

August 13, 2021

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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**Re: Proceedings of the Extra-Ordinary General Meeting of Just Dial Limited (the “Company”) held on Friday, August 13, 2021 at 11:30 a.m. through Video Conferencing**

Dear Sir/ Madam,

As per the notice of Extra-Ordinary General Meeting (“EGM”) dated July 16, 2021, the EGM of the Company was held on Friday, August 13, 2021 at 11:30 a.m. through Video Conferencing, in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), various circulars issued by the Ministry of Corporate Affairs including the General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 10/2021 dated June 23, 2021, and any updates thereto, and by the Securities and Exchange Board of India including circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any updates thereto.

The brief details of businesses transacted at the meeting, manner of approval and results thereof are as under:

Sr. No.	Details of the Businesses	Manner of Approval	Results
1.	To re-appoint Mr. V.S.S. Mani (DIN: 00202052), as a Managing Director and Chief Executive Officer of the Company.	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority
2.	To approve the related party transaction for Mr. V. Krishnan holding office of profit as a Group President of the Company.	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority
3.	Issue of Equity Shares on a Preferential Issue/Private Placement Basis to Reliance Retail Ventures Limited.	Remote e-voting or e-voting (Insta poll) at EGM	Passed with requisite majority

Furthermore, pursuant to Regulation 44 of the Listing Regulations read with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, voting results of the businesses transacted at the EGM along with consolidated report of the scrutinizer have been submitted vide our letter dated August 13, 2021.

**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 / 66976666 Fax : 022-28893789

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

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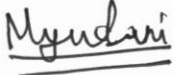
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Pursuant to Regulation 30 of the Listing Regulations, the proceedings of the EGM are enclosed and is being also made available on the website of the Company at [www.justdial.com](http://www.justdial.com)

This is for your records and dissemination. You are requested to take the same on record as the gist of proceedings of EGM and not consider the same as minutes of the EGM.

Thanking you,

For **Just Dial Limited**



**Manan Udani**  
**Company Secretary**



**Place: Mumbai**  
**Date: August 13, 2021**

Encl: As above

## GIST OF PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF JUST DIAL LIMITED HELD ON FRIDAY, AUGUST 13, 2021 AT 11:30 A.M. THROUGH VIDEO CONFERENCING

The Extra-Ordinary General Meeting ("EGM") of Just Dial Limited (the "Company") was held on Friday, August 13, 2021 at 11:30 a.m. through Video Conferencing ("VC"), in compliance with the applicable provisions of the Companies Act, 2013 and rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), various circulars issued by the Ministry of Corporate Affairs ("MCA") including General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 10/2021 dated June 23, 2021, and any updates thereto (referred as "MCA Circulars"), and by the Securities and Exchange Board of India ("SEBI") including circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any updates thereto ("SEBI Circulars").

Further, in accordance with the Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated April 15, 2020 issued by the ICSI, the proceedings of the EGM were deemed to be conducted at the registered office of the Company which was the deemed venue of the EGM.

At 11.30 a.m., Mr. B Anand, Chairman of the Company, occupied the Chair for the EGM and stated that he is attending the EGM from Chennai. He welcomed all the members of the Company ("Members") and directors of the Company at the EGM. He further stated that in these unprecedented times and considering the ongoing COVID-19 pandemic and social distancing norms to be followed, the EGM was being convened through VC in accordance with the MCA Circulars and SEBI Circulars.

He thereafter introduced the directors and key managerial personnel present at the EGM, who were as follows:

1. Mr. V.S.S. Mani, Managing Director and CEO joined from Mumbai
2. Mr. Abhishek Bansal, Whole-time Director and CFO joined from Mumbai
3. Mr. Malcolm Monteiro, Independent Director joined from Mumbai
4. Mr. Sanjay Bahadur, Independent Director joined from Mumbai
5. Ms. Anita Mani, Non-Executive Director joined from Mumbai
6. Mr. Pulak Chandan Prasad, Non-Executive Director joined from Singapore
7. Mr. Manan Udani, Company Secretary, joined from Mumbai

Ms. Bhavna Thakur, Independent director could not attend this meeting due to pre-occupation.

