

July 23, 2021

To  
**Just Dial Limited**  
Palm Court, Building M,  
501/B, 5<sup>th</sup> Floor, New Link Road,  
Beside Goregaon Sports Complex,  
Malad (West), Mumbai – 400 064.

To  
**National Stock Exchange of India Limited**  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra - Kurla Complex,  
Bandra (East), Mumbai - 400 051.

To  
**BSE Limited**  
Corporate Relations Department,  
1<sup>st</sup> Floor, New Trading Ring,  
P. J. Towers, Dalal Street,  
Mumbai - 400 001.

To  
**Metropolitan Stock Exchange of India Limited**  
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,  
G-Block, Opp. Trident Hotel,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 098.

**Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.**

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully



**Eshwary Krishnan**

Encl: as above

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC)	Just Dial Limited
Names of the stock exchanges where the shares of the target company are listed	National Stock Exchange of India Limited BSE Limited Metropolitan Stock Exchange of India Limited
Date of reporting	July 23, 2021
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked	V.S.S. Mani Anita Mani V. Krishnan Eshwary Krishnan Manasi Iyer

**Details of creation/invocation/release of encumbrance:**

Name of the Promoter(s) or PACs with him(*)	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares { creation [ (2) +(3)]/ release [ (2) -(3)] / invocation [ (1) -(3)]}	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation /release /invocation)	Date of creation/invocation release of encumbrance	Type of encumbrance (pledge/lien/non disposal undertaking/others)	Reasons for encumbrance*	Number	% of share Capital	Name of the entity in whose favour shares encumbered****	Number	% of total share Capital
V.S.S. Mani	61,90,027	9.93	Nil	Nil	Creation	16/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	Refer Note 2	61,90,027	9.93	Reliance Retail Ventures Limited	61,90,027	9.93

Anita Mani	19,25,345	3.09	Nil	Nil	Creation	16/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	Refer Note 2	19,25,345	3.09	Reliance Retail Ventures Limited	19,25,345	3.09
Manasi Iyer	1,33,975	0.21	Nil	Nil	Creation	16/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	Refer Note 2	1,33,975	0.21	Reliance Retail Ventures Limited	1,33,975	0.21
V. Krishnan	4,20,353	0.67	2,11,720	0.34	Creation	20/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target	Refer Note 2 & 3	2,08,633	0.33	Reliance Retail Ventures Limited	4,20,353	0.67

							Company (Refer Note 2 & 3)						
Eshwary Krishnan	2,19,647	0.35	Nil	Nil	Creation	20/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2 & 3)	Refer Note 2 & 3	2,19,647	0.35	Reliance Retail Ventures Limited	2,19,647	0.35
Ramani Iyer	46,616	0.07	Nil	Nil	-	-	-	-	-	-	-	Nil	Nil

Signature of Authorised Signatory

  
Eshwary Krishnan

Place: Noida

Date: July 23, 2021

**Note 1:**

On July 16, 2021, Reliance Retail Ventures Limited (the “Acquirer”) and certain existing promoters of Just Dial Limited (the “Target Company”), namely, Mr. Venkatachalam Sthanu Subramani (the “Seller”) and Mrs. Anita Mani (as confirming party) had entered into a share purchase agreement (the “SPA”), pursuant to which the Acquirer had agreed to acquire 1,30,61,163 equity shares of the Target Company (“Sale Shares”) from the Seller in accordance with the terms of the SPA. Accordingly, on July 20, 2021, the Seller sold the Sale Shares to the Acquirer on the floor of the stock exchange through the block window facility offered on the BSE Limited.

**Note 2:**

In terms of the shareholders' agreement dated July 16, 2021, entered into between the Acquirer, the Target Company and certain members of the existing promoter and promoter group of the Target Company namely, the Seller, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan (the "SHA"), from the Effective Date of the SHA (i.e. earlier of the date of: (a) the acquisition of any part of the Sale Shares under the SPA and (b) the subscription and allotment of Subscription Shares under the share subscription agreement dated July 16, 2021 entered into between the Target Company, the Acquirer and certain existing promoters of the Target Company, namely, the Seller and Mrs. Anita Mani (the "SSA")):

- (a) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not transfer any securities of the Target Company without the prior written consent of the Acquirer and after complying with certain additional conditions in the nature of 'Right of First Refusal' and 'Market Sale' in favour of the Acquirer (all as described in the SHA) for transfers pursuant to pre-negotiated transactions as well as market sales.
- (b) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not create any encumbrances on any securities of the Target Company without the prior written consent of the Acquirer.
- (c) the Seller and Mrs. Anita Mani are also restricted from, and are required to procure that Ms. Manasi Iyer is restricted from, transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).
- (d) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by the Seller and Mrs. Anita Mani.

**Note 3:**

In terms of the SHA, from the Effective Date (as explained above) of the SHA:

- (a) Mr. V. Krishnan and Mrs. Eshwary Krishnan are restricted from transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).
- (b) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by Mr. V. Krishnan and Mrs. Eshwary Krishnan

Given that the conditions and restrictions in the SHA as described above (in Note 2 and Note 3) are likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (SAST) Regulations, 2011 the enclosed disclosure is being made by the existing promoters and/or PAC under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

\* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.