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

Dear Sir / Madam,

### Sub: Notice under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations")

I being a person forming part of the promoter group of Just Dial Limited (JDL) intend to acquire 2,61,478 Equity Shares of JDL from one of the persons forming part of promoter group by way of 'inter-se' transfer as per details set out in the disclosure under Regulation 10(5) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations"). The proposed transfer is only amongst the existing persons belonging to promoter group. This is acquisition pursuant to inter-se transfer of shares among qualifying persons as specified in Regulation 10(1)(a)(i).

The Form as prescribed under Regulation 10(5) of the Takeover Regulations setting out the details of the proposed acquisition of shares of JDL by way of inter-se transfer, is attached.

Kindly take the information on record.

Thanking you,

Yours truly,

V. S. S. Mani Encl: as above

# <u>Disclosures under Regulation 10(5)</u> - <u>Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>

1.	Name of the Target Company (TC)	Just Dial Limited
2.	Name of the acquirer(s)	Mr. V.S.S. Mani
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	group of TC.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	
	b. Proposed date of acquisition	On or after May 12, 2023
	c. Number of shares to be acquired from each person mentioned in 4(a) above	- ,
	d. Total shares to be acquired as % of share capital of TC	0.31%
	e. Price at which shares are proposed to be acquired	Nil
		An immediate relative proposes to gift the shares and hence no consideration is involved.
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares among qualifying persons
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 619.30
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	

	trans date appl the prov 1997 The year furni	daration by the acquirer, that the transferor and afferee have complied (during 3 years prior to the of proposed acquisition) / will comply with icable disclosure requirements in Chapter V of Takeover Regulations, 2011 (corresponding isions of the repealed Takeover Regulations, 7)  aforesaid disclosures made during previous 3 is prior to the date of proposed acquisition to be ished.  claration by the acquirer that all the conditions is cified under regulation 10(1)(a) with respect to emptions has been duly complied with.	complied do date of proposed a herewith.  The acquires and the acquires of the	posed a th ap s in 0 Reg ing p keover l of discl years p acquisit r has co	acquisition a plicable di Chapter V gulations, rovisions Regulations, losures madorior to the cion are complied with a under respect to exem	or to the and will sclosure of the 2011 of the 1997).  e during date of enclosed an all the gulation ptions.
11.	Sha	reholding details	applicable.  Before the proposed transaction  No. of shares /voting rights	% w.r.t total shar e capit al of TC	After propose transact No. of shares /voting rights	ed
	A	Acquirer(s) and PACs (other than sellers)(*)		10		TC
		Acquirer				
		Mr. V. S. S Mani	63,28,187	7.50	65,89,665	7.82
		PACs / Promoter and Promoter Group (other than sellers)				
		Reliance Retail Ventures Limited – Promoter	5,42,89,574	64.38	5,42,89,574	64.38
		Mrs. Anita Mani – Promoter Group	19,25,345	2.28	19,25,345	2.28
		Mrs. Eshwary Krishnan – Promoter Group	2,39,647	0.28	2,39,647	0.28
		Ms. Manasi Iyer – Promoter Group	1,33,975	0.16	1,33,975	0.16
		Mr. Ramani Iyer – Promoter Group	30,404	0.04	30,404	0.04
	В	Seller				
		Mr. V. Krishnan	2,61,478	0.31	0	0

### **Note:**

- (\*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

V. S. S. Mani

Place: Mumbai

Date: May 4, 2023

Τo

### **BSE Limited**

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001 To

### **National Stock Exchange of India Limited**

Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051

To

### Metropolitan Stock Exchange of India Limited

Building A, Unit 205 A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla (West), Mumbai - 400070

.

Sub: Disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I being a member of promoter group of Just Dial Limited ("the Target Company"), hereby declare that as on March 31, 2023, I along with persons acting in concert, have not made any encumbrance of shares of the target Company, whether directly or indirectly, other than those which were already disclosed during the financial year 2022-2023.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

V. S. S. Mani

### Copy to:

The Company Secretary
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Besides Goregaon Sports Complex,
Malad (West), Mumbai – 400064.
Email: manan.udani@justdial.com

The Audit Committee,
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Besides Goregaon Sports Complex,
Malad (West), Mumbai – 400064.
Email: manan.udani@justdial.com

BSE Limited
Corporate Relations Department,

1<sup>st</sup> Floor, New Trading Ring,
P. J. Towers, Dalal Street,

Mumbai - 400 001

National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051

Metropolitan Stock Exchange of India Limited Building A, Unit 205 A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla (West), Mumbai - 400070

Sub: Disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I being a member of promoter group of Just Dial Limited ("the Target Company"), hereby declare that as on March 31, 2023, I along with persons acting in concert, have not made any encumbrance of shares of the target Company, whether directly or indirectly, other than those which were already disclosed during the financial year 2022-2023.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

Vichnan

# Copy to:

The Company Secretary
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Besides Goregaon Sports Complex,
Malad (West), Mumbai – 400064.
Email: manan.udani@justdial.com

The Audit Committee,
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Besides Goregaon Sports Complex,
Malad (West), Mumbai – 400064.
Email: manan.udani@justdial.com

March 11, 2022

To

Just Dial Limited

Palm Court, Building M,

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

Beside Goregaon Sports Complex,

Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited
Building A, Unit 205 A,
2<sup>nd</sup> Floor, Piramal Agastya
Corporate Park, L.B.S Road,
Kurla (West), Mumbai – 400 070.

