

September 7, 2020

To

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| <p><b>BSE Limited</b><br/>Department of Corporate Services<br/>Listing Department<br/>P J Towers,<br/>Dalal Street,<br/>Mumbai – 400001<br/><i>Scrip Code: 535648</i></p> | <p><b>National Stock Exchange of India Limited</b><br/>Listing Department<br/>Exchange Plaza,<br/>Plot no. C/1, G Block,<br/>Bandra-Kurla Complex,<br/>Bandra (East),<br/>Mumbai – 400051<br/><i>Scrip Symbol: JUSTDIAL</i></p> | <p><b>Metropolitan Stock Exchange of India Limited</b><br/>4<sup>th</sup> Floor, Vibgyor Towers,<br/>Plot No. C 62,G - Block,<br/>Opp. Trident Hotel,<br/>Bandra Kurla Complex,<br/>Bandra (East),<br/>Mumbai – 400098<br/><i>Scrip Symbol: JUSTDIAL</i></p> |
|---|---|--|

Dear Sir/Madam,

**Sub: Notice of 26<sup>th</sup> Annual General Meeting of Just Dial Limited (“the Company”)**

This is to inform you that the 26<sup>th</sup> Annual General Meeting (“**AGM**”) of the Company is scheduled to be held on Wednesday, September 30, 2020 at 11.30 a.m. (IST) through Video Conference / Other Audio-Visual Means to transact the Ordinary and Special businesses set out in the Notice of the AGM, in compliance with the applicable provisions of the Companies Act, 2013 and Rules made thereunder (“**Act**”), 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**”).

Pursuant to provisions of Section 101 of the Act and MCA Circulars and SEBI Circular, the Notice of AGM dated August 31, 2020 has been sent by e-mail 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.

Pursuant to Regulation 30 of the SEBI Listing Regulations, 2015, please find enclosed herewith Notice convening AGM of the Company.

The Notice of the AGM is also available on the website of the Company at <https://www.justdial.com/cms/investor-relations/downloads>

**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](http://www.justdial.com)

The details required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015 is enclosed as Annexure 1.

This is for your information and records.

Thanking You,

Yours truly,

**For Just Dial Limited**

**Manan Udani**  
**Company Secretary**  
**Encl: as above**

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## Annexure 1

**Brief details viz. agenda proposed to be taken up / resolution to be passed, manner of approval proposed etc.**

| Sr. No.                  | Resolution Description  | Manner of approval proposed |
|--------------------------|---|-----------------------------|
| <b>Ordinary Business</b> |   |                             |
| 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 | Ordinary Resolution         |
| 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   | Ordinary Resolution         |
| <b>Special Business</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   | Ordinary Resolution         |
| 4                        | To Amend the Objects Clause of the Memorandum of Association of the Company   | Special Resolution          |

### Just Dial Limited

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**JUST DIAL LIMITED**

**CIN:** L74140MH1993PLC150054

**Registered Office:** Palm Court, Building - M, 501/B, 5<sup>th</sup> Floor, New Link Road,  
Besides Goregaon Sports Complex, Malad (West), Mumbai- 400 064.

**Tel:** +91 22 2888 4060; **Fax:** +91 22 2889 3789

**Email:** investors@justdial.com; **Website:** www.justdial.com

Dear Members,

**Invitation to attend the 26<sup>th</sup> Annual General Meeting on Wednesday, September 30, 2020**

You are cordially invited to attend the Twenty Sixth Annual General Meeting of the Company to be held on Wednesday, September 30, 2020 at 11.30 A.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM). The Notice convening the Annual General Meeting is annexed herewith.

In order to enable ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

| Sl. No. | Particulars   | Details  |
|---------|---|--|
| 1.      | Link for participation through Video Conferencing (VC) or Other Audio Visual Means (OAVM) | <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a>  |
| 2.      | Link for remote e-voting  | <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>  |
| 3.      | Username and password for VC / OAVM   | Members may attend the AGM through VC / OAVM by accessing the link <a href="https://emeetings.kfintech.com">https://emeetings.kfintech.com</a> by using the remote e-voting credentials. Please refer the instructions provided in the Notice for further information. |
| 4.      | Helpline number for VC / OAVM participation and e-voting                                  | Contact KFin Technologies Private Limited at 1800-345-4001 or write to them at <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>  |
| 5.      | Cut-off date for e-voting   | Wednesday, September 23, 2020  |
| 6.      | Time period for remote e-voting   | Commences at 9.00 A.M. IST on Saturday, September 26, 2020 and ends at 5.00 P.M. IST on Tuesday, September 29, 2020  |
| 7.      | Link for Members to temporarily update e-mail address                                     | <a href="https://ris.kfintech.com/email_registration/">https://ris.kfintech.com/email_registration/</a>  |
| 8.      | Last date for publishing results of the e-voting  | On or before October 2, 2020   |
| 9.      | Registrar and Share Transfer Agent contact details  | Mr. Suman Konijeti (Unit: Just Dial Limited)<br>KFin Technologies Private Limited<br>E-mail: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> ; <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a><br>Contact No.: +91-040-6716 2222 |
| 10.     | Company's contact details   | <a href="mailto:investors@justdial.com">investors@justdial.com</a><br>Contact No.: +91-22-2888 4060  |

