

April 13, 2023

To

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|--|---|---|
| BSE Limited Department of Corporate Services Listing Department P J Tower, Dalal Street, Mumbai - 400001 <i>Scrip Code: 535648</i> | National Stock Exchange of India Limited Listing Department Exchange Plaza, Plot no. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai - 400051 <i>Scrip Symbol: JUSTDIAL</i> | Metropolitan Stock Exchange of India Limited 205(A), 2 nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla (West), Mumbai - 400070 <i>Scrip Symbol: JUSTDIAL</i> |
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Dear Sir/Madam,

Sub: Reconciliation of Share Capital Audit Certificate

In accordance with the provisions of Regulation 76 of the SEBI (Depositories & Participants) Regulations, 2018 and in accordance with circular D&CC/FITTC/CIR-16/2002, dated 31st December, 2002 issued by Securities and Exchange Board of India, we are enclosing herewith Reconciliation of Share Capital Audit Certificate of the Company issued by M/s. VKMG & Associates LLP, Company Secretaries, Mumbai for the 4th Quarter ended as on March 31, 2023.

Please take the same on record.

Thanking You,

Yours truly,

For Just Dial Limited

Manan Udani
Company Secretary

Encl: As above

Just Dial Limited

CIN NO: L74140MH1993PLC150054

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

Tel. : 022-28884060 Email : investors@justdial.com

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

☎ 088888-88888 | www.justdial.com



To,
The Board of Directors,
Just Dial Limited
Palm Court Building - M, 501/B,
5th Floor, New Link Road,
Besides Goregaon Sports Complex,
Malad (West), Mumbai - 400064

We have examined the Register of Members, beneficiary details furnished by the Depositories and other records/documents maintained by **JUST DIAL LIMITED** (hereinafter referred to as "the Company") and its Registrars and Share Transfer Agents for issuing this certificate, in accordance with Circular D&CC / FITTC / CIR-16/2002, dated 31st December 2002 issued by the Securities and Exchange Board of India. In our opinion and to the best of our information and according to the explanations given to us and based on such verification as considered necessary, we hereby certify the details mentioned herein below, in respect of the quarter ended on 31st March, 2023.

**CERTIFICATE
(RECONCILIATION OF SHARE CAPITAL AUDIT)**

[As per regulation 76 of the SEBI (Depositories & Participants) Regulations, 2018]

| | | | |
|----|---|---|----------------------------------|
| 1 | For quarter ended | 31 st March, 2023 | |
| 2 | ISIN | INE599M01018 | |
| 3 | Face Value | Rs.10/- each | |
| 4 | Name of the Company | Just Dial Limited | |
| 5 | Registered Office Address | Palm Court, Building - M, 501/B, 5 th Floor, New Link Road, Besides Goregaon Sports Complex, Malad (West), Mumbai-400064 | |
| 6 | Correspondence Address | Same as Above | |
| 7 | Telephone & Fax Nos, if any | Tel no. 91-22-2888 4060 | |
| 8 | Email Address | manan.udani@justdial.com | |
| 9 | Names of the Stock Exchanges where the Company's securities are listed. | National Stock Exchange of India Limited, Mumbai, BSE Limited, Mumbai and Metropolitan Stock Exchange of India Limited, Mumbai. | |
| | | Number of Shares | % of total Issued Capital |
| 10 | Issued Capital (Equity) | 8,43,20,602 | 100.00 |
| 11 | Listed Capital (Exchange-wise) (As per Company Records) | 8,43,20,602 | 100.00 |
| 12 | Held in Dematerialized form in CDSL | 51,45,547 | 6.10 |



| | | | |
|----|--|-------------|--------|
| 13 | Held in Dematerialized form in NSDL | 7,91,75,054 | 93.90 |
| 14 | Physical | 1 | 0.00 |
| 15 | Total No. of Shares (12+13+14) | 8,43,20,602 | 100.00 |
| 16 | Reasons for difference, if any between (10 & 11), (10 & 15), (11 & 15) | NA | |

