

**October 1, 2020**

To

<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 (East), 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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**Kind Attn: Head - Listing Department / Dept of Corporate Communications**

**Sub: Intimation of the Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

We refer to the Notice of 26<sup>th</sup> Annual General Meeting (AGM) of the Company dated August 31, 2020 circulated to Shareholders of the Company for seeking their approval on resolutions contained in the notice by means of remote e-voting and e-voting system (“Insta Poll”) at AGM.

The Company had appointed Mr. Vijay Kondalkar, partner of M/s VKMG & Associates LLP, Practicing Company Secretaries as the scrutinizer for scrutinizing the remote e-voting and e-voting system (“Insta Poll”) at the Meeting in a fair and transparent manner.

The scrutinizer carried out the scrutiny of remote e-voting which commenced from Saturday, September 26, 2020 at 9.00 a.m. (IST) and ended on Tuesday, September 29, 2020 at 5.00 p.m. (IST) along with votes casted through e-voting system (“Insta Poll”) at AGM and submitted consolidated scrutinizers report on September 30, 2020.

The results were accordingly announced today. Please find enclosed the results alongwith consolidated scrutinizer report as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Just Dial Limited**

CIN: L74140MH1993PLC150054

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

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

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

☎ 088888-88888 | www.justdial.com

All the resolutions at the AGM were passed with requisite majority.

Kindly take the above on record.

Thanking you,

Yours truly,

**For Just Dial Limited**

**Manan Udani  
Company Secretary**

**Encl: As above**

Company Name	JUST DIAL LIMITED
Date of the AGM/EGM	30-09-2020
Total number of shareholders on record date	63193
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	84

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION- To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.									
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	Votes Invalid	
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	3,14,50,292	2,95,07,960	93.8241	2,95,07,960	0	100.0000	0.0000	21,522	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,95,07,960	93.8241	2,95,07,960	0	100.0000	0.0000	21,522	
Public- Non Institutions	E-Voting	95,66,932	22,736	0.2377	22,693	43	99.8109	0.1891	1	
	Insta Poll		42,659	0.4459	42,658	1	99.9977	0.0023	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		65,395	0.6836	65,351	44	99.9327	0.0673	1	
Total		6,17,66,871	5,03,23,002	81.4725	5,03,22,958	44	99.9999	0.0001	21,523	

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To appoint a Director in place of Ms. Anita Mani (DIN:02698418), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
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	Votes Invalid	
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	3,14,50,292	2,95,18,216	93.8567	2,84,14,604	11,03,612	96.2613	3.7387	11,266	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,95,18,216	93.8567	2,84,14,604	11,03,612	96.2613	3.7387	11,266	
Public- Non Institutions	E-Voting	95,66,932	22,736	0.2377	18,580	4,156	81.7206	18.2794	1	
	Insta Poll		42,659	0.4459	42,658	1	99.9977	0.0023	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		65,395	0.6836	61,238	4,157	93.6432	6.3568	1	
Total		6,17,66,871	5,03,33,258	81.4891	4,92,25,489	11,07,769	97.7991	2.2009	11,267	

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION- To appoint Mr. Abhishek Bansal (DIN:08580059), Chief Financial Officer of the Company, as a Whole-time Director & Chief Financial Officer of the Company.									
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	Votes Invalid	
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	

Public- Institutions	E-Voting	3,14,50,292	2,95,18,216	93.8567	2,12,00,122	83,18,094	71.8205	28.1795	11,266
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,95,18,216	93.8567	2,12,00,122	83,18,094	71.8205	28.1795	11,266
Public- Non Institutions	E-Voting	95,66,932	22,736	0.2377	22,651	85	99.6261	0.3739	1
	Insta Poll		42,659	0.4459	42,658	1	99.9977	0.0023	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		65,395	0.6836	65,309	86	99.8685	0.1315	1
	Total	6,17,66,871	5,03,33,258	81.4891	4,20,15,078	83,18,180	83.4738	16.5262	11,267

Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION - Amendment in the Objects Clause of the Memorandum of Association of the Company.								
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	Votes Invalid
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0
Public- Institutions	E-Voting	3,14,50,292	2,95,18,216	93.8567	2,90,55,699	4,62,517	98.4331	1.5669	11,266
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		2,95,18,216	93.8567	2,90,55,699	4,62,517	98.4331	1.5669	11,266
Public- Non Institutions	E-Voting	95,66,932	22,736	0.2377	22,604	132	99.4194	0.5806	1
	Insta Poll		42,659	0.4459	42,658	1	99.9977	0.0023	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		65,395	0.6836	65,262	133	99.7966	0.2034	1
	Total	6,17,66,871	5,03,33,258	81.4891	4,98,70,608	4,62,650	99.0808	0.9192	11,267

**Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the Annual General Meeting (AGM)**

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,  
The Whole-time Director & CFO,  
**JUST DIAL LIMITED**  
Palm Court Bldg-M, 501/B, 5<sup>th</sup>Floor,  
New Link Road, Beside Goregaon Sports Complex,  
Malad (West), Mumbai - 400064

Sub: 26<sup>th</sup> Annual General Meeting (“AGM”) of the members of Just Dial Limited (the “Company”) held on Wednesday, September 30, 2020, at 11.30 a.m. through Video Conferencing (VC)

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on July 31, 2020, I, Vijay Babaji Kondalkar, Partner of VKMG & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizer to Scrutinize the process of remote e-voting and e-voting (Insta Poll) at the AGM in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice of the 26<sup>th</sup> Annual General Meeting of the members of the Company, held on Wednesday, September 30, 2020, at 11.30 a.m. through Video Conferencing (VC).

The Management of the Company is responsible to ensure that AGM is conducted in Compliance with the applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder along with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (“SEBI Circular”) and also to ensure that compliance, with the requirements of the Companies Act, 2013 and rules made thereunder, in relation to voting through electronic means by the service provider KFin Technologies Private Limited (“KTPL”). My responsibility as a scrutinizer for the remote e-voting process and e-voting (Insta Poll) at the AGM is restricted to make a Scrutinizer’s report of the votes cast in “favour” or “against” the resolutions and “invalid” and “abstained” votes, based on the reports generated from e-voting process system provided by KTPL.

In the light of pandemic scenario of Covid-19 in the Country, pursuant to provisions of section 101 and 136 of the Act and rules made thereunder, Regulation 36 of SEBI Listing Regulations and in terms of MCA Circulars and SEBI Circulars, the Notice of AGM, procedure and instructions for e-voting and the Annual Report for the financial year 2019-2020 ("Notice and Annual Report") have been sent by e-mail on September 7, 2020, to all those members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s) as on Friday, September 4, 2020 and no physical copy of the Notice and Annual Report was sent by the Company to any members.

The Company has uploaded the Notice and Annual Report on its website [www.justdial.com](http://www.justdial.com) and on the relevant sections of the websites of the stock exchanges, on which the shares of the Company are listed and the same was also available on the website of KTPL at <https://evoting.kfintech.com>.

In terms of MCA Circular, the Company has also enabled members, whose email address are not registered, to temporarily update their email address by accessing the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) for the limited purpose of receiving the Notice and Annual Report electronically along with User ID and the Password to enable e-voting. The detailed procedure of the same is provided in the instructions part of the Notice.

In compliance of MCA circular, the Company before sending the Notice of AGM has issued Public Advertisements on September 03, 2020 as being Notice to the Members of the Company in two Newspapers namely "Financial Express", Local circulating English Newspaper in English Language and "Loksatta", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra, with a intention to communicate the notice of AGM to those members whose e-mail address are not registered and updated with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s).

Further, in compliance with provision of section 108 and rules made thereunder, the Company has, post sending the Notice of AGM, also issued Public Advertisements on September 08, 2020, as being Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Loksatta", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra, with intention to inform the manner of e-voting and other details its members.

I have issued this consolidated scrutinizers report in respect of remote e-voting and e-voting (Insta Poll) at the AGM. The result of the same is annexed with report as an **Annexure**.

#### **I SUBMIT MY REPORT AS UNDER:**

1. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Wednesday, September 23, 2020 was entitled to vote on the resolutions stated in the Notice and avail the facility of remote e-voting as well as e-voting (Insta Poll) at the AGM.
2. The remote e-voting were commenced from Saturday, September 26, 2020 at 9.00 a.m. (IST) and ended on Tuesday, September 29, 2020 at 5.00 p.m. (IST). The remote e-voting module disabled on Tuesday, September 29, 2020 at 5.00 p.m (IST).
3. The facility for voting is also available at the AGM through e-voting (Insta Poll) for those members who attended the meeting but not voted through remote e-voting facility.

4. After, counting the votes cast at the AGM through e-voting (Insta Poll), immediately thereafter the Votes cast through remote e-voting were unblocked on Wednesday, September 30, 2020, in the presence of 2 witnesses, Mr. Kaushik Kantak and Mr. Sadashiv Jadye, who are not in the employment of the Company.
5. 186 (One Hundred & Eighty Six) Equity Shareholders holding 5,03,01,866 Equity Shares of the Company, have participated in the voting through remote e-voting system.
6. 46 (Forty Six) Equity Shareholders holding 42,659 Equity Shares of the Company, have participated in the voting through e-voting (Insta Poll) at the AGM.
7. Thereafter considering remote e-voting and voting through e-voting (Insta Poll) at the AGM, the consolidated result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted in "favour", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of KTPL i.e. <https://evoting.kfintech.com> and is based on such report generated.