Best Regards,

**Manan Udani**  
Company Secretary

Place: Mumbai  
Date: August 31, 2020

# Notice

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **Just Dial Limited** (the “Company”) will be held on Wednesday, September 30, 2020 at 11.30 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses:

## ORDINARY BUSINESS

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;
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.

## SPECIAL BUSINESS

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 and in this regard consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

**“RESOLVED THAT** pursuant to provisions of Section 152 and 161 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Mr. Abhishek Bansal (DIN: 08580059), Chief Financial Officer of the Company, who was appointed as an Additional Director of the Company with effect from October 21, 2019 and who holds office upto the date of this Annual General Meeting in terms of Section 161(1) of the Act, and who is eligible for appointment as a Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198, 203 read with relevant rules made thereunder and Schedule V, and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Articles of Association of the Company and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, approval of the members be and is

hereby accorded for the appointment of Mr. Abhishek Bansal (DIN: 08580059), Chief Financial Officer of the Company, as a Whole-time Director and designated as a Whole-time Director and Chief Financial Officer of the Company, liable to retire by rotation, for a term of 5 (Five) years effective from October 21, 2019 to October 20, 2024, on the terms and conditions and the remuneration payable w.e.f. October 21, 2019 as follows:

### I. Remuneration:

- a) Monthly Fixed Salary of ₹ 14,58,333/- p.m.
- b) Performance Incentives on monthly / quarterly / bi-annually / annual basis based on the performance parameters and annual bonus as may be decided by the Board of Directors or any committee thereof.
- c) Perquisites:  
Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
- d) Personal Accident Insurance:  
Personal Accident Insurance as per the policy of the Company.
- e) Gratuity:  
As per rules of the Company.
- f) Privilege Leaves:  
As per rules of the Company.
- g) Chauffeur driven car for use on Company’s business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

- II. The Whole-time Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, including ESOPs and as amended from time to time by Board of Directors or Committee, within the overall limits prescribed under Section 197 and 198 of the Act and / or such other limits as may be prescribed from time to time and other relevant provisions of the Act.

- III. Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Whole-time Director, the Company does not have profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits,

perquisites, allowances, bonus / performance linked incentives and long-term incentives as approved by the Board of Directors in compliance with provisions of the Act and / or Listing Regulations and the same shall be treated as the minimum remuneration payable to the Whole-time Director of the Company.

- IV. The Whole-time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
- V. The Company shall reimburse to the Whole-time Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
- VI. The Whole-time Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife and / or his minor children in any related party transactions of the Company in future without the prior approval of the Board of Directors or committees thereof.
- VII. During the tenure of his office as Whole-time Director, he shall be liable to retire by rotation.
- VIII. The Appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Whole-time Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Act.
- IX. The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board of Directors from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board of Directors and the functions of the Whole-time Director will be under the overall authority of the Board of Directors.
- X. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of Directors.
- XI. The Whole-time Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- XII. The Whole-time Director satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

XIII. The above may be treated as a written memorandum setting out the terms of appointment of the Whole-time Director under Section 190 of the Act.

**RESOLVED FURTHER THAT** the remuneration payable to the Whole-time Director, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and 198 of the Act and / or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 of the Act and further to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

4. To Amend the Objects Clause of the Memorandum of Association of the Company and in this regard consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION:**

**"RESOLVED THAT** pursuant to the provisions of the Sections 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws, regulations, policies or guidelines and subject to the approval of the Registrar of Companies, Mumbai (the "ROC") and other regulatory authorities, as may be applicable, consent of the shareholders of the Company be and is hereby accorded for amending Clause III A of the Memorandum of Association of the Company, in relation to the Main Objects of the Company by inserting two new Objects numbered as 15 and 16 after Object No. 14 as follows:

15. To analyze customer needs for securing their Property, Life and medical or health needs by disseminating the information of best available products in the market covering and assuring protection for all possible losses due to possible perils, suiting the customized needs of each customer and to provide offering for customers and help them to choose the best product available, after indicating the benefits, price, coverage, exclusions, etc. and obtaining the necessary information with consent and distributing products as per customer's choice to safeguard and secure customer needs for securing their Property, Assets, Family or individual well-being or life, as a Corporate Agent and disclosing all material facts and helping the clients in their decisions and improving by collecting regular feedbacks and covering future needs.