<u>Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.</u>

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

V.S.S Mani Encl: as above

<u>Disclosure</u> en	by the Prome	oter(s) to	the stock exc	changes	and to the T	SERI (Substa	any for encum ntial Acquisiti	brance of	shares /	invocati	ion of encun	nbrance/ rel	ease of
Name of the Tai			regulation	101(1)	114 51(2) 01	Just Dial Lin		on or Sha	res and	Takeove	ers) Regulati	ions, 2011	
Names of the sto are listed	ock exchange:	s where th	e shares of th	e target	company	<ul><li>BSE Limi</li></ul>	Stock Exchange ted tan Stock Exch			ted			
Date of reportin	g					March 11, 20	022						
Name of the pro created/released		on whose	e shares encu	mbrance	e has been	V.S.S Mani V. Krishnan							
Details of creation													
Name of the Promoter(s) or PACs with him(*)	Promoter ho the target co (1)	mpany	Promoter h already encumbered	d (2)			ng to encumbra	,				Post event encumbere creation [ ( release [ (2 invocation (3)]]	d shares { (2) +(3)]/ (3) -(3)] /
	Number	% of total share capital	Number	% of total share capit al	Type of event (creation /release /invocatio n)	Date of creation/in vocation release of encumbran ce	Type of encumbranc e(pledge/lie n/non disposal undertaking/ others)	Reason s for encum brance **	Numb er	% of share Capit al	Name of the entity in whose favour shares encumber ed***	Number	% of total share Capital
V.S.S. Mani	61,90,027	7.40	61,90,027	7.40	Creation	07/03/2022	Others	Refer Note 1	1,38,1 60	0.17	Reliance Retail Ventures Limited	63,28,187	7.57
V. Krishnan	3,99,638	0.48	3,99,638	0.48	Release	07/03/2022	Others	Refer Note I	1,38,1 60	0.17	Reliance Retail Ventures Limited	2,61,478	0.31
Ramani Iyer	46,616	0.06	Nil	Nil	-	-	-	-	-	-	-	Nil	Nil
Anita Mani	19,25,345	2.30	19,25,345	2.30	-	-	-	-		-	-	19,25,345	2.30



Eshwary Krishnan	2,39,647	0.29	2,39,647	0.29	_	-	-	-	-	-	-	2,39,647	0.29
Manasi Iyer	1,33,975	0.16	1,33,975	0.16	-	-	-	-	-	-	-	1,33,975	0.16

V.S.S Mani

Place: Mumbai

Date: March 11, 2022

Note 1: In terms of the Shareholders Agreement dated July 16, 2021, the shares held by Mr. V. Krishnan, Mr. V.S.S. Mani, Ms. Anita Mani, Ms. Eshwary Krishnan and Ms. Manasi Iyer are encumbered. Please refer disclosure filed under Regulation 31(1) and 31(2) dated July 23, 2021.

Note 2: There is no encumbrance on shares held by Reliance Retail Ventures Limited, promoter of the Company.

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

To

BSE Limited

Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,

Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited
Building A, Unit 205 A,
2<sup>nd</sup> Floor, Piramal Agastya
Corporate Park, L.B.S Road,
Kurla (West), Mumbai – 400 070.

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

V. Krishnan ) Encl: as above

Disclosure by tencumbrance, i	ii terilis ur K	eguiation	31(1) and 31	(2) of S	EBI (Substa	ntial Acquisi	tion of Shares	and Take	overs) R	egulatio	ons. 2011		
Name of the Tar	get Company	(TC)	270 20			Just Dial Lin		allu Take	OVERSTA		Taba .	E. G.	
Names of the sto are listed		where the	shares of the	e target	company	<ul> <li>BSE Limi</li> </ul>	Stock Exchange ted tan Stock Exch			ted .		***	
Date of reportin		N		- C.,		March 11, 20	)22		<i>ii</i>			28	
Name of the pro created/released	invoked				has been	V. Krishnan V.S.S Mani	5			1			
Details of creati	on/invocation	release of	encumbranc	e:	74	**************************************	7 7	7.0					
Name of the Promoter(s) or PACs with him(*)	Promoter ho the target co (1)	mpany	Promoter he already encumbered	u.	Details of e	vents pertaini	ng to encumbra	ince (3)				Post event encumbere creation [ ( release [ (2 invocation (3)]]	d shares (2) +(3)]/ 2) -(3)] /
	Number	% of total share capital	Number	% of total share capit al	Type of event (creation /release /invocatio n)	Date of creation/in vocation release of encumbran ce	Type of encumbranc e(pledge/lie n/non disposal undertaking/ others)	Reason s for encum brance **	Numb er	% of share Capit al	Name of the entity in whose favour shares encumber ed***	Number	% of total share Capital
V. Krishnan	3,99,638	0.48	3,99,638	0.48	Release	07/03/2022	Others	Refer Note 1	1,38,1 60	0.17	Reliance Retail Ventures Limited	2,61,478	0.31
V.S.S. Mani	61,90,027	7.40	61,90,027	7.40	Creation	07/03/2022	Others	Refer Note 1	1,38,1 60	0.17	Reliance Retail Ventures Limited	63,28,187	7.57
Ramani Iyer	46,616	0.06	Nil	Nil	- 15			- 4 3	•	•	•	Nil	Nil
Anita Mani	19,25,345	2.30	19,25,345	2.30	-	•		-	-	-	•	19,25,345	2.30

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Eshwary Krishnan	2,39,647	0.29	2,39,647	0.29	-	-	• ,	-	-	•	-	2,39,647	0.29
Manasi Iyer	1,33,975	0.16	1,33,975	0.16	-	-	-	-	-			1,33,975	0.16
								1.0	2				

V. Krishnan

Place: New Delhi Date: March 11, 2022

Note 1: In terms of the Shareholders Agreement dated July 16, 2021, the shares held by Mr. V. Krishnan, Mr. V.S.S. Mani, Ms. Anita Mani, Ms. Eshwary Krishnan and Ms. Manasi Iyer are encumbered. Please refer disclosure filed under Regulation 31(1) and 31(2) dated July 23, 2021.

Note 2: There is no encumbrance on shares held by Reliance Retail Ventures Limited, promoter of the Company.