The statutory auditors and secretarial auditors of the Company and scrutinizer for e-voting process were also present at the EGM.

The Chairman further informed that participation of members attending through VC was reckoned for the purpose of quorum as per the MCA Circulars and Section 103 of the Companies Act, 2013. Since the EGM was being held through VC, as per the MCA Circulars, physical attendance of Members was dispensed with. Accordingly, the facility for appointment of proxies by Members was not made available for the EGM. 85 Members were present at the meeting through VC. Accordingly the requisite quorum was present and the EGM was called to order. The Chairman thereafter requested Mr. Manan Udani, Company Secretary, to read out the arrangements made for the Members at the EGM.

**Just Dial Limited**

CIN NO: L74140MH1993PLC150054

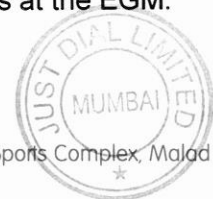
Registered & Corporate Office : Palm Court Building M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad West, Mumbai - 400064

Tel. : 022-28884060 / 66976666 Fax : 022-28893789

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

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The Company Secretary informed all those present that in terms of relevant provisions of Companies Act, 2013, Listing Regulations, MCA Circulars and SEBI circulars, the notice of Extra-Ordinary General meeting dated July 16, 2021 (“EGM Notice”) was sent by e-mail to all those Members whose names appeared in the Register of Members and whose e-mail addresses were registered with the Company, the Registrar and Share Transfer Agents or the Depository Participants, as on Friday, July 16, 2021 and no physical copies of the EGM Notice were sent by the Company to any Members.

Further, it was informed that the Company had enabled the Members to participate at the EGM through VC facility provided by KFin Technologies Private Limited, Registrar and Share Transfer Agents of the Company and the proceedings of the EGM were being recorded for compliance purposes.

He informed the members that, as stated in the EGM Notice, the Members had been provided the facility to exercise their right to vote by electronic means on the resolutions set out in the EGM Notice, both through remote e-voting and e-voting system ('Insta Poll') at the EGM. The remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. Friday, August 06, 2021 during the period commencing from 9.00 a.m. IST on Monday, August 09, 2021 till 5.00 p.m. IST on Thursday, August 12, 2021, and the remote e-voting was blocked on Thursday, August 12, 2021 at 5.00 p.m IST.

He further informed that Members joining the EGM through VC, who had not already cast their vote by means of remote e-voting, had the option of voting through 'Insta-Poll' e-voting facility on announcement of the same by the Chairman. Members who had cast their votes by remote e-voting prior to the EGM were not entitled to cast their vote again.

He informed all those present that the Board of Directors of the Company had appointed Mr. Vijay Kondalkar, partner of M/s VKMG & Associates LLP, Practicing Company Secretaries, as the scrutinizer for the EGM.

It was informed that due to the ongoing COVID-19 pandemic, the Company had made the best possible efforts for providing the facility of joining the EGM by VC and voting electronically. However, in case of any issues during the EGM, Members were provided details for contacting KFin Technologies Private Limited for technical support / assistance.

The certificate from the statutory auditors in compliance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other documents relevant to businesses specified in the EGM Notice were made available electronically for inspection during the EGM on the website of KFin Technologies Private Limited.

Thereafter the Company Secretary requested the Chairman to continue with the proceedings of the EGM.

At the request of the Chairman, Mr. V.S.S. Mani, Managing Director and CEO shared his thoughts in respect of Proposed arrangement with Reliance Retail Ventures Limited.

The Managing Director further requested to the Chairman to continue the proceedings of the EGM.

The Chairman informed that EGM Notice, already emailed to all the Members, was taken as read with the permission of the Members.