16. To promote, advise, organize, manage or undertake trading, marketing or distribution of any financial products or services including securities, units of mutual funds, debentures, bonds, deposits, saving instruments, financial instruments, collective investment schemes or venture capital fund or funds of any kind or nature whatsoever, investments of any kind or nature, to invest or subscribe for purchase or otherwise, acquire and sell, dispose of exchange, hold and otherwise deal in securities issued by any Corporates, Banks, Mutual funds, Financial institutions and Central, State, Municipal, Local authorities / bodies and to render services as brokers, commission agents, importers and exporters, and to act as trustees, executors, administrators, managers, agents or attorney, to carry on the business of retail and institutional distribution of the schemes of the Mutual Funds or any other financial products issued by Banks, Mutual Funds or any financial intermediary and other financial facilities and to apply or otherwise obtain the membership interests and trading privileges in trade associations, investment exchanges, stock exchanges, security exchanges and to provide advisory, consultation services of every description capable of being provided by share, stock and securities brokers, stock and securities jobbers, share and securities dealers, investment fund managers, financial advisors, promoters and managers of mutual funds, unit trusts, venture capital funds.

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

Place: Mumbai

Date: August 31, 2020

**Manan Udani**

Company Secretary

**Registered office:**

**Just Dial Limited**

CIN: L74140MH1993PLC150054

Palm Court, Building M,

501/B, 5<sup>th</sup> Floor, New Link Road,

Besides Goregaon Sports Complex,

Malad (West), Mumbai – 400 064.

Website: [www.justdial.com](http://www.justdial.com)

Email: [investors@justdial.com](mailto:investors@justdial.com)

**NOTES**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) read with Secretarial Standard on General Meetings (“SS-2”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) setting out the material facts concerning each item of Special

Businesses (being considered unavoidable by the Board of Directors) to be transacted at the 26<sup>th</sup> Annual General Meeting (“AGM”) is annexed hereto and forms part of this Notice. Information on all the Directors proposed to be appointed / re-appointed at the Meeting as required under Regulation 36(3) of the Listing Regulations and SS-2 are also provided in the **Annexure** to this Notice.

2. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”), has introduced certain measures enabling companies to convene their AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and also send Notice of the Meeting and other correspondences related thereto, through electronic mode. The deemed venue for AGM shall be registered office of the Company. Further, the Securities and Exchange Board of India (“SEBI”) also vide circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 has dispensed with the requirement of printing and dispatch of annual reports to shareholders (“SEBI Circular”). In compliance with the said requirements of the MCA Circulars and SEBI Circular, the AGM of the Company is being convened and conducted through VC / OAVM.
3. Pursuant to the provisions of Section 101 and Section 136 of the Act read with Rule 18 of Companies (Management and Administration) Rules, 2014, Rule 11 of the Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and SS-2, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail ids either with the Company or with the Depository. Accordingly, in terms of the aforesaid provisions and MCA Circulars and SEBI Circular electronic copy of the Notice along with the Annual Report for the financial year ended March 31, 2020, consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith, is being sent by e-mail to all those members, whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) and no physical copy of the Notice and Annual Report is being sent by the Company to any members. The Notice and Annual Report will also be hosted on the website of the Company at [www.justdial.com](http://www.justdial.com) and will also be available on the website of KFin Technologies Private Limited (“KFintech”) (Formerly known as Karvy Fintech Private Limited), its Registrar & Share Transfer Agent at <https://evoting.kfintech.com> and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.

4. In terms of MCA Circulars, the Company has made special arrangement with KFintech, its Registrar & Share Transfer Agent for registration of email addresses. Therefore, the members of the Company who have not registered their email addresses are requested to get their email addresses registered by following

- the procedure given in Instruction part of this Notice. Accordingly, the Company shall send the Notice and Annual Report to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Member further note that pursuant to the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Company's Annual Report and Notice for the AGM for the Financial Year 2019-2020 (including remote e-voting instructions) electronically.
5. The Company has enabled the Members to participate at the AGM through the VC / OAVM facility provided by KFinTech, Registrar and Share Transfer Agents. The instructions for participation at the AGM through VC / OAVM by Members are given in Instructions part of this Notice.
  6. As per the provisions under the MCA Circulars, Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the Listing Regulations, the Company has engaged the services of KFinTech, Registrar and Share Transfer Agents to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.
  8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system ("Insta Poll") during the AGM. The process of remote e-voting with necessary user id and password is given in the Instructions part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the AGM being held through VC / OAVM.
  9. In terms of MCA Circulars, the businesses set out in this Notice will be transacted by the members only through remote e-voting or through the e-voting system ("Insta Poll") while participating through VC / OAVM facility.
  10. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system ("Insta Poll") at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC / OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system ("Insta Poll") at AGM and remote e-voting, voting done through remote e-voting shall prevail and voting done at the AGM shall be treated as invalid.
  11. Voting rights of the members (for voting through remote e-voting or e-voting system ("Insta Poll") at the Meeting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2020. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system ("Insta Poll") at the Meeting.
  12. As per the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and such proxy need not be a member of the Company. Since the AGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  13. Institutional / Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to authorize their representatives to attend the AGM through VC / OAVM facility and vote on their behalf are requested to send duly certified copy of the relevant Board resolution to the Company at [investors@justdial.com](mailto:investors@justdial.com) and / or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. Institutional investors are encouraged to attend and vote at the AGM through VC / OAVM.
  14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  15. In relation to permanent registration of email address, Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.
- Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a Company to provide an advance opportunity at least once in a Financial Year to the Members to register their e-mail ids and any changes therein. In accordance with the said requirements, we request the Members who do not have their e-mail ids registered, get the same registered with the Company or changes therein by submitting a duly filled-in "E-communication Registration Form" annexed to the Annual Report as well as available on the Company's website at <https://www.justdial.com/cms/investor-relations/downloads>.