All the Resolutions stands passed, under remote e-voting along with voting through e-voting (Insta Poll) at the AGM, with the requisite majority.

I hereby confirm that I am maintaining register and record which is required by the rule 20 of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the votes cast through remote e-voting and e-voting through Insta Poll at the AGM by the Equity Shareholders of the Company and according to my observations, the process of remote e-voting and e-voting through Insta Poll at the AGM has been conducted in a fair and transparent manner.

Thanking You,

Yours faithfully,

For VKMG & Associates LLP  
Company Secretaries  
FRN.L2019MH005300

Vijay B. Kondalkar  
Designated Partner  
Membership No. 15697, CP No. 4597

Place: Mumbai  
Date: 30-09-2020  
UDIN: **A015697B000826595**

Witness 1: Mr. Kaushik Kantak : \_\_\_\_\_

Witness 2: Mr. Sadashiv Jadye : \_\_\_\_\_

Signature: \_\_\_\_\_

Mr. Abhishek Bansal

Whole-Time Director and Chief Financial Officer

(DIN: 08580059)

(Authorised by Mr. B. Anand, Chairman of the meeting)



**Just Dial Limited**  
**(CIN - L74140MH1993PLC150054)**

Annexure to Consolidated Scrutinizer Report in respect of remote e-voting along voting through e-voting (Insta Poll) at 26th Annual General Meeting of Just Dial Limited held on 30th September, 2020 through Video Conferencing (VC)

Res. No.	Particular of Resolution	Mode	Total No. of Members	Total Votes	Total Valid Votes	Favour			Against			Invalid*	
						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 Votes
1	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.	Remote e-voting	186	50301866	50280343	176	50280300	100.000	6	43	0.000	4	21523
		E-voting (Insta Poll)	46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		<b>Total</b>	<b>232</b>	<b>50344525</b>	<b>50323002</b>	<b>221</b>	<b>50322958</b>	<b>100.000</b>	<b>7</b>	<b>44</b>	<b>0.000</b>	<b>4</b>	<b>21523</b>
2	To appoint a Director in place of Ms. Anita Mani (DIN:02698418), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.	Remote e-voting	186	50301866	50290599	169	49182831	97.797	14	1107768	2.203	3	11267
		E-voting (Insta Poll)	46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		<b>Total</b>	<b>232</b>	<b>50344525</b>	<b>50333258</b>	<b>214</b>	<b>49225489</b>	<b>97.799</b>	<b>15</b>	<b>1107769</b>	<b>2.201</b>	<b>3</b>	<b>11267</b>
3	To appoint Mr. Abhishek Bansal (DIN:08580059), Chief Financial Officer of the Company, as a Whole-time Director & Chief Financial Officer of the Company	Remote e-voting	186	50301866	50290599	100	41972420	83.460	83	8318179	16.540	3	11267
		E-voting (Insta Poll)	46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		<b>Total</b>	<b>232</b>	<b>50344525</b>	<b>50333258</b>	<b>145</b>	<b>42015078</b>	<b>83.474</b>	<b>84</b>	<b>8318180</b>	<b>16.526</b>	<b>3</b>	<b>11267</b>
4	Amendment in the Objects clause of the Memorandum of Association of the Company.	Remote e-voting	186	50301866	50290599	173	49827950	99.080	10	462649	0.920	3	11267
		E-voting (Insta Poll)	46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		<b>Total</b>	<b>232</b>	<b>50344525</b>	<b>50333258</b>	<b>218</b>	<b>49870608</b>	<b>99.081</b>	<b>11</b>	<b>462650</b>	<b>0.919</b>	<b>3</b>	<b>11267</b>

Note \*

1. In case of remote e-voting 3(Three) Shareholders logged into e-voting system and abstain from voting for all the resolutions and 1(One) Shareholder logged into e-voting system and abstained from voting for the resolution no.1, their votes and numbers considered as Invalid for respective resolutions.
2. In case of remote e-voting 1(One) shareholder in respect of resolution no. 2 and 3 has casted their some votes in favour and some votes in against, hence while calculating number of members counts such shareholders are considered under favour category.
3. In case of remote e-voting 1(One) Shareholder has casted less votes as compared to no. of shares held by them as on cut-off date, hence their less votes considered as invalid however while calculating the no. of Invalid members such shareholders has not been considered

Place: Mumbai  
Date:30-09-2020  
UDIN:A015697B000826595

Witness 1: Mr. Kaushik Kantak

Witness 2: Mr.Sadashiv Jadye

For VKMG & Associates LLP  
Company Secretaries  
FRN. L2019MH005300

Vijay B. Kondalkar  
Designated Partner  
ACS No. 15697, C. P. No. 4597