Thereafter, the Chairman briefed all those present about the resolutions stated in the EGM Notice, as follows:



1. To re-appoint Mr. V. S. S. Mani (DIN: 00202052), as a Managing Director and Chief Executive Officer of the Company.
2. To approve the related party transaction for Mr. V. Krishnan holding office of profit as a Group President of the Company.
3. Issue of Equity Shares on a Preferential Issue/Private Placement Basis to Reliance Retail Ventures Limited.

Since the EGM was being held through VC and the resolutions mentioned in the EGM Notice were put to vote through remote e-voting and e-voting system ('Insta Poll') at the EGM, the practice of proposing and seconding of resolutions, which is not mandatory as per applicable law, was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through ('Insta Poll') e-voting facility provided to the members at EGM.

The Chairman then requested the Company Secretary to conduct the question and answer session. Suitable replies were provided to the queries raised by the Members.

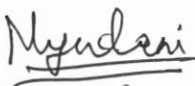
Before concluding the EGM, the Chairman informed the Members that the 'Insta Poll' e-voting facility will close 15 minutes after the closure of the EGM and requested the Members who had not already cast their votes, to do so through the 'Insta Poll' facility.

All the proceedings of the EGM were completed and the Chairman declared the EGM as concluded at 12.21 p.m. with thanks to the Members.

Post Completion of EGM and voting through e-voting insta poll at the EGM, the Scrutinizer submitted Consolidated Scrutinizer's Report considering the results of remote e-voting and e-voting (Insta Poll) at the EGM. As per the report submitted by the Scrutinizer, the voting results were announced on August 13, 2021. As per voting results, all the resolutions embodied in the EGM Notice were passed with requisite majority. The voting results including Consolidated Scrutinizer's Report is enclosed.

There was no adjournment or postponement or change in venue of the EGM. The Company has complied with the all the applicable provisions, mechanism and procedures as provided in MCA Circulars and SEBI Circulars, along with other applicable provisions of the Companies Act, 2013 and rules framed therein and the applicable provisions of secretarial standards in respect of calling, convening and conducting of the EGM.

For **Just Dial Limited**



**Manan Udani**  
Company Secretary



**Place: Mumbai**  
**Date: August 13, 2021**

**Encl As above**



Company Name:	JUST DIAL LIMITED
Date of the EGM	13-08-2021
Total number of shareholders on record date i.e. 06.08.2021	118603
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:	2
Public:	83

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - To Re-appoint Mr. V. S. S. Mani (DIN 00202052), as a Managing Director and Chief Executive Officer of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held as on cut-off date August 06, 2021 (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	Votes Abstained
Promoter and Promoter Group	Remote E-Voting	89,35,963	88,89,347	99.4783	88,89,347	0	100.0000	0.0000	0	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>88,89,347</b>	<b>99.4783</b>	<b>88,89,347</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	Remote E-Voting	2,39,08,954	2,12,84,274	89.0222	1,54,06,207	58,78,067	72.3831	27.6169	0	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,12,84,274</b>	<b>89.0222</b>	<b>1,54,06,207</b>	<b>58,78,067</b>	<b>72.3831</b>	<b>27.6169</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	2,95,23,078	10,15,775	3.4406	10,15,251	524	99.9484	0.0516	0	0
	Insta Poll		91,419	0.3097	91,419	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>11,07,194</b>	<b>3.7503</b>	<b>11,06,670</b>	<b>524</b>	<b>99.9527</b>	<b>0.0473</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>6,23,67,995</b>	<b>3,12,80,815</b>	<b>50.1552</b>	<b>2,54,02,224</b>	<b>58,78,591</b>	<b>81.2070</b>	<b>18.7930</b>	<b>0</b>	<b>0</b>