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

- \*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.
- \*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

							ny for encumb ntial Acquisiti						ease of
Name of the Tar			n Regulation	1 31(1) a	ind 31(2) 01 i	Just Dial Lin		on or sna	i es anu i	akcove	rs) Regulati	0115, 2011	
Names of the steare listed	ock exchange	s where the	e shares of th	e target	company	<ul><li>BSE Limi</li></ul>	Stock Exchange ted tan Stock Exch			ed			
Date of reportin	g					December 24	1, 2021						
Name of the procreated/released		C on whose	e shares encu	mbrance	has been	V. Krishnan Eshwary Kri	shnan						
Details of creati												_	
Name of the Promoter(s) or PACs with him(*)	Promoter ho the target co (1)	_	Promoter h already encumbered	C	Details of e	vents pertaini	ng to encumbra	ance (3)				Post event encumbere creation [ (i release [ (2 invocation (3)]]	d shares { 2) +(3)]/ ) -(3)] /
	Number	% of total share capital	Number	% of total share capit al	Type of event (creation /release /invocatio n)	Date of creation/in vocation release of encumbran ce	Type of encumbranc e(pledge/lie n/non disposal undertaking/ others)	Reason s for encum brance **	Numb er	% of share Capit al	Name of the entity in whose favour shares encumber ed***	Number	% of total share Capital
V. Krishnan	4,19,638	0.50	4,19,638	0.50	Release	21/12/2021	Release of encumbered shares	Refer Note 1	15000	0.02	Reliance Retail Ventures Limited	4,04,638	0.48
	4,04,638	0.48	4,04,638	0.48	Release	23/12/2021	Release of encumbered shares	Refer Note 1	5000	0.01	Reliance Retail Ventures Limited	3,99,368	0.48

Eshwary Krishnan	2,19,647	0.26	2,19,647	0.26	Creation	21/12/2021	Others - Refer Note 1	Refer Note 1	15000	0.02	Reliance Retail Ventures Limited	2,34,647	0.28
	2,34,647	0.28	2,34,647	0.28	Creation	23/12/2021	Others - Refer Note 1	Refer Note I	5000	0.01	Reliance Retail Ventures Limited	2,39,647	0.29
V.S.S. Mani	61,90,027	7.41	61,90,027	7.41		-	-	-		-	-	61,90,027	7.41
Ramani Iyer	46,616	0.06	Nil	Nil	-		•	-	-	-	•	Nil	Nil
Anita Mani	19,25,345	2.30	19,25,345	2.30	•	•	-	-	-	-	-	19,25,345	2.30
Manasi Iyer	1,33,975	0.16	1,33,975	0.16	•		-	-	-	-		1,33,975	0.16
Reliance Retail Ventures Limited	5,59,75,693	66.97	Nil	Nil	•	-	-	•	-	-	-	Nil	Nil

V. Krishnan

Place: New Delhi Date: December 24, 2021

#### Note 1:

Restriction under the shareholders' agreement dated July 16, 2021, entered into between the Company, Mr. Venkatachalam Sthanu Subramani, Mrs. Anita Mani, Mr. V. Krishnan, Mrs. Eshwary Krishnan (members of current promoter group of the Company) and Reliance Retail Ventures Limited (current promoter of the Company) (the "SHA"). In terms of SHA, Mr. V. Krishnan and Mrs Eshwary Krishnan are restricted from transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions) and upon occurrence of defined events of defaults, Reliance Retail Ventures Limited has a call option on the securities held by Mr. V. Krishnan and Mrs. Eshwary Krishnan. Given the conditions and restrictions in the SHA as described above, the said restriction is likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The said disclosure is being made as Mr. V Krishnan has inter se transferred 15,000 equity shares on 21.12.2021 and 5,000 equity shares on 23.12.2021 by way of Gift to Mrs. Eshwary Krishnan.

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

### September 27, 2021

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

To

Metropolitan Stock Exchange of India Limited
Building A, Unit 205 A,

2<sup>nd</sup> Floor, Piramal Agastya
Corporate Park, L.B.S Road,
Kurla (West), Mumbai – 400 070.

## Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

Encl: as above

Disclosure by	the Promote												elease of
Name of the Ta				_(_,		Just Dial Li			to mild		,gait		
Names of the st are listed	ock exchanges	s where the	e shares of th	e target	company	■ BSE Lim	Stock Excha ited itan Stock E				d		
Date of reportin	g					September 2		- · · · · · · · · · · · · · · · · · · ·					
Name of the procreated/released		on whose	e shares encu	mbrance	e has been	V. Krishnan							
Details of creati													
Name of the Promoter(s) or PACs with him(*)	Promoter ho the target co (1)	_	Promoter h already encumbere		Details of e	events pertaini	ng to encumb	rance (3	)			Post event lencumbered creation [ (2) invocation (3)]]	d shares { 2) +(3)]/ ) -(3)] /
	Number	% of total share capital	Number	% of total share capit al	Type of event (creation /release /invocatio n)	Date of creation/in vocation release of encumbran ce	Type of encumbra nce(pledg e/lien/non disposal undertakin g/others)	Reas ons for encu mbra nce*	Numb er	% of share Capit al	Name of the entity in whose favour shares encumb ered***	Number	% of total share Capital
V. Krishnan	4,19,638	0.50	4,19,638#	0.50	Release	16/09/2021	Release of pledge shares	Full Repa ymen t of Loan	2,11,0 05	0.25	Aditya Birla Money Limited	4,19,638#	0.50
V.S.S. Mani	61,90,027	7.41	61,90,027	7.41	-	-	-	-	-	-	-	61,90,027	7.41
Ramani Iyer	46,616	0.06	Nil	Nil	-	-	-	-	-	-	-	Nil	Nil

Anita Mani	19,25,345	2.30	19,25,345	2.30	•		-			1	11:	19,25,345	2.30
Eshwary Krishnan	2,19,647	0.26	2,19,647	0.26	•	•			•	-		2,19,647	0.26
Manasi Iyer	1,33,975	0.16	1,33,975	0.16		•		-		-	-	1,33,975	0.16
Reliance Retail Ventures Limited	3,42,38,799	40.98	Nil	Nil	•	7			·	•		Nil	Nil

V. Krishnan

Place: Noida

Date: September 27, 2021

"Restriction under the shareholders' agreement dated July 16, 2021, entered into between the Company, Mr. Venkatachalam Sthanu Subramani, Mrs. Anita Mani, Mr. V. Krishnan, Mrs. Eshwary Krishnan (members of current promoter group of the Company) and Reliance Retail Ventures Limited (current promoter of the Company) (the "SHA"). In terms of SHA, Mr. V. Krishnan is restricted from transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions) and upon occurrence of defined events of defaults, Reliance Retail Ventures Limited has a call option on the securities held by Mr. V. Krishnan. Given the conditions and restrictions in the SHA as described above, the said restriction is likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and accordingly, the effect of release of 2,11,005 equity shares as stated above is not given in post event holding of encumbered shares column.

