

May 30, 2023

To

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Tower, 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> 205(A), 2 <sup>nd</sup> Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla (West), Mumbai - 400070 <i>Scrip Symbol: JUSTDIAL</i>
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Dear Sir/Madam,

**Sub.: Annual Secretarial Compliance Report for the financial year ended March 31, 2023**

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Annual Secretarial Compliance Report duly issued by VKMG & Associates LLP, Company Secretaries, for the financial year ended March 31, 2023.

Please take the same on record.

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 E-mail : investors@justdial.com

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

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**Secretarial Compliance Report of Just Dial Limited for the year ended March 31, 2023**

To,  
The Board of Directors  
Just Dial Limited

We, VKMG & Associates LLP, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Just Dial Limited (“the Company”),
- (b) the filings / submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR);
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Not applicable to the Company during the review period)
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018; (Not applicable to the Company during the review period)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable to the Company during the review period)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder including below;

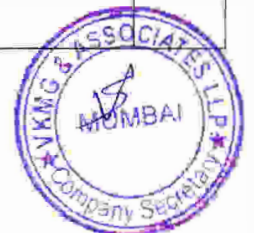
Clause 6(A) and 6(B) of the circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on “Resignation of Statutory auditors from listed entities and their material subsidiaries” (Not applicable to the Company during the review period).

and based on the above examination, we hereby report that, during the Review Period:



(a) The Company has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matter specified below: -

Sr No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory / Clarification / Fine / Show Cause Notice / Warning, etc.)	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Maintenance of minimum public shareholding ("MPS") of at least 25%, pursuant to Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	Regulation 38 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	For the period from October 14, 2022 to December 20, 2022 the MPS requirement was not met.	BSE Limited and National Stock Exchange of India Limited	Fine	Non-Maintenance of MPS	Rs. 3,40,000/- (Fine of Rs. 5,000 per day for the period from October 14, 2022 to December 20, 2022 levied by BSE Limited and National Stock Exchange of India Limited, respectively)	Reliance Retail Ventures Limited, Promoter of the Company had made an open market sale of 16,86,119 equity shares representing 2.00% of the total issued and paid-up equity share capital of the Company, in accordance with the provisions of the applicable SEBI Circulars.  Effective December 21, 2022, the Company achieved compliance with MPS requirement.  Further, the Company has paid the fine levied by BSE Limited and National Stock Exchange of India Limited in this regard.	The Company has complied with MPS requirement effective December 21, 2022 and has also paid the fine of Rs. 3,40,000/- each to BSE Limited and National Stock Exchange of India Limited.	-



(b) The Company has taken the following actions to comply with the observations made in previous reports: Not Applicable

I hereby report that, during the review period the Compliance status of the Company is appended in Annexure A forming part of this report.

**For VKMG & Associates LLP  
Company Secretaries  
FRN: L2019MH005300**



**Date:17-04-2023**

**Place: Mumbai**

**UDIN: A015697E000119372**

**Vijay Babaji Kondalkar  
Partner  
ACS-15697  
CP-4597  
PRN:1279/2021**

**Annexure A**

Sr No.	Particulars	Compliance Status (Yes / No / NA)	Observation/ Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	-
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Company; and</li> <li>• All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated as per the regulations / circulars / guidelines issued by SEBI.</li> </ul>	Yes	-
3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Company is maintaining a functional website</li> <li>• Timely dissemination of the documents / information under a separate section on the website; and</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) / section of the website.</li> </ul>	Yes	-
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5.	<p><u>Details related to Subsidiaries of the Company:</u></p> <p>(a) Identification of material subsidiary companies; and (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	Yes	The Company does not have a material subsidiary.
6.	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR.</p>	Yes	-
7.	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-



8.	<u>Related Party Transactions:</u> (a) The Company has obtained prior approval of Audit Committee for all Related party transactions; and (b) In case no prior approval obtained, the Company shall provide detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit committee.	Yes  N.A.	-  No such instances observed
9.	<u>Disclosure of events or information:</u> The Company has provided all the required disclosure(s) under Regulation 30 read with Schedule III to SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<u>Prohibition of Insider Trading:</u> The Company is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No Actions taken against the Company/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	As confirmed by the management no action was taken against the Company's Directors / Subsidiaries and Promoters.  For action taken against the Company please refer table above
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