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - To approve the related party transaction for Mr. V. Krishnan holding office of profit as a Group President of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held as on cut-off date August 06, 2021 (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	Votes Abstained
Promoter and Promoter Group	Remote E-Voting	89,35,963	0	0.0000	0	0	0.0000	0.0000	84,68,994	4,20,353
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>	<b>84,68,994</b>	<b>4,20,353</b>
Public- Institutions	Remote E-Voting	2,39,08,954	2,12,84,274	89.0222	1,57,26,105	55,58,169	73.8860	26.1140	0	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,12,84,274</b>	<b>89.0222</b>	<b>1,57,26,105</b>	<b>55,58,169</b>	<b>73.8860</b>	<b>26.1140</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	2,95,23,078	10,15,763	3.4406	10,12,380	3,383	99.6669	0.3331	0	12
	Insta Poll		91,419	0.3097	91,419	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>11,07,182</b>	<b>3.7502</b>	<b>11,03,799</b>	<b>3,383</b>	<b>99.6944</b>	<b>0.3056</b>	<b>0</b>	<b>12</b>
	<b>Total</b>	<b>6,23,67,995</b>	<b>2,23,91,456</b>	<b>35.9022</b>	<b>1,68,29,904</b>	<b>55,61,552</b>	<b>75.1622</b>	<b>24.8378</b>	<b>84,68,994</b>	<b>4,20,365</b>

Note: Votes casted by relatives of Mr. V Krishnan as being related parties have not been considered for the said resolution. Further, Mr. V. Krishnan also abstained himself from voting.

Resolution No.	3									
Resolution required: (Ordinary/ Special)	SPECIAL - Issue of Equity Shares on a Preferential Issue/Private Placement Basis to Reliance Retail Ventures Limited.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held as on cut-off date August 06, 2021 (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	Votes Abstained
Promoter and Promoter Group	Remote E-Voting	89,35,963	88,89,347	99.4783	88,89,347	0	100.0000	0.0000	0	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>88,89,347</b>	<b>99.4783</b>	<b>88,89,347</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>
Public- Institutions	Remote E-Voting	2,39,08,954	2,12,84,274	89.0222	2,05,01,109	7,83,165	96.3205	3.6795	0	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>2,12,84,274</b>	<b>89.0222</b>	<b>2,05,01,109</b>	<b>7,83,165</b>	<b>96.3205</b>	<b>3.6795</b>	<b>0</b>	<b>0</b>
Public- Non Institutions	Remote E-Voting	2,95,23,078	10,15,775	3.4406	10,14,947	828	99.9185	0.0815	0	0
	Insta Poll		91,419	0.3097	91,419	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		<b>11,07,194</b>	<b>3.7503</b>	<b>11,06,366</b>	<b>828</b>	<b>99.9252</b>	<b>0.0748</b>	<b>0</b>	<b>0</b>
	<b>Total</b>	<b>6,23,67,995</b>	<b>3,12,80,815</b>	<b>50.1552</b>	<b>3,04,96,822</b>	<b>7,83,993</b>	<b>97.4937</b>	<b>2.5063</b>	<b>0</b>	<b>0</b>



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**Consolidated Report of Scrutinizer on remote e-voting and e-voting  
(Insta Poll) at the Extra-ordinary General Meeting (EGM)**  
(Pursuant to Section 108 of the Companies Act, 2013 read with Rules 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: Extra-ordinary General Meeting (“**EGM**”) of the members of **JUST DIAL LIMITED**  
(the “Company”) held on Friday, August 13, 2021, at 11.30a.m. through Video  
Conferencing (VC).

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on July 16, 2021, I, Vijay 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 EGM 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 Extra-ordinary General Meeting of the members of the Company, held on Friday, August 13, 2021, at 11.30 a.m. through Video Conferencing (“**VC**”) (“**EGM**”).

The management of the Company is responsible to ensure that the EGM is conducted in compliance with the applicable provisions of the Companies Act, 2013 (“**Act**”) and rules made thereunder along with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020 and Circular No. 10/2021 dated June 23, 2021, and any updates thereto (referred as “**MCA Circulars**”) and Securities and Exchange Board of India (“**SEBI**”) vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. CIRCULARSEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any





updated thereto ("**SEBI Circulars**") and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as applicable 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, Registrars and Transfer Agent of the Company ("**KFintech**"). My responsibility as a scrutinizer for the remote e-voting process and e-voting (Insta Poll) at the EGM 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 KFintech.