16. Once the lockdown is lifted by the Central or State government(s), statutory or regulatory and other administrative authorities, all relevant documents referred to in the Explanatory Statement would be made available for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. except on Saturdays, Sundays and holidays, up to the date of AGM. During the lockdown, the said documents shall be made available for inspection to the members through electronic mode or a member may write to the Company at [investors@justdial.com](mailto:investors@justdial.com) requesting for relevant documents as referred to in the Explanatory Statement.
17. Regulation 40 of the Listing Regulations, as amended, provides that from April 1, 2019, transfer of securities would not be processed unless the securities are held in the dematerialized form with depositories. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in the corporate actions. Members can contact KFinTech, Registrar and Share Transfer Agents for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.
18. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be:
  - a. Change in their residential status on return to India for permanent settlement;
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
19. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent.
20. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to KFin Technologies Private Limited, Registrar and Share Transfer Agents at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.
21. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
22. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to KFin Technologies Private Limited, Registrar and Share Transfer Agents at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032 or call on 040-6716-2222 or Toll Free no.: 1800-345-4001 or Email on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
23. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act and other requisite documents shall be made available only in electronic form for inspection during the Meeting through VC / OAVM which can be accessed at <https://emeetings.kfintech.com>.
24. In terms of the Articles of Association of the Company read with Section 152 of the Act, Ms. Anita Mani (DIN: 02698418), is liable to retire by rotation at the ensuing AGM and being eligible, offers herself for re-appointment. The Director has furnished the requisite declarations for her re-appointment. The Board of Directors of the Company recommends her re-appointment.
25. Voting through electronic means:
 

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Wednesday, September 23, 2020 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the said rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFinTech from a place other than the venue of the Meeting (remote e-voting).

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Saturday, September 26, 2020 and end of remote e-voting: Up to 5.00 p.m. (IST) on Tuesday, September 29, 2020.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of aforesaid period.

26. The Board of Directors has appointed Mr. Vijay Kondalkar, falling him, Mr. Manish Rajnarayan Gupta, partners of M/s VKMG & Associates LLP, Practicing Company Secretaries as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and e-voting system ("Insta Poll") at the Meeting in a fair and transparent manner.
27. The results of remote e-voting and e-voting system ("Insta Poll") at the Meeting shall be aggregated and declared within 48 hours from the conclusion of the meeting by the Chairman or by any other person duly authorised in this regard.
28. The results declared along with the report of the scrutinizer shall be placed on the Company's website at [www.justdial.com](http://www.justdial.com) and on the website of KFintech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. Due to the current lockdown situation in the wake of COVID-19

pandemic, the results shall not be displayed on the Notice Board of the Company at its Registered Office.

29. (A) In terms of Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (the "IEPF Rules"), during the Financial Year 2019-2020, the Company does not have any amount which is required to transferred to Investor Education and Protection Fund ("the IEPF") established by the Central Government. However, after the closure of Financial Year, the Company has transferred the Share Application Money pending for refund and become due to be credited to the IEPF.
- (B) Members may claim refund of their Share Application Money which has been transferred in IEPF from the IEPF Authority by following the procedure as prescribed under the IEPF Rules.
- (C) Pursuant to provisions of rule 5(8) of IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2019 on the website on the Company and can be accessed through the link <https://www.justdial.com/cms/investor-relations/unpaid-and-unclaimed-dividends>.

The said details have also been submitted with Ministry of Corporate Affairs and same can be accessed through the link: <http://iepf.gov.in/IEPFWebProject/services.html>.