17. Certifying the details of changes in share capital during the quarter under consideration as per Table below:

| Particulars | Number of shares | Applied / Not Applied for Listing | Listed on stock exchange (Specify Names) | Whether intimated to CDSL | Whether intimated to NSDL | In-principal approval pending for SE (Specify Names) |
|--------------------------------------|------------------|-----------------------------------|--|---------------------------|---------------------------|--|
| Increase | | | | | | |
| Preferential Issue | | | | | | |
| Rights Issue | | | | | | |
| Bonus Issue | | | | | | |
| Initial Public Offer | | | | | | |
| Re-issue of forfeited Shares | | | | | | |
| Employee Stock Option | 14,650 | Yes | Yes* | Yes | Yes | No |
| Decrease | | | | | | |
| Buy-Back | | | | | | |
| Capital Reduction | | | | | | |
| Forfeiture | | | | | | |
| Amalgamation / Scheme of Arrangement | | | | | | |
| Any other (to Specify) | | | | | | |
| Net Increase / Decrease | 14,650 | | | | | |



*BSE Limited
National Stock Exchange of India Limited
Metropolitan Stock Exchange of India Limited

| | | | | |
|----|--|---|---|--------------------------------|
| 18 | In-Principal Approval pending for SE (Specify names) | No in-principal approval is pending before the aforesaid stock exchanges. The Company has obtained In-Principal Approvals from aforesaid stock exchanges in respect of the Equity Shares to be issued and allotted to Employees of the Company upon exercise of options granted to them under Employee Stock Option Schemes 2013, 2014, 2016 & 2019. The details of Allotment of Schemes i.e. 2013, 2014, 2016 & 2019 are as follows: | | |
| | | Scheme Name | No. of Shares for which In Principal Approval Taken | Allotment as on March 31, 2023 |
| | | Employee Stock Option Scheme, 2013 | 3,50,000 | 2,59,232 |
| | | Employee Stock Option Scheme, 2014 | 3,50,000 | 2,39,698 |
| | | Employee Stock Option Scheme, 2016 | 20,85,000 | 5,67,088 |
| | Employee Stock Option Scheme, 2019 | 12,93,300 | 7,76,426 | |

| | | |
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| 19 | Register of members is updated (Yes/No) | Yes |
| 20 | Reference of previous quarter with regards to excess dematerialized shares, if any. | N.A. |

| | | |
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| 21 | Has the Company resolved the matter mentioned in point no.20 above in the current quarter? If not, reason why? | N.A. |
|----|--|------|

22. Mentioned the total no. of requests, if any, confirmed after 21 days and the Total no. of requests pending beyond 21 days with the reasons for delay:

| Particulars | Within 21 Days | | Above 21 Days | | Reason for delay |
|---------------------------------|----------------|---------------|----------------|---------------|------------------|
| | No. of Request | No. of Shares | No. of Request | No. of Shares | |
| Confirmed (Released - Received) | 2 | 175 | 0 | 0 | N.A. |
| Pending from date of Generation | 0 | 0 | 0 | 0 | N.A. |

| | | |
|----|--|---|
| 23 | Name, Telephone & Fax No. of the Compliance Officer of the Company | Manan Udani, Company Secretary Ph. -91-22-2888 4060 (Ext - 2223) |
| 24 | Name, Address, Tel & Fax No., Regn. No. of the Auditor. | Vijay Babaji Kondalkar, Partner of VKMG & Associates LLP (Practicing Company Secretary) FRN: L2019MH005300 ACS - 15697, CP - 4597 105/108, Lotus Business Park, Ram Baug Lane, Off S V Road, Malad (West), Mumbai – 400064 Tel No: 022-46011261 |



| | | |
|----|--|---|
| 25 | Appointment of common agency for share registry work, if yes (Name and Address) | KFin Technologies Limited Selenium, Tower- B, Plot No. 31 & 32, Financial district, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana, 500 032 |
| 26 | Any other detail that the auditor may like to provide (e.g. BIFR Company, delisting from SE) | Not Applicable |



Date: 13/04/2023

Place: Mumbai

UDIN: A015697E000090761

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

A handwritten signature in blue ink, appearing to read "Vijay Babaji Kondalkar".

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