In light of the Covid-19 pandemic in India, pursuant to provisions of section 101 of the Act and rules made thereunder and in terms of the MCA Circulars and SEBI Circulars, the notice of EGM dated July 16, 2021 ("**EGM Notice**") including procedure and instructions for e-voting have been sent by e-mail on July 21, 2021 to all those members of the Company ("**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 Participant(s) as on Friday, July 16, 2021 and no physical copies of the EGM Notice were sent by the Company to any Members.

The Company has uploaded the EGM Notice 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 ("**Stock Exchanges**") and the same was also available on the website of KFintech at <https://evoting.kfintech.com>.

In terms of MCA Circulars, 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/clientservices/mobilereg/mobileemailreg.aspx> for the limited purpose of receiving the EGM Notice 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 EGM Notice.

Further, in compliance with provision of section 108 and rules made thereunder, the Company has, post sending the EGM Notice, also published public advertisements on July 22, 2021 in two newspapers namely "Financial Express", an English newspaper having nationwide circulation in English language and "Nav Shakti", local circulating Marathi newspaper in Marathi language, being the principal vernacular language of Mumbai, Maharashtra, with the intention to inform the Members of the EGM, the manner of e-voting and other necessary details.

I have issued this consolidated scrutinizer report in respect of remote e-voting and e-voting (Insta Poll) at the EGM. The result of the same is annexed here with 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. Friday, August 06, 2021 was entitled to vote on the resolutions stated in the EGM Notice and avail the facility of remote e-voting as well as e-voting (Insta Poll) at the EGM.
2. The remote e-voting commenced on Monday, August 09, 2021 at 9.00 a.m. (IST) and ended on Thursday, August 12, 2021 at 5.00 p.m. (IST). The remote e-voting module was disabled on Thursday, August 12, 2021 at 5.00 p.m. (IST).
3. The facility for voting was also available at the EGM through e-voting (Insta Poll) for those Members who attended the EGM and had not already cast their vote through the remote e-voting facility.
4. Immediately after the conclusion of the voting at the EGM, votes cast at the EGM were counted and the votes cast through remote e-voting were unblocked on Friday, August 13, 2021, in the presence of 2 witnesses, Mr. Arya Kondalkar and Mr. Kaushik Kantak, who are not in the employment of the Company.
5. 263 (Two Hundred and Sixty Three) equity shareholders holding 3,11,89,396 equity shares of the Company, have participated in the voting through remote e-voting system.
6. 50 (Fifty) equity shareholders holding 91,419 equity shares of the Company, have participated in the voting through e-voting (Insta Poll) at the EGM.
7. In relation to resolution no.2 of EGM Notice, for appointment of Mr. V. Krishnan, as a Group President of the Company, holding the office of profit, votes casted by all his relatives have not been considered for final voting and he himself also abstained from voting for the said resolution.
8. Considering remote e-voting and voting through e-voting (Insta Poll) at the EGM, the consolidated result of the voting is annexed. The report containing, *inter alia*, list of equity shareholders, who voted in "favour" or "against", on each of the resolutions that were put to vote, and whose votes were invalid or who abstained from voting, were generated through the e-voting website of KFintech i.e. <https://evoting.kfintech.com> and based on such report the voting results are reported.





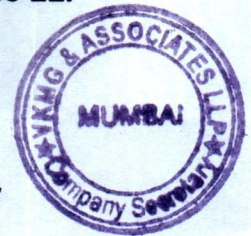
All the resolutions put to vote at the EGM stand passed, under remote e-voting along with voting through e-voting (Insta Poll) at the EGM, with the requisite majority and shall be deemed to be passed on the date of the EGM.