(D) The details of unclaimed and unpaid dividend and last date of transfer in the IEPF are given hereunder:

| Year    | Type of Dividend | Dividend per Share | Date of declaration of Dividend | Dividend Amount unclaimed and unpaid as on 31.03.2020 | Last date for transfer of unpaid dividend to IEPF |
|---------|------------------|--------------------|---------------------------------|---|---|
| 2012-13 | -                | -                  | -                               | -   | -   |
| 2013-14 | Final Dividend   | ₹ 2/-per share     | September 24, 2014              | ₹ 23,858  | October 24, 2021                                  |
| 2014-15 | Final Dividend   | ₹ 2/- per share    | September 30, 2015              | ₹ 88,352  | October 30, 2022                                  |
| 2015-16 | -                | -                  | -                               | -   | -   |
| 2016-17 | -                | -                  | -                               | -   | -   |
| 2017-18 | -                | -                  | -                               | -   | -   |
| 2018-19 | -                | -                  | -                               | -   | -   |
| 2019-20 | -                | -                  | -                               | -   | -   |

The Members who have not yet claimed the dividend are requested to approach to the Company for dividend payment.

- (E) In terms of Sections 124 and 125 of the Act read with IEPF Rules, during the Financial Year 2019-2020, the Company was not required to transfer the shares to the IEPF Suspense Account in respect of which dividends remained unpaid / unclaimed for a period of seven consecutive years or more.

In case of any general queries or information regarding the Annual Report, the Members may write to [investors@justdial.com](mailto:investors@justdial.com) to receive an email response. However Queries on the accounts and operations of the Company or the businesses covered under this Notice may be sent to [investors@justdial.com](mailto:investors@justdial.com) at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.

30. As the AGM is being held through VC / OAVM, the route map is not annexed to this Notice.

### PROCEDURE AND INSTRUCTIONS FOR E-VOTING

- I Remote e-voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by KFin Technologies Private Limited (KFintech) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (remote e-voting).
- A. In case a Member receives an email from KFintech [for Members whose email IDs are registered with the Company / Depository Participant(s), please follow the below instructions:
- a. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
  - b. Enter the login credentials [i.e., user id and password mentioned in the e-mail]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KFintech for e-voting, you can use your existing user id and password for casting your vote.
  - c. After entering the details appropriately, click on LOGIN.
  - d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character. Kindly note that this password can be used by the Demat holders for voting of resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for e-voting through KFintech E-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1<sup>st</sup> Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - e. You need to login again with the new credentials.
  - f. On successful login, the system will prompt you to select the EVENT i.e., Just Dial Limited.
  - g. On the voting page, enter the number of shares as on the cut-off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN and the shares held will not be counted under either head.
  - h. Voting has to be done for each item of the Notice separately. In case you do not cast your vote on any specific item, it will be treated as abstained.
  - i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.
  - j. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution to the Company at [investors@justdial.com](mailto:investors@justdial.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com) and / or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_ EVENT NO."
  - k. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at the download section of <https://evoting.kfintech.com>, under help section or write an email to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- B. In case a Member who have not registered their e-mail address (including Members holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in point no. 4 of Notes to this Notice.
- II Voting at the AGM: Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through E-voting system ("Insta Poll") at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting. However, those Members are not entitled to cast their vote again at the Meeting. E-voting system ("Insta Poll") is integrated with the VC / OAVM platform and will be activated once Insta Poll is announced at the meeting. Members may click on the voting icon on the screen to cast their votes. A Member can opt for only single

mode of voting i.e. through remote e-voting or through e-voting system ("Insta Poll") at the AGM. If a Member casts votes by both modes i.e. through e-voting system ("Insta Poll") at AGM and remote e-voting, then voting done through remote e-voting shall prevail and vote at the AGM through e-voting system ("Insta Poll") shall be treated as invalid.

### PROCEDURE AND INSTRUCTIONS OF TEMPORARY REGISTRATION OF EMAIL-ID

In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the Notice and Annual Report may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) and following the registration process as guided thereafter and mentioned herein below:

#### Electronic folios:

- (a) Visit the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).
- (b) Select the Company name.
- (c) Shareholder to enter DPID-CLID / Folio No. and PAN No.
- (d) Shareholder to enter the email id and Mobile No.
- (e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and Email to Validate.
- (f) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
- (g) System confirms the email id for the limited purpose of AGM Notice.
- (h) System will send the Notice & procedure for e-voting to the email given by shareholder.

#### Physical folios:

- (a) Visit the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/).
- (b) Select Company name.
- (c) Shareholder to enter physical Folio No and PAN No.
- (d) If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
- (e) Shareholder to enter the email id and Mobile No.
- (f) System check the authenticity of the Folio No. and PAN / Certificate No. and send the different OTPs to Mobile and Email to Validate.
- (g) Shareholder to enter the OTPs received by SMS and Email to complete the validation process. (OTPs will be valid for 5 min. only).
- (h) If PAN is not available, system will prompt to upload the duly signed scan copy of the PAN.
- (i) System confirm the registration of email id.
- (j) System will send the Notice & procedure for e-voting to the "email" given by shareholder.

Post successful registration of the email, the shareholder would get soft copy of the Notice and the Annual Report along with the User ID and the Password to enable e-voting. In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).

