

June 23, 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 / Department 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 Postal Ballot Notice (“the Notice”) dated May 22, 2020 circulated to the shareholders of the Company for seeking their approval on Special Resolution contained in the Notice by means of remote e-voting.

The Company had appointed Mr. Vijay Kondalkar and/or Mr. Manish Gupta, Partners of VKMG & Associates LLP, Practicing Company Secretaries, as scrutinizer for scrutinizing the remote e-voting process in a fair and transparent manner.

The scrutinizer has carried out the scrutiny of remote e-voting which commenced from Monday, May 25, 2020 at 9.00 a.m. (IST) and ended on Tuesday, June 23, 2020 at 5.00 p.m. (IST) and submitted their report on June 23, 2020.

The results were accordingly announced today. Please find enclosed the results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Scrutinizer's Report.

On the basis of the report submitted by the scrutinizer, the Company hereby declares that the resolution as per the Notice has been 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**

**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

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<b>Company Name</b>		JUST DIAL LIMITED							
<b>Date of Declaration of postal ballot result</b>		23-06-2020							
<b>Total number of shareholders on record date i.e. 22-05-2020</b>		55807							
<b>No. of shareholders present in the meeting either in person or through proxy:</b>									
<b>Promoters and Promoter Group:</b>		NA							
<b>Public:</b>		NA							
<b>No. of Shareholders attended the meeting through Video Conferencing</b>									
<b>Promoters and Promoter Group:</b>		NA							
<b>Public:</b>		NA							
Resolution required: (Ordinary/ Special)		SPECIAL RESOLUTION- Approval for the Buy-back of Equity Shares of the Company through Tender Offer route.							
Whether promoter/ promoter group are interested in the agenda/resolution?		No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held as on cut-off date i.e May 22, 2020 (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]* 100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)] *100</b>	<b>Invalid Votes</b>
Promoter and Promoter Group	E-Voting	21701399	21701399	100.0000	21701399	0	100.0000	0.0000	0
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>TOTAL</b>		<b>21701399</b>	<b>21701399</b>	<b>100.0000</b>	<b>21701399</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public- Institutions	E-Voting	35978168	31944028	88.7873	31765110	178918	99.4399	0.5600	3983
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>TOTAL</b>		<b>35978168</b>	<b>31944028</b>	<b>88.7873</b>	<b>31765110</b>	<b>178918</b>	<b>99.4399</b>	<b>0.5600</b>
Public- Non Institutions	E-Voting	7224125	64190	0.8886	61112	3078	95.2049	4.7951	47
	Poll		0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	<b>TOTAL</b>		<b>7224125</b>	<b>64190</b>	<b>0.8886</b>	<b>61112</b>	<b>3078</b>	<b>95.2049</b>	<b>4.7951</b>
<b>TOTAL</b>		<b>64903692</b>	<b>53709617</b>	<b>82.7528</b>	<b>53527621</b>	<b>181996</b>	<b>99.6611</b>	<b>0.3389</b>	<b>4030</b>

**SCRUTINIZER'S REPORT**

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 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: Passing of Special Resolution through Postal Ballot**

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of **JUST DIAL LIMITED** (hereinafter referred to as "the Company") on April 30, 2020, I, Vijay Babaji Kondalkar, Partner of VKMG & Associates LLP, Practising Company Secretaries, have been appointed as a Scrutinizer to Scrutinize the process of postal ballot (remote e-voting), in respect of the Special Resolution as circulated in the Postal Ballot Notice dated May 22, 2020 together with explanatory statement (hereinafter referred to as "the Notice").

In the light of pandemic scenario of Covid-19 in the Country, the Ministry of Corporate Affairs, Government of India has issued General Circular No. 14/ 2020 and General Circular No. 17/ 2020 dated April 8, 2020 and April 13, 2020, respectively, in relation to "Clarification on passing of Ordinary and Special Resolutions by companies under the Companies Act, 2013 and the rules made thereunder (the "**MCA Circulars**")", the Company has sent notice, through emails, to all those Members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company and Depository Participants, as on the cut-off date i.e. Friday, May 22, 2020 with specific instructions given in the notice that communication of the assent or dissent of voting of the members would only take place through the remote e-voting system.

As per the MCA circulars, the Company also made appropriate arrangements with KTPL for registration of email addresses of those Members, whose names appeared in the Register of Members as on the cut-off date i.e. Friday, May 22, 2020 and who had not registered their email addresses, to enable them for participation in the remote e-voting process, as in the light of pandemic scenario of Covid-19 in the Country, the Company was not able to dispatch the physical Postal Ballot Notice & Postal Ballot Form. The proper process for getting email addresses registered by aforesaid shareholders has been mentioned in the Postal Ballot Notice sent to all the members and the same is also available on the website of the Company at [www.justdial.com](http://www.justdial.com).

