

September 15, 2023

To

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>Trading 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>Trading Symbol: JUSTDIAL</i>
---	---	---

Sub: Voting Results in respect of the Twenty-Ninth Annual General Meeting of the Company

Dear Sir/Madam,

The voting results in the format prescribed under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the consolidated Scrutinizer's Report on voting through electronic means (i.e. remote e-voting and voting at the Meeting through electronic system), in respect of the Twenty-Ninth Annual General Meeting of the Company held on Thursday, September 14, 2023 are enclosed.

This is for your information and records.

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

☎ 088888-88888 | www.justdial.com

JUST DIAL LIMITED
Format for Voting Results

Date of the AGM/EGM	14-09-2023
Total number of shareholders on record date: (i.e September 7, 2023 cut-off for voting purpose)	85807
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:	72

Agenda-wise Disclosure

Resolution No. 1 a)	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held# (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
Promoter and Promoter Group	E-Voting	6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000
Public- Institutions	E-Voting	1,22,78,611	92,59,145	75.4087	92,59,145	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,22,78,611	92,59,145	75.4087	92,59,145	0	100.0000
Public- Non Institutions	E-Voting	95,70,186	11,11,996	11.6194	11,11,986	10	99.9991	0.0009
	Poll		8,554	0.0894	8,554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		95,70,186	11,20,550	11.7088	11,20,540	10	99.9991
Total		8,50,28,407	7,35,59,305	86.5114	7,35,59,295	10	100.0000	0.0000
Whether the resolution is passed or not ? (Yes / No): Yes								

Resolution No. 1 b)	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon							
Resolution required: (Ordinary/ Special)	Ordinary							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held# (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
Promoter and Promoter Group	E-Voting	6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000
Public- Institutions	E-Voting	1,22,78,611	91,13,613	74.2235	91,13,613	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,22,78,611	91,13,613	74.2235	91,13,613	0	100.0000
Public- Non Institutions	E-Voting	95,70,186	11,11,996	11.6194	11,11,986	10	99.9991	0.0009
	Poll		8,554	0.0894	8,554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		95,70,186	11,20,550	11.7088	11,20,540	10	99.9991
Total		8,50,28,407	7,34,13,773	86.3403	7,34,13,763	10	100.0000	0.0000
Whether the resolution is passed or not ? (Yes / No): Yes								

Resolution No. 2		To appoint Mr. Ashwin Khagiswala who retires by rotation as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held# (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
Promoter and Promoter Group	E-Voting	6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000	0.0000
Public- Institutions	E-Voting	1,22,78,611	92,59,145	75.4087	75,24,423	17,34,722	81.2648	18.7352
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1,22,78,611	92,59,145	75.4087	75,24,423	17,34,722	81.2648	18.7352
Public- Non Institutions	E-Voting	95,70,186	11,11,996	11.6194	11,11,768	228	99.9795	0.0205
	Poll		8,554	0.0894	8,554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	95,70,186	11,20,550	11.7088	11,20,322	228	99.9797	0.0203
Total		8,50,28,407	7,35,59,305	86.5114	7,18,24,355	17,34,950	97.6414	2.3586

Whether the resolution is passed or not ? (Yes / No): Yes

Resolution No. 3		To appoint Ms. Geeta Fulwadaya who retires by rotation as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held# (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
Promoter and Promoter Group	E-Voting	6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	6,31,79,610	6,31,79,610	100.0000	6,31,79,610	0	100.0000	0.0000
Public- Institutions	E-Voting	1,22,78,611	92,59,145	75.4087	83,91,591	8,67,554	90.6303	9.3697
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	1,22,78,611	92,59,145	75.4087	83,91,591	8,67,554	90.6303	9.3697
Public- Non Institutions	E-Voting	95,70,186	11,11,996	11.6194	11,11,768	228	99.9795	0.0205
	Poll		8,554	0.0894	8,554	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total	95,70,186	11,20,550	11.7088	11,20,322	228	99.9797	0.0203
Total		8,50,28,407	7,35,59,305	86.5114	7,26,91,523	8,67,782	98.8203	1.1797

Whether the resolution is passed or not ? (Yes / No): Yes

(1) # Represents No. of voting rights and includes voting rights on shares held by Investor Education and Protection Fund (IEPF) Authority on which voting rights are frozen.

(2) \$ Represents valid votes polled.

Note: All the aforesaid resolutions have been passed with requisite majority.



VKMG

& Associates LLP
Company Secretaries

Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the 29th Annual General Meeting (AGM) of Just Dial Limited
(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 Chairman
JUST DIAL LIMITED
CIN: L74140MH1993PLC150054
Palm Court Building-M, 501/B, 5th Floor,
New Link Road, Beside Goregaon Sports Complex,
Malad (West),
Mumbai – 400064

Sub: 29th Annual General Meeting ("**AGM**") of the members of **JUST DIAL LIMITED (the "Company")** held on Thursday, September 14, 2023, at 4.30 p.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**").

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on April 17, 2023, I, Vijay Babaji Kondalkar, partner of VKMG & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**"), on the resolutions contained in the notice of AGM dated August 21, 2023 ("**Notice**"), calling the 29th AGM of the members of Company on Thursday, September 14, 2023 at 4.30 p.m. IST through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**").

The management of the Company is responsible to ensure compliance with the requirements of applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations") and General Circular dated December 28, 2022, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as 'MCA Circulars') relating to issuance of notice and e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

The AGM was convened on Thursday, September 14, 2023 at 4.30 p.m. IST through VC / OAVM. The deemed venue for the Meeting was the Registered Office of the Company.

Pursuant to provisions of Sections 101 and 136 of the Act and rules made thereunder and Regulation 36 of Listing regulations and in terms of MCA Circulars and SEBI Circular dated January 5, 2023, the notice of AGM including procedure and instructions for e-voting and Annual Report for FY 2022-2023 was sent through electronic mode to equity shareholders whose email address is registered with the Company / Registrar & Transfer Agent of the Company, KFin Technologies Limited ("**KFinTech**") / National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") / Depository Participants.

The Notice of the AGM and Annual Report were placed on the website of the Company, www.justdial.com and on websites of the stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**"), i.e. BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited at www.bseindia.com,



www.nseindia.com and www.msei.in, respectively, and the same were also made available on the website of KFin Technologies Limited (KFinTech) (Registrar & Transfer Agent and e-voting agency) at <https://evoting.kfintech.com>.

The Company also published Newspaper advertisements of Notice of the AGM on August 22, 2023 and August 24, 2023 i.e. before and after the sending of said Notice, in two newspapers namely "Financial Express" (English Newspaper), and "LokSatta" (Marathi language newspaper).

My responsibility as Scrutinizer is to scrutinize the process of remote e-voting before the AGM and e-voting (Insta Poll) at the AGM in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFinTech authorized under the Act and engaged by the Company to provide e-voting facility and attendant papers and other relevant documents furnished to me electronically by the Company and / or KFinTech for my verification. Accordingly, I hereby submit my report as under:

1. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Thursday, September 7, 2023, were entitled to vote either by remote e-voting or e-voting (Insta Poll) at the AGM, on the resolutions (item nos. 1 to 3 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting commenced on Saturday, September 9, 2023, at 9.00 a.m. (IST) and ended on Wednesday, September 13, 2023, at 5.00 p.m. (IST). The remote e-voting module was disabled by KFinTech upon expiry of this period.
3. The facility for voting was also available at the AGM through e-voting (Insta Poll) for those Members who attended the AGM and had not already cast their vote through the remote e-voting facility.
4. The votes cast during the remote e-voting and votes cast at the meeting (Insta poll) were unblocked on Thursday, September 14, 2023, after the conclusion of the AGM and was witnessed by two witnesses, Mr. Sushant Nate and Ms. Shweta Thanekar, who are not in the employment of the Company.
5. The e-votes were reconciled with the records maintained by the Company / KFinTech and the authorizations lodged with the Company / KFinTech on test check basis.
6. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of KFinTech i.e. <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, the voting results are reported.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and e-voting (Insta Poll), based on the reports generated by KFinTech, scrutinized on test check basis and relied upon by me as under:



Res No.	Particulars of Resolutions	Mode	Total No. of Mem bers	Total Votes available for voting	Total Valid Votes	Favour			Against			Abstained and Less Votes		
						No. of Mem bers	No. of Votes	% of total Valid Votes	No. of Mem bers	No. of Votes	% of total Valid Votes	No. of Mem bers	No. of Abstai ned Votes	No. of Less Votes
1(a)	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon. (As an ordinary resolution)	Remote e-voting	226	7355078 2	7355075 1	223	7355074 1	100.0000	2	10	0.0000	1	31	0
		E-Voting (Insta Poll)	37	8554	8554	37	8554	100.0000	0	0	0.0000	0	0	0
		Total	263	7355933 6	7355930 5	260	7355929 5	100.0000	2	10	0.0000	1	31	0
1(b)	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon. (As an ordinary resolution)	Remote e-voting	226	7355078 2	7340521 9	223	7340520 9	100.0000	2	10	0.0000	1	31	145532
		E-Voting (Insta Poll)	37	8554	8554	37	8554	100.0000	0	0	0.0000	0	0	0
		Total	263	7355933 6	7341377 3	260	7341376 3	100.0000	2	10	0.0000	1	31	145532
2	To appoint Mr. Ashwin Khasgiwala, who retires by rotation as a Director. (As an ordinary resolution)	Remote e-voting	226	7355078 2	7355075 1	170	7181580 1	97.6412	58	1734950	2.3588	1	31	0
		E-Voting (Insta Poll)	37	8554	8554	37	8554	100.0000	0	0	0.0000	0	0	0
		Total	263	7355933 6	7355930 5	207	7182435 5	97.6414	58	1734950	2.3586	1	31	0
3	To appoint Ms. Geeta Fulwadaya, who retires by rotation as a Director. (As an ordinary resolution)	Remote e-voting	226	7355078 2	7355075 1	186	7268296 9	98.8202	42	867782	1.1798	1	31	0
		E-Voting (Insta Poll)	37	8554	8554	37	8554	100.0000	0	0	0.0000	0	0	0
		Total	263	7355933 6	7355930 5	223	7269152 3	98.8203	42	867782	1.1797	1	31	0

Note: In case of remote e-voting, three members in relation to resolutions no. 3 & 4 had cast their vote(s) partially in favour and partially against. Thus, while calculating the number of members who voted in favour and number of members who voted against the said resolutions, those members were considered under both the categories.



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

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 KFinTech, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the AGM by the Equity Shareholders of the Company and will be handed over to Mr. Manan Udani, Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM. According to my observations, the process of remote e-voting and e-voting through Insta Poll at the AGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,

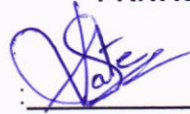
For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300



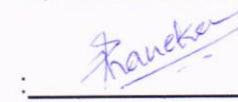
Vijay Babaji Kondalkar
Partner
ACS-15697
CP-4597
PRN:1279/2021

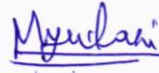
Date: 15-09-2023
Place: Mumbai
UDIN: A015697E001016587

Witness 1: Mr. Sushant Nate



Witness 2: Ms. Shweta Thanekar



Signature: 

Mr. Manan Udani
Company Secretary and Compliance Officer
(Authorised by the Chairman of the AGM)