### OTHER INSTRUCTIONS

- a. In case of any query and / or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFinTech Website) or contact Mr. Suman Konijeti, Deputy Manager (Unit: Just Dial Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana – 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040-6716-2222 or call KFinTech toll free No. 1800-345-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Saturday, September 26, 2020 (9.00 a.m. IST) and ends on Tuesday, September 29, 2020 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, September 23, 2020, may cast their votes electronically as per the process detailed in this Notice. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 23, 2020.
- e. Members holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat account.
- f. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.

Member can opt for only single mode of voting i.e. through remote e-voting or through e-voting system ("Insta Poll") at the AGM. If a Member casts votes by both modes i.e. through e-voting system ("Insta Poll") at AGM and remote e-voting, then voting done through remote e-voting shall prevail and vote at the AGM through e-voting system ("Insta Poll") shall be treated as invalid.

- g. In case a person has become a Member of the Company after dispatch of the AGM Notice but on or before the

cut-off date for e-voting i.e. Wednesday, September 23, 2020 or has registered his / her / its e-mail address after dispatch of the AGM Notice, he / she / it may obtain the User ID and Password in the manner as mentioned below.

- i. If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Folio No. or DP ID Client ID to 9212993399 Example for NSDL - MYEPWD <SPACE> IN12345612345678 Example for CDSL - MYEPWD <SPACE> 1402345612345678 Example for Physical - MYEPWD <SPACE> XXXX1234567890.
  - ii. If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com> the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - iii. Member may call KFintech toll free number 1800-345-4001 for any assistance.
  - iv. Member may send an e-mail request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). However, KFintech shall endeavour to send User ID and Password to those new Members whose e-mail ids are available.
  - v. Member may temporary register his / her email address and obtain User ID and Password for e-voting as mentioned in point no. 4 of Notes to this Notice.
3. Only those shareholders who have registered themselves as speaker will be allowed to speak at the e-AGM, one at a time, on announcement of speaker name by the moderator.
  4. Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
  5. Members are advised to use stable Wi-Fi or LAN connection to participate at the AGM through VC / OAVM in a smooth manner. Participants may experience audio / video loss due to fluctuation in their respective networks.
  6. Members who may want to express their views or ask questions at the AGM may visit <https://evoting.kfintech.com> or <https://emeetings.kfintech.com> and click on the tab "Post Your Queries Here" to post their queries in the window provided, by mentioning their name, demat account number / folio number, email ID and mobile number. The window shall remain active during the remote e-voting period and shall be closed 24 hours before the time fixed for the AGM. Further, Queries on the accounts and operations of the Company or the businesses covered under the Notice may be sent to [investors@justdial.com](mailto:investors@justdial.com) at least seven days in advance of the meeting so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
  7. In addition to the above mentioned step, the Members may register themselves as speakers for the AGM to pose their queries. Accordingly, the Members may visit <https://evoting.kfintech.com> or <https://emeetings.kfintech.com> and click on 'Speaker Registration' during the remote e-voting period. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

If the member is already registered with KFintech e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

#### **INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC / OAVM**

1. Members may access the platform to attend the AGM through VC / OAVM at <https://emeetings.kfintech.com> by using their remote e-voting credentials. The link for the AGM will be available in the Shareholder / Members login where the "Event" and the "Name of the Company" can be selected. Please note that the Members who have not registered their e-mail address or do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in this Notice.
2. The facility for joining the AGM shall open at least 15 minutes before the scheduled time for commencement of the AGM and shall be closed after the expiry of 15 minutes after such schedule time.
8. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system ("Insta Poll") available during the AGM. e-voting system ("Insta Poll") is integrated with the VC / OAVM platform and will be activated once Insta Poll is announced at the meeting. Members may click on the voting icon on the screen to cast their votes.
9. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin Technologies Private Limited at toll free number 1800-345-4001 or write to them at [evoting@kfintech.com](mailto:evoting@kfintech.com).

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### ITEM NO. 3:

With over 11 years of experience, Mr. Abhishek Bansal handles Finance, Strategy, Accounting, Treasury, Audit, Legal, Compliance & Traffic. He has been associated with the Company since May 2014 and as Chief Financial Officer since July 24, 2017. He holds a Master's degree in Management (PGDM) from Indian Institute of Management (IIM) Bangalore and a Bachelor's Degree (B. Tech.) in Electrical Engineering from Indian Institute of Technology (IIT) Roorkee. Prior to Just Dial Limited, he has worked in Investment Banking with Credit Suisse as Equity Research Analyst covering multiple sectors.