<sup>\*</sup>The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

<sup>\*\*</sup> For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

<sup>\*\*\*</sup>This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

### September 7, 2021

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

To

Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully

Encl: as above

lame of the Tar	nbrance, in te get Company (	TC)				Just Dial Lin	requisition	n of Sha	res and	akeover	s) Regulat	nbrance/ rele ions, 2011	
lames of the sto re listed	ck exchanges	where the	shares of the	target c	ompany	<ul> <li>National S</li> <li>BSE Limi</li> </ul>	tock Excharated						
Date of reporting	g					<ul> <li>Metropoli</li> <li>September 0</li> </ul>		change	of India	Limited		-	-
Name of the pro created/released	moter or PAC /invoked	on whose	shares encun	nbrance		V. Krishnan	.,				-		
Details of creati			encumbrance	:									
Name of the Promoter(s) or PACs with him(*)	Promoter hol the target cor (1)	ding in npany	Promoter ho already encumbered		Details of e	vents pertainir	g to encumbr	rance (3)				Post event he encumbered creation [ (2) release [ (2) invocation [ (3)]]	shares { ) +(3)]/ -(3)] /
	Number	% of total share capital	Number	% of total share capit al	Type of event (creation /release /invocation)	Date of creation/in vocation release of encumbran ce	Type of encumbra nce(pledg e/lien/non disposal undertakin g/others)	Reas ons for encu mbra nce*	Numb	% of share Capit al	Name of the entity in whose favour shares encumb ered***	Number	% of total share Capita
V. Krishnan	4,20,353	0.50	4,20,353	0.50	Invocation	27/08/2021	Pledge	Reco very of Loan	715	0.00	Aditya Birla Money Limited	4,19,638	0.50
V.S.S. Mani	61,90,027	7.41	61,90,027	7.41	-	1	5	-	-	-	*	61,90,027	7.41
Ramani Iyer	46,616	0.06	Nil	Nil	-		-	-	-	-		Nil	Nil

Anita Mani	19,25,345	2.30	19,25,345	2.30	-	-	-		1		-	19,25,345	2.30
Eshwary Krishnan	2,19,647	0.26	2,19,647	0.26	-			1	-	-	•	2,19,647	0.26
Manasi Iyer	1,33,975	0.16	1,33,975	0.16	- 7		-	-	-	1-	-	1,33,975	0.16

V. Krishman

Place: Noida

Date: September 07, 2021

<sup>\*</sup>The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

<sup>\*\*</sup> For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

<sup>\*\*\*</sup>This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

July 23, 2021

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,

Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully

Encl: as above

Disclo							Company for encumb						<u>f</u>		
Name of the T			erms of Reg	ulation 3	1(1) and 31	Just Dial L	Substantial Acquisition	on oi Sn	ares and 1a	<u>Keovers) F</u>	keguiations, 2	<u> </u>			
Names of the		-	the chares o	of the targ	et			ia Limi	ted						
company are l	_	,cs where	the shares c	of the targ	Ci	National Stock Exchange of India Limited BSE Limited									
company are r	15000					Metropolitan Stock Exchange of India Limited									
Date of report	of reporting							i ilidia i	Ziiiiited						
Name of the p		C on wh	ose shares e	ncumbrar	nce has	July 23, 20 V.S.S. Mar									
been created/r			ose shares e	iic aimorai	ice nus	Anita Mani									
						V. Krishna									
						Eshwary K									
						Manasi Iye									
Details of crea	ntion/invocation	on/release	of encumbi	rance:		1 = - 1 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	-								
Name of the Promoter(s) or PACs with him(*)	Promoter he in the target company (1		Promoter la already encumbered		Type of event (creatio n /release /invocati	Date of creation/in vocation release of encumbran ce	Type of encumbrance (pledge/lien/non disposal undertaking/others)	Reas ons for encu mbra nce*	Number	% of share Capital	Name of the entity in whose favour shares encumbere	Post event holding of encumbers shares { cr [ (2) +(3)] release [ (2/ invocation -(3)]] Number	f ed reation // 2) –(3)]		
V.S.S. Mani	61,90,027	9.93	Nil	Nil	on) Creation	16/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	* Refer Note 2	61,90,027	9.93	d***  Reliance Retail Ventures Limited	61,90,027	9.93		

Anita Mani	19,25,345	3.09	Nil	Nil	Creation	16/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	Refer Note 2	19,25,345	3.09	Reliance Retail Ventures Limited	19,25,345	3.09
Manasi Iyer	1,33,975	0.21	Nil	Nil	Creation	16/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	Refer Note 2	1,33,975	0.21	Reliance Retail Ventures Limited	1,33,975	0.21
V. Krishnan	4,20,353	0.67	2,11,720	0.34	Creation	20/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target	Refer Note 2 & 3	2,08,633	0.33	Reliance Retail Ventures Limited	4,20,353	0.67

							(Refer Note 2 & 3)						
Eshwary Krishnan	2,19,647	0.35	Nil	Nil	Creation	20/07/2021	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2 & 3)	Refer Note 2 & 3	2,19,647	0.35	Reliance Retail Ventures Limited	2,19,647	0.35
Ramani Iyer	46,616	0.07	Nil	Nil	040		2			+1	1-/1	Nil	Nil

V Krishnan

Place: Noida Date: July 23, 2021

### Note 1:

On July 16, 2021, Reliance Retail Ventures Limited (the "Acquirer") and certain existing promoters of Just Dial Limited (the "Target Company"), namely, Mr. Venkatachalam Sthanu Subramani (the "Seller") and Mrs. Anita Mani (as confirming party) had entered into a share purchase agreement (the "SPA"), pursuant to which the Acquirer had agreed to acquire 1,30,61,163 equity shares of the Target Company ("Sale Shares") from the Seller in accordance with the terms of the SPA. Accordingly, on July 20, 2021, the Seller sold the Sale Shares to the Acquirer on the floor of the stock exchange through the block window facility offered on the BSE Limited.

#### Note 2:

In terms of the shareholders' agreement dated July 16, 2021, entered into between the Acquirer, the Target Company and certain members of the existing promoter and promoter group of the Target Company namely, the Seller, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan (the "SHA"), from the Effective Date of the SHA (i.e. earlier of the date of: (a) the acquisition of any part of the Sale Shares under the SPA and (b) the subscription and allotment of Subscription Shares under the share subscription agreement dated July 16, 2021 entered into between the Target Company, the Acquirer and certain existing promoters of the Target Company, namely, the Seller and Mrs. Anita Mani (the "SSA")):

- (a) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not transfer any securities of the Target Company without the prior written consent of the Acquirer and after complying with certain additional conditions in the nature of 'Right of First Refusal' and 'Market Sale' in favour of the Acquirer (all as described in the SHA) for transfers pursuant to pre-negotiated transactions as well as market sales.
- (b) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not create any encumbrances on any securities of the Target Company without the prior written consent of the Acquirer.
- (c) the Seller and Mrs. Anita Mani are also restricted from, and are required to procure that Ms. Manasi Iyer is restricted from, transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).
- (d) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by the Seller and Mrs. Anita Mani.

### **Note 3:**

In terms of the SHA, from the Effective Date (as explained above) of the SHA:

- (a) Mr. V. Krishnan and Mrs. Eshwary Krishnan are restricted from transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).
- (b) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by Mr. V. Krishnan and Mrs. Eshwary Krishnan

Given that the conditions and restrictions in the SHA as described above (in Note 2 and Note 3) are likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (SAST) Regulations, 2011 the enclosed disclosure is being made by the existing promoters and/or PAC under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

- \* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
- \*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.
- \*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

July 23, 2021

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure in terms of Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Pursuant to the SEBI Circular SEBI/HO/CFD/DCR1/CIR/P2019/90 dated August 7, 2019, please find enclosed herewith disclosure about the detailed reasons for encumbrance as prescribed under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully

V Krishnan Encl: as above

### Disclosure of reasons for encumbrance

Name of listed company	Just Dial Limited
Name of the recognised stock exchanges where the shares of the company are listed	National Stock Exchange of India Limited BSE Limited Metropolitan Stock Exchange of India Limited
Name of the promoter(s) / PACs whose shares have been encumbered	V.S.S. Mani Anita Mani Manasi Iyer V. Krishnan Eshwary Krishnan
Total promoter shareholding in the listed company	No. of shares: Annexure I % of total share capital: Annexure I
Encumbered shares as a % of promoter / PAC shareholding	Annexure II
Whether encumbered share is 50% or more of promoter / PAC shareholding	Yes
Whether encumbered share is 20% or more of total share capital	No



Details of all the existing events/ agreements pertaining to encumbrance

Details o	of all the existing events	agreements pertaining to	encumbrance
negative undertaking	Imbrance (pledge, lien, lien, non-disposal etc. or any other nsaction, condition or	Encumbrance 1 (Date of creation of encumbrance:	
arrangement encumbrance)	in the nature of	No. of shares:	
	hares encumbered	% of total share capital:	
Specific details about the	Name of the entity in whose favour shares encumbered (X)		
encumbrance	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.  Names of all other	YES / NO	Please refer Annexure III
	entities in the agreement	Listed Company and its group Companies (if any)  1. 2 Other entities (if any)- 1. 2	
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate etc.? If yes, provide details about the instrument, including credit rating	YES / NO If yes,  1. Name of the issuer  2. Details of the Debt instrument  3. Whether the debt instrument is listed on stock exchanges?  4. Credit rating of the debt  5. ISIN of the instrument	

Security Cover /Asset Cover	Value of shares on the date of event / agreement (A)	
	Amount involved (against which shares have been encumbered) (B)	
	Ratio of A/B	
End use of money	Borrowed amount to be utilized for what purpose –	
	(a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	
	(a) Any other reason (please specify)	

Place: Noida Date: July 23, 2021

Annexure – I
Total promoter / PACs shareholding in the listed company

Promoter / PAC	No. of shares	% of total share capital
V.S.S Mani	61,90,027	9.93
Anita Mani	19,25,345	3.09
V Krishnan	4,20,353	0.67
Ramani Iyer	46,616	0.07
Eshwary Krishnan	2,19,647	0.35
Manasi Iyer	1,33,975	0.21
Total	89,35,963	14.33

### Annexure – II Encumbered shares as a % of Promoter / PAC shareholding

Promoter / PAC	No. of shares encumbered	Encumbered shares as a % of promoter / PAC shareholding
V.S.S Mani	61,90,027	69.27
Anita Mani	19,25,345	21.55
V Krishnan	4,20,353	4.70
Eshwary Krishnan	2,19,647	2.46
Manasi Iyer	1,33,975	1.50
Total	88,89,347	99.48

Annexure III
Details of all the existing events/ agreements pertaining to encumbrance as on July 23, 2021

		Encumbrance 1 (Date of creation of encumbrance: February 27, 2018)	Encumbrance 2 (Date of creation of encumbrance: July 26, 2019)	Encumbrance 3 -(Date of creation of encumbrance: September 09, 2019)	Encumbrance 4 (Date of creation of encumbrance: September 23, 2019)	Encumbrance 5 (Date of creation of encumbrance: November 13, 2019)	Encumbrance 6 (Date of creation of encumbrance: February 07, 2020)	Encumbrance 7 (Date of creation of encumbrance: February 11, 2020)	Encumbrance 8 (Date of creation of encumbrance: March 13, 2020)	Encumbrance 9 (Date of creation of encumbrance: September 28, 2020)	Encumbrance 10 (Date of creation of encumbrance: Ju 20, 2021)
disposal undertaking etc.	pledge, lien, negative lien, non- . or any other covenant, transaction at in the nature of encumbrance)	Pledge	Pledge	: Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 2, Note 3
No. and % of shares encu	umbered	No. of shares: 38,120 % of total share capital: 0.06%	No. of shares: 28,000 % of total share capital: 0.04%	:No. of shares: 4,000 % of total share capital: 0.01	No. of shares: 4,600 % of total share capital: 0.01%	No. of shares: 24,000 % of total share capital: 0.04%	No. of shares: 14,000 % of total share capital: 0.02%	No. of shares: 15,000 % of total share capital: 0.02%	No. of shares: 19,000 % of total share capital:0.03%	No. of shares: 65,000 % of total share capital:0.10%	No. of shares: 2,08,633 % of total share capital:0.33%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Aditya Birla Money Limited	Aditya Birla Money Limited	: Aditya Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Reliance Retail Ventures Limited :
		No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services :	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services		No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in Organised Retail.
	Names of all other entities in the agreement					<u> </u>			<del> </del>		Refer Note 2 and 3
	relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No	No	.No : :	No	No	No	No	No	No	No : : : : : : : : : : : : : : : : : : :
Security Cover / Asset Cover	Value of shares as on the date of event / Agreement (A)* Amount involved (against which	Rs. 1,71,25,410/-	Rs. 1,25,79,000/-	Rs. 29,78,000/-	Rs. 32,05,280/-	Rs. 1,23,01,200/-	Rs. 74,77,400/-	Rs. 75,78,000/-	Rs. 72,22,850/-	Rs. 2,44,66,000/-	Rs. 2,06,306,742/-
	shares have been encumbered) (B)	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above .
	Ratio of A / B	1	1	.1	1	1	1	1	1	1	1:1
End money use of money	utilized for what purpose— (a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount,	Personal use	Personal use	Personal use : : : :	Personal use	Personal use	Personal use	Personal use	Personal use	Personal use	NA: : : : : : : : : : : : : : : : : : :
	repayment schedule etc. (a) Any other reason (please specify) ated on the basis of closing price of			:							· ·

### Annexure III

Eshwary Krishnan
Details of all the existing events/ agreements pertaining to encumbrance as on July 23, 2021

9	events/ agreements pertaining to encumbrance as on July 23, 2021	Encumbrance 1 (Date of creation of encumbrance: July 20, 2021)
* *	oledge, lien, negative lien, non-disposal undertaking etc. or any other indition or arrangement in the nature of encumbrance)	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 2, Note 3
No. and % of shares encu	mbered	No. of shares: 2,19,647 % of total share capital: 0.35%
Specific details about	Name of the entity in whose favour shares encumbered (X)	Reliance Retail Ventures Limited
the encumbrance	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in Organised Retail.
	Names of all other entities in the agreement	Refer Note 2 and 3
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No
Security Cover / Asset Cover	Value of shares as on the date of event / Agreement (A)*	Rs. 21,71,97,936/-
Cover	Amount involved (against which shares have been encumbered) (B)	Same as above
	Ratio of A / B	1:1
End money use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs	N.A
	(b) For the benefit of listed company	
	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	

<sup>\*</sup>Value of shares is calculated on the basis of closing price of NSE on the date of transactions

#### Annexure III Anita Mani

Details of all the existing events/ agreements pertaining to encumbrance as on July 23, 2021

	events/ agreements pertaining to encumbrance as on July 23, 2021	Encumbrance 1 (Date of creation of encumbrance: July 16, 2021)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 2
No. and % of shares encumbered		No. of shares: 19,25,345 % of total share capital: 3.09%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Reliance Retail Ventures Limited
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in Organised Retail.
	Names of all other entities in the agreement	Refer Note 2
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No
Security Cover / Asset Cover	Value of shares as on the date of event / Agreement (A)*	Rs. 2,06,53,17,582/-
	Amount involved (against which shares have been encumbered) (B)	Same as above
	Ratio of A / B	1:1
End money use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company	N.A
	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	
	1	

<sup>\*</sup>Value of shares is calculated on the basis of closing price of NSE on the date of transactions

### Annexure III Manasi Iyer

Details of all the existing events/ agreements pertaining to encumbrance as on July 23, 2021

	events/ agreements pertaining to encumbrance as on July 23, 2021	Encumbrance 1 (Date of creation of encumbrance: July 16, 2021)
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 2
No. and % of shares encumbered		No. of shares: 1,33,975 % of total share capital: 0.21%
Specific details about	Name of the entity in whose favour shares encumbered (X)	Reliance Retail Ventures Limited
the encumbrance	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in Organised Retail.
	Names of all other entities in the agreement	Refer Note 2
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No
Security Cover / Asset Cover	Value of shares as on the date of event / Agreement (A)*	Refer Note 2
	Amount involved (against which shares have been encumbered) (B)	Rs. 14,37,14,983/-
	Ratio of A / B	1:1
End money use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company	N.A
	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	

<sup>\*</sup>Value of shares is calculated on the basis of closing price of NSE on the date of transactions

### Annexure III

#### V. S. S. Mani

	(Date of creation of encumbrance: July 16, 2021)
	10
ledge, lien, negative lien, non-disposal undertaking etc. or any other ndition or arrangement in the nature of encumbrance)	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 2
mbered	No. of shares: 61,90,027
	% of total share capital: 9.93%
Name of the entity in whose favour shares encumbered (X)	Reliance Retail Ventures Limited
Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in Organised Retail.
Names of all other entities in the agreement	Refer Note 2
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No
Value of shares as on the date of event / Agreement (A)*	Rs. 6,64,00,41,963/-
Amount involved (against which shares have been encumbered) (B)	Same as above
Ratio of A / B	1:1
Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company	N.A
Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	
	Name of the entity in whose favour shares encumbered (X)  Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.  Names of all other entities in the agreement  Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating  Value of shares as on the date of event / Agreement (A)*  Amount involved (against which shares have been encumbered) (B)  Ratio of A / B  Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company  Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.

<sup>\*</sup>Value of shares is calculated on the basis of closing price of NSE on the date of transactions

#### Note 1:

On July 16, 2021, Reliance Retail Ventures Limited (the "Acquirer") and certain existing promoters of Just Dial Limited (the "Target Company"), namely, Mr. Venkatachalam Sthanu Subramani (the "Seller") and Mrs. Anita Mani (as confirming party) had entered into a share purchase agreement (the "SPA"), pursuant to which the Acquirer had agreed to acquire 1,30,61,163 equity shares of the Target Company ("Sale Shares") from the Seller in accordance with the terms of the SPA. Accordingly, on July 20, 2021, the Seller sold the Sale Shares to the Acquirer on the floor of the stock exchange through the block window facility offered on the BSE Limited.

Note 2: In terms of the shareholders' agreement dated July 16, 2021, entered into between the Acquirer, the Target Company and certain members of the existing promoter and promoter group of the Target Company namely, the Seller, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan (the "SHA"), from the Effective Date of the SHA (i.e. earlier of the date of: (a) the acquisition of any part of the Sale Shares under the SPA and/or (b) the subscription and allotment of Subscription Shares under the share subscription agreement dated July 16, 2021 entered into between the Target Company, the Acquirer and certain existing promoters of the Target Company, namely, the Seller and Mrs. Anita Mani (the "SSA")):

- (a) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not transfer any securities of the Target Company without the prior written consent of the Acquirer and after complying with certain additional conditions in the nature of 'Right of First Refusal' and 'Market Sale' in favour of the Acquirer (all as described in the SHA) for transfers pursuant to pre-negotiated transactions as well as market sales.
- (b) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi lyer shall not create any encumbrances on any securities of the Target Company without the prior written consent of the Acquirer.
- (c) the Seller and Mrs. Anita Mani are also restricted from, and are required to procure that Ms. Manasi lyer is restricted from, transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).
- (d) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by the Seller and Mrs. Anita Mani.

Note 3: In terms of the SHA, from the Effective Date (as explained above) of the SHA:

(a) Mr. V. Krishnan and Mrs. Eshwary Krishnan are restricted from transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).

(b) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by Mr. V. Krishnan and Mrs. Eshwary Krishnan

Given that the conditions and restrictions in the SHA as described above (in Note 2 and Note 3) are likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (SAST) Regulations and due to sale of 1,30,61,163 equity shares as stated in Note 1, combined encumbrance by the promoter along with PACs exceeds 50% of their shareholding in the Company, accordingly the enclosed disclosure is being made by the existing promoters and/or PAC under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019.

July 23, 2021

To

**Just Dial Limited** 

Palm Court, Building M, 501/B, 5<sup>th</sup> Floor, New Link Road, Beside Goregaon Sports Complex, Malad (West), Mumbai – 400 064. To

**National Stock Exchange of India Limited** 

Exchange Plaza, Plot No. C/1, G Block,

Bandra - Kurla Complex,

Bandra (East), Mumbai - 400 051.

To

**BSE Limited** 

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.

To

Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,

G-Block, Opp. Trident Hotel,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 098.

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith disclosure pursuant to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

VENKATACHA Digital LAM STHANU dsff12a SUBRAMANI fee

(V.S.S Mani)

Signature of the acquirer / seller / Authorised Signatory

Encl: as above

## Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Just Dial Limit	ted	
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	V.S.S. Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krish Manasi Iyer	nnan	
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited	k Exchange of In	
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition / disposal under consideration,			
holding of:  a) Shares carrying voting rights			
V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan Manasi Iyer	1,92,51,190 19,25,345 4,20,353 46,616 2,19,647 1,33,975	30.91 3.09 0.68 0.07 0.35 0.22	30.14 3.01 0.66 0.07 0.34 0.21
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	2,19,97,126	35.32	34.44
Details of acquisition / sale			
a) Shares carrying voting rights acquired / sold			-
V.S.S. Mani	1,30,61,163	20.97	20.45
b) VRs acquired / sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities / any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL
d) Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e) Total (a+b+c+/- d)	1,30,61,163	20.97	20.45

After the acquisition / sale, holding of:			
a) Shares carrying voting rights			
V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan Manasi Iyer	6,190,027 19,25,345 4,20,353 46,616 2,19,647 1,33,975	9.94 3.09 0.68 0.07 0.35 0.22	9.69 3.01 0.66 0.07 0.34 0.21
b) Shares encumbered with the acquirer	NIL	NIL	NIL
c) VRs otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any instrument that entitles the acquirer to receive shares carrying voting rights in the TC (spholding in each category) after acquisition		NIL	NIL
e) Total (a+b+c+d)	89,35,963	14.35	13.99
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc)	rket sale. Refer Note – 1		
Date of acquisition / sale of shares / July 20, 2 VR or date of receipt of intimation of allotment of shares, whichever is applicable	021. Refer Note – 1		
	7,28,260/- divided into 6,2 as of June 30, 2021	2,72,826 Equity S	hares of Rs.
	7,28,260/- divided into 6,2 as of June 30, 2021	2,72,826 Equity S	hares of Rs.
Total diluted share/voting capital of the TC after the said acquisition Rs. 63,87 10/- each	7,49,340/- divided into 6,3	8,74,934 Equity S	hares of Rs.

### Note 1:

On July 16, 2021, Reliance Retail Ventures Limited (the "Acquirer") and certain existing promoters of Just Dial Limited (the "Target Company"), namely, Mr. Venkatachalam Sthanu Subramani (the "Seller") and Mrs. Anita Mani (as confirming party) had entered into a share purchase agreement (the "SPA"), pursuant to which the Acquirer had agreed to acquire 1,30,61,163 equity shares of the Target Company ("Sale Shares") from the Seller in accordance with the terms of the SPA. Accordingly, on July 20, 2021, the Seller sold the Sale Shares to the Acquirer on the floor of the stock exchange through the block window facility offered on the BSE Limited.

- (\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

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(V.S.S Mani)

Signature of the acquirer / seller / Authorised Signatory

Place: Mumbai Date: 23-07-2021 July 23, 2021

To

#### **Just Dial Limited**

Palm Court, Building M, 501/B, 5<sup>th</sup> Floor, New Link Road, Beside Goregaon Sports Complex, Malad (West), Mumbai – 400 064. То

## National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

То

#### **BSE Limited**

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. То

## Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098.

## Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully

VENKATACHA

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SUB

V. S. S. Mani

Encl: as above

	(Train)										ation	) –(3)] [ [ (1)	Jo %	total share	Capit	al	9.93							
se/ release of	í								Post event	encumbered	shares { creation $[(2)+(3)]/$	release [ (2) –(3)] / invocation [ (1) –(3)]]	Je.				61,90,027							
encumbranc egulations, 20													Name of	the entity in whose	favour	shares encumbere d***	Reliance	Ventures	Limited					
ocation of Reovers) R	1												Jo %	share Capital	1		9.93							
shares / inv		pg	imited										Number				61,90,027							
rance of on of Sha		ia Limite	India L										Reas	ons for	encn	mbra nce*	Refer	2						
Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for encumbrance of shares / invocation of encumbrance/ release of encumbrance, in terms of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations. 2011	nited	National Stock Exchange of India Limited BSE Limited	Metropolitan Stock Exchange of India Limited	1			ishnan		Details of events pertaining to encumbrance (3)				Type of	encumbrance (pledge/lien/non	disposal	undertaking/others)	Restrictions under	• —	ween	ľ,	and certain existing	promoters of the	Target	Company (Refer Note 2)
the Target (S) of SEBI (S)	Just Dial Limited	National Stoc BSE Limited	Metropolita	July 23, 2021	V.S.S. Mani	Anita Mani V. Krishnan	Eshwary Krishnan Manasi Iyer		events pertain				Date of	creation/in vocation	release of	encumbran ce	16/07/2021							
inges and to		et			ce has				Details of				Type of	event (creatio	ņ	/release /invocati on)	Creation							
ck excha		f the targe			ıcumbran			ance:	olding	d (2)			Jo %	total share	capital		Nil							
(s) to the storms of Regu		the shares o			ose shares er			of encumbra	Promoter holding	aneady encumbered (2)			Number				Nil							
romoter nce, in te	ıy (TC)	es where			C on wh	3		n/release	lding				Jo %	total share	capital		9.93							
sure by the P	arget Compar	stock exchang		ng	romoter or PA	ordascu/ III v Ord		tion/invocatio	Promoter holding	company (1)			Number				61,90,027							
Disclos	Name of the Target Company (TC)	Names of the stock exchanges where the shares of the target company are listed		Date of reporting	Name of the promoter or PAC on whose shares encumbrance has			Details of creation/invocation/release of encumbrance:	Name of the	or PACs	with him(*)						V.S.S. Mani							

3.09	0.21	0.67
19,25,345	1,33,975	4,20,353
Reliance Retail Ventures Limited	Reliance Retail Ventures Limited	Reliance Retail Ventures Limited
3.09	0.21	0.33
19,25,345	1,33,975	2,08,633
Refer Note	Refer Note 2	Refer Note 2 & 3
Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2)	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target
16/07/2021	16/07/2021	20/07/2021
Creation	Creation	Creation
ij	īī Z	0.34
Ni	Nil	2,11,720
3.09	0.21	0.67
19,25,345	1,33,975	4,20,353
Anita Mani	Manasi Iyer	V. Krishnan

	0.35	Nil
	2,19,647	Nil
	Reliance Retail Ventures Limited	
	0.35	1
	Note 2,19,647	1
	Refer Note 2 & 3	
Company (Refer Note 2 & 3)	20/07/2021 Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company (Refer Note 2 & 3)	-
	20/07/2021	
	Creation	-
	Z	Nil
	IIZ	Nil
	0.35	0.07
	2,19,647	46,616
	Eshwary Krishnan	Ramani Iyer 46,616

Signature of Authorised Signatory

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V. S. S. Mani

Place: Mumbai Date: July 23, 2021

# Note 1:

pursuant to which the Acquirer had agreed to acquire 1,30,61,163 equity shares of the Target Company ("Sale Shares") from the Seller in accordance with the terms of the SPA. Accordingly, on July 20, 2021, the Seller sold the Sale Shares to the Acquirer on the floor of the stock exchange through the block window On July 16, 2021, Reliance Retail Ventures Limited (the "Acquirer") and certain existing promoters of Just Dial Limited (the "Target Company"), namely, Mr. Venkatachalam Sthanu Subramani (the "Seller") and Mrs. Anita Mani (as confirming party) had entered into a share purchase agreement (the "SPA"), facility offered on the BSE Limited.

# Note 2:

Effective Date of the SHA (i.e. earlier of the date of: (a) the acquisition of any part of the Sale Shares under the SPA and (b) the subscription and allotment of In terms of the shareholders' agreement dated July 16, 2021, entered into between the Acquirer, the Target Company and certain members of the existing promoter and promoter group of the Target Company namely, the Seller, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan (the "SHA"), from the Subscription Shares under the share subscription agreement dated July 16, 2021 entered into between the Target Company, the Acquirer and certain existing promoters of the Target Company, namely, the Seller and Mrs. Anita Mani (the "SSA")):

- written consent of the Acquirer and after complying with certain additional conditions in the nature of 'Right of First Refusal' and 'Market Sale' in favour of (a) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not transfer any securities of the Target Company without the prior the Acquirer (all as described in the SHA) for transfers pursuant to pre-negotiated transactions as well as market sales.
- (b) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not create any encumbrances on any securities of the Target Company without the prior written consent of the Acquirer.
- (c) the Seller and Mrs. Anita Mani are also restricted from, and are required to procure that Ms. Manasi Iyer is restricted from, transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions)
- (d) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by the Seller and Mrs. Anita Mani.

# Note 3:

In terms of the SHA, from the Effective Date (as explained above) of the SHA:

- (a) Mr. V. Krishnan and Mrs. Eshwary Krishnan are restricted from transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).
- upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by Mr. V. Krishnan and Mrs. Eshