4(four) members in relation to both resolutions had casted their votes partially in favour and partially against. Thus, while calculating the number of members who voted in favour and number of members who voted against the resolutions, those members were considered under both the categories



All the resolutions put to vote, under postal ballot e-voting, stand passed as ordinary resolutions with the requisite majority and shall be deemed to have been duly passed on the last date specified for e-voting i.e., Saturday, April 1, 2023.

I hereby confirm that I am maintaining the register and records which are required to be maintained under Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 received from KFinTech, in respect of postal ballot e-voting and will be handed over to Company Secretary and Compliance Officer of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the said postal ballot. According to my observations, Postal Ballot voting e-voting has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300



A handwritten signature in blue ink, appearing to read "Manish", written over a horizontal line.

Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021

Date: April 4, 2023
Place: Mumbai
UDIN: A043802E000010989

Witness 1: Mr. Sushant Nate

A handwritten signature in blue ink, appearing to read "Sushant", written over a horizontal line.

Witness 2: Mr. Prathmesh Gogarkar

A handwritten signature in blue ink, appearing to read "Prathmesh", written over a horizontal line.

Signature: A handwritten signature in blue ink, appearing to read "Manan Udani", written over a horizontal line.
Mr. Manan Udani
Company Secretary and Compliance Officer