Considering, Mr. Abhishek Bansal's background, expertise, experience and contributions to the Company and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on October 21, 2019 appointed Mr. Abhishek Bansal (DIN: 08580059), Chief Financial Officer of the Company, as an Additional Director of the Company w.e.f. October 21, 2019 and also designated him as a Whole-time Director and Chief Financial Officer of the Company for a term of 5 (Five) years, with effect from October 21, 2019 to October 20, 2024, subject to approval of shareholders at the ensuing Annual General Meeting ("AGM") of the Company. Accordingly, Board of Directors hereby recommends to the shareholders of the Company regularization of appointment of Mr. Abhishek Bansal, Chief Financial Officer of the Company, as a Whole-time Director and Chief Financial Officer of the Company, for a term of 5 (Five) years, with effect from October 21, 2019 to October 20, 2024, on such terms and conditions including remuneration as stated in the resolution set forth in Item No. 3, which has been approved by the Nomination and Remuneration Committee and Board of Directors of the Company. Further, the Company has, in terms of Section 160(1) of the Companies Act, 2013 ("Act") received a notice in writing from a member proposing the candidature of Mr. Abhishek Bansal for the office of Director.

The Company has received from Mr. Abhishek Bansal (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his appointment.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") pertaining to appointment of Mr. Abhishek Bansal at this AGM is annexed in "Annexure" to this Notice.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, regularization of appointment of Mr. Abhishek Bansal, Chief Financial Officer of the Company, as a Whole-time Director and Chief Financial Officer of the Company, for a term of 5 (Five) years, with effect from October 21, 2019 to October 20, 2024 is being placed before the Shareholders at AGM for their approval by way of an Ordinary resolution.

After the lockdown is lifted by the Central / State governments, statutory / regulatory and other administrative authorities, the terms of appointment / remuneration between the Company and Mr. Abhishek Bansal, as Whole-time Director and Chief Financial Officer, would be made available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM. During the lockdown, the said documents will be made available for inspection by the members through electronic mode or a member may write to the Company at investors@justdial.com requesting for relevant document.

Except Mr. Abhishek Bansal, being an appointee and his relatives, to the extent of their shareholding, in the Company, None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 3 of this Notice.

The Board of Directors recommends the resolution set forth in Item No. 3 as an Ordinary Resolution for the approval of the members.

### ITEM NO. 4:

In order to augment transaction-oriented services on its platforms, the Company intends to enable online and offline distribution of assurance products, mutual funds, financial products, etc. Further, to provide such services to its existing and prospective customers, certain such activities require approvals / licenses from relevant regulatory authorities and hence, the said activities are required to be captured in the existing Main Objects Clause and therefore, the Main Objects Clause of the Memorandum of Association of the Company will be required to be amended.

In view of the said requirements, two new Objects numbered as 15 and 16 will be added after the Object No. 14 to the Clause III A of the Memorandum of Association of the Company, in relation to the Main Objects of the Company.

The Board of Directors has approved the aforesaid proposal of amendment of Main Objects Clause of the Company and recommends to the shareholders of the Company for their consideration and approval and after approval from the competent authorities the Company will commence such activities, which is going to benefit for the business purpose of the Company.

In terms of Section 4 and 13 of the Act and the Rules made thereunder, the proposal of amendment of Main Objects Clause of the Company is being placed before the Shareholders at AGM for their approval by way of a Special resolution.

After the lockdown is lifted by the Central / State governments, statutory or regulatory and other administrative authorities, the existing and draft amended Memorandum of Association of the Company and other relevant documents would be made available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. upto the date of AGM. During the lockdown, the said document will be made available for inspection by the members through electronic mode or a member may write to the Company at investor@justdial.com requesting for relevant document.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 4.

The Board of Directors recommends the resolution set forth in Item No. 4 as a Special Resolution for the approval of the members.

**By Order of the Board of Directors**

Place: Mumbai  
Date: August 31, 2020

**Manan Udani**  
Company Secretary

**Registered office:**  
**Just Dial Limited**

CIN: L74140MH1993PLC150054  
Palm Court, Building M,  
501/B, 5<sup>th</sup> Floor, New Link Road,  
Besides Goregaon Sports Complex,  
Malad (West), Mumbai – 400 064.  
Website: www.justdial.com  
Email: investors@justdial.com