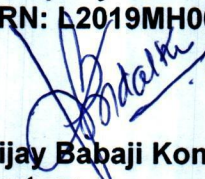
I hereby confirm that I am maintaining the register and records which are required to be maintained under rule 20 of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the EGM 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 EGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

For VKMG & Associates LLP  
Company Secretaries  
FRN: L2019MH005300



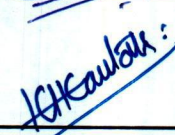
  
Vijay Babaji Kondalkar  
Partner  
ACS-15697  
CP-4597  
PRN:1279/2021


Date: 13-08-2021  
Place: Mumbai  
UDIN: A015697C000779108

Witness 1: Mr. Arya Kondalkar

:   
\_\_\_\_\_

Witness 2: Ms. Kaushik Kantak

:   
\_\_\_\_\_

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 Extra-ordinary General Meeting of Just Dial Limited held on August 13, 2021 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 re-appoint Mr. V. S. S. Mani (DIN: 00202052), as a Managing Director and Chief Executive Officer of the Company	Remote e-voting	263	31189396	31189396	196	25310805	81.152	67	5878591	18.848	0	0
		E-voting (Insta Poll)	50	91419	91419	50	91419	100.000	0	0	0.000	0	0
		<b>Total</b>	<b>313</b>	<b>31280815</b>	<b>31280815</b>	<b>246</b>	<b>25402224</b>	<b>81.207</b>	<b>67</b>	<b>5878591</b>	<b>18.793</b>	<b>0</b>	<b>0</b>
2	To approve the related party transaction for Mr. V. Krishnan holding office of profit as a Group President of the Company	Remote e-voting	263	31189396	22300037	190	16738485	75.060	67	5561552	24.940	6	8889359
		E-voting (Insta Poll)	50	91419	91419	50	91419	100.000	0	0	0.000	0	0
		<b>Total</b>	<b>313</b>	<b>31280815</b>	<b>22391456</b>	<b>240</b>	<b>16829904</b>	<b>75.162</b>	<b>67</b>	<b>5561552</b>	<b>24.838</b>	<b>6</b>	<b>8889359</b>
3	Issue of Equity Shares on a Preferential Issue/Private Placement Basis to Reliance Retail Ventures Limited	Remote e-voting	263	31189396	31189396	238	30405403	97.486	25	783993	2.514	0	0
		E-voting (Insta Poll)	50	91419	91419	50	91419	100.000	0	0	0.000	0	0
		<b>Total</b>	<b>313</b>	<b>31280815</b>	<b>31280815</b>	<b>288</b>	<b>30496822</b>	<b>97.494</b>	<b>25</b>	<b>783993</b>	<b>2.506</b>	<b>0</b>	<b>0</b>

**Note \***

- 1 In case of resolution no.2, votes casted by the relatives of Mr. V Krishnan, as being related parties, have not been considered for voting and the same shown as invalid for said resolution.
- 2 In case of resolution no.2, V Krishnan, as being related party, absented himself from voting to that resolution, hence his votes i.e. 4,20,353 equity shares has been considered as invalid votes for said resolution.
- 3 In case of resolution no.2, one shareholder has been abstained from voting, hence his votes i.e. 12 equity shares has been considered as invalid votes for said resolution.
- 4 In case of resolution no.3, One shareholder having 300 equity shares has casted 150 votes in favour and 150 votes in against, hence while calcuting number of members counts we have considered him favour category and his 150 votes against the resolution have been considered under against category.

Place: Mumbai  
Date:13-08-2021  
UDIN:A015697C000779108

Witness 1: Mr. Arya Kondalkar

*Arya Kondalkar*

Witness 2: Mr. Kaushik Kantak

*Kaushik Kantak*

For VKMG & Associates LLP  
Company Secretaries  
FRN. L2019MH005300

*Vijay Kondalkar*  
Vijay Kondalkar  
Partner  
ACS No. 15697  
C. P. No. 4597  
PRN:1279/2021