The Company has made arrangements with the system provider KFin Technologies Private Limited ("**KTPL**") who are also Registrar and Transfer Agents (RTA) of the Company for providing a system of recording votes of the shareholders casted electronically through remote e-voting and KTPL had generated electronic voting event number for the votes to be casted through remote e-voting mode. Necessary instructions in this regard to be followed by the shareholders were duly mentioned in the Notice sent to all the members.

The Company has uploaded the 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 and the same was also available on the website of KTPL at <https://evoting.karvy.com>.

The management of the Company is responsible to ensure that compliance, with the requirement of the Companies Act, 2013 and rules made thereunder, relating to voting through electronic means have been complied by the service provider KTPL. My responsibility as a scrutinizer for the remote e-voting process is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution and "invalid" and "abstained" votes, based on the reports generated from remote e-voting process system provided by KTPL.

I have issued this scrutinizers report in respect of postal ballot (remote e-voting). The result of postal ballot (remote e-voting) is annexed with report as an **Annexure**.

**I SUBMIT MY REPORT AS UNDER:**

1. As confirmed by the Company, the Company has sent notice on May 24, 2020 by e-mail to all those Members whose names appear in the Register of Members and who have registered their email addresses with Depository Participant or the Company as on cut-off date i.e. Friday, May 22, 2020.
2. As per the records provided by the officer of the Company as on Cut-off date there were total 55,807 equity Shareholders in the Company out of which 49,445 equity Shareholders email address were registered to whom the Company sent Notice by email on May 24, 2020. Further, as per the MCA Circulars, in regards to receiving the notice and enabling participation in the remote e-voting process, the shareholders whose email got bounced and 6,362 equity shareholders who had not registered their email addresses were required to follow the process of temporary email address registration provided by the Company as stated above.
3. The Company issued a Public Advertisement for Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Navshakti", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra on May 25, 2020.
4. The Company offered remote e-voting facility to the Equity Shareholders who were Shareholders as on the cut-off date Friday, May 22, 2020.
5. The remote e-voting for Postal Ballot were commenced from Monday, May 25, 2020 at 9.00 a.m. and ended on Tuesday, June 23, 2020 at 5.00 p.m.
6. The Votes cast through remote e-voting were unblocked on June 23, 2020 in the presence of 2 witnesses, Mr. Kaushik Kantak and Mr. Sadashiv Jadye, who are not in the employment of the Company.
7. 670 (Six Hundred and Seventy) Equity Shareholders holding 5,37,13,647 Equity Shares of the Company, participated in the voting through remote e-voting system.

8. Thereafter considering postal ballot (remote e-voting), the result of the voting is annexed. The details containing inter alia, list of equity shareholders, who voted “for”, “against” the resolution that was put to vote and whose votes were invalid or who abstained from voting, were generated the e-voting website of KTPL i.e. <https://evoting.karvy.com> and is based on such report generated.

The Special Resolution as mentioned in the Notice stands passed, under postal ballot (remote e-voting), with the requisite majority.

I hereby confirm that I am maintaining register and record which is required by the rule 22(10) of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the votes cast through remote e-voting by the Equity Shareholders of the Company.

According to my observations, the process of postal ballot (remote e-voting) 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: 23-06-2020  
UDIN: A015697B000370821

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

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

Signature: \_\_\_\_\_  
Mr. Abhishek Bansal  
Whole-Time Director and Chief Financial Officer  
(DIN: 08580059)

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

Annexure to Scrutinizer's Report in respect of Postal Ballot (remote e-voting) for Passing Special Resolution in respect of approval of Buy-back of equity shares of the Company.

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	Approval for the Buy-back of Equity Shares of the Company through Tender Offer route	Remote e-voting	670	53713647	53709617	619	53527621	99.6611	45	181996	0.3389	6	4030
		Postal Ballot	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA
		Total	670	53713647	53709617	619	53527621	99.6611	45	181996	0.3389	6	4030

Note \*

1. 6(Six) Shareholders who have logged into to e-voting system and abstain from voting, their votes and numbers are considered as Invalid.
2. 5(Five) shareholders have 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. 4(Four) Shareholders have casted less votes as compared to no. of shares held by them as on cut-off date, hence their less votes are considered as invalid however while calculating the no. of Invalid members such shareholders has not been considered.

Place: Mumbai  
Date:23-06-2020  
UDIN:A015697B000370821

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