## Annexure to the Notice

### Details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting

#### (Pursuant to 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings)

| Name of the Director   | Ms. Anita Mani  |
|--|---|
| DIN  | 02698418  |
| Date of Birth  | 21/12/1968  |
| Age  | 51 Years  |
| Date of First Appointment on the Board   | 24-09-2014  |
| Qualification  | She is a History graduate from the University of Delhi  |
| Brief Resume, Experience and Expertise in Functional Area                                | With 27 years of experience in general management, Ms. Anita Mani is a Non-Independent, Non-Executive Director of the Company. She is a History graduate from the University of Delhi and has been associated with the Company since its incorporation. |
| Number of Meetings of the Board attended during the year                                 | Information pertaining to number of Board / Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report - 2019-20, which is circulated along with this AGM Notice                  |
| Remuneration last drawn  | Please refer remuneration clause of Corporate Governance Report which forms part of the Annual Report - 2019-20, which is circulated along with this AGM Notice.  |
| Remuneration sought to be paid   | Remuneration shall be paid as per the resolution passed by the members in relation to payment of remuneration to Non-Executive Directors of the Company.  |
| List of Other Bodies Corporate in which Directorships Held                               | 1. Just Dial Global Private Limited<br>2. MYJD Private Limited  |
| Membership(s) / Chairmanship(s) of the committees of Boards other than Just Dial Limited | Nil   |
| Shareholding in the Company  | 10,88,546 Equity Shares   |
| Relationship with other Directors and Key Managerial Personnel of the Company            | Ms. Anita Mani is wife of Mr. V.S.S. Mani.  |

| Name of the Director   | Mr. Abhishek Bansal  |
|--|--|
| DIN  | 08580059   |
| Date of Birth  | 08/10/1985   |
| Age  | 34 Years   |
| Date of First Appointment on the Board   | 21-10-2019   |
| Qualification  | Master's degree in Management (PGDM) from Indian Institute of Management (IIM) Bangalore and a Bachelor's Degree (B. Tech.) in Electrical Engineering from Indian Institute of Technology (IIT) Roorkee.   |
| Brief Resume, Experience and Expertise in Functional Area                                | With over 11 years of experience, Mr. Abhishek Bansal handles Finance, Strategy, Accounting, Treasury, Audit, Legal, Compliance & Traffic. He has been associated with the Company since May 2014 and as Chief Financial Officer since July 24, 2017. He holds a Master's degree in Management (PGDM) from Indian Institute of Management (IIM) Bangalore and a Bachelor's Degree (B. Tech.) in Electrical Engineering from Indian Institute of Technology (IIT) Roorkee. Prior to Just Dial Limited, he has worked in Investment Banking with Credit Suisse as Equity Research Analyst covering multiple sectors. |
| Number of Meetings of the Board attended during the year                                 | Information pertaining to number of Board / Committee Meetings attended during the year is provided in the Corporate Governance Report which forms part of the Annual Report - 2019-20, which is circulated along with this AGM Notice   |
| Remuneration last drawn  | Please refer remuneration clause of Corporate Governance report which forms part of the Annual Report - 2019-20, which is circulated along with this AGM Notice.   |
| Remuneration sought to be paid   | Please refer the resolution set forth in item no. 3 of this AGM Notice.  |
| List of Other Bodies Corporate in which Directorships Held                               | Nil  |
| Membership(s) / Chairmanship(s) of the committees of Boards other than Just Dial Limited | Nil  |
| Shareholding in the Company  | 10,319 Equity Shares   |
| Relationship with other Directors and Key Managerial Personnel of the Company            | There is no inter-se relationship between Mr. Abhishek Bansal, other members of the Board and Key Managerial Personnel of the Company.   |





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**JUST DIAL LIMITED**

**CIN:** L74140MH1993PLC150054

**Registered Office:** Palm Court, Building - M, 501/B, 5<sup>th</sup> Floor, New Link Road,  
Besides Goregaon Sports Complex Malad (West), Mumbai- 400 064.

**Tel:** +91 22 2888 4060, **Fax:** +91 22 2889 3789

**Email:** investors@justdial.com **Website:** www.justdial.com

**E-COMMUNICATION REGISTRATION FORM**

Dear Shareholder,

Pursuant to provisions of Rule 11 of the Companies (Accounts) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Regulation 18 of the Companies (Management and Administration) Rules, 2014, the Company is required to provide an advance opportunity at least once in a financial year, to the members to register their e-mail address and changes therein and such request may be made by only those members who have not got their e-mail ids recorded or to update a fresh e-mail id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can also download the attached registration form from our website at <https://www.justdial.com/cms/investor-relations/downloads>

**Let's be part of this 'Green Initiative'!**

Best Regards,

**Manan Udani**

Company Secretary

**E-COMMUNICATION REGISTRATION FORM**

To,

KFin Technologies Private Limited (Formerly Karvy Fintech Private Limited)

**Unit : JUST DIAL LIMITED**

Selenium Tower B, Plot 31-32, Financial District,  
Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana – 500 032.  
Phone No.: +91-40-7961 1000 E-mail: einward.ris@kfintech.com

Folio No. / DP ID and Client ID: .....

Name of 1<sup>st</sup> Registered Holder: .....

Name of Joint Holder(s): .....

Registered Address: .....

E-mail ID (to be registered): .....

I / We shareholder(s) of Just Dial Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail id in your records for sending communication through e-mail.

Date: ..... Signature: .....

**Note:** Shareholder(s) are requested to keep the Company / Registrar and Share Transfer Agent / Depository Participants informed as and when there is any change in the e-mail address. Unless, the email address given above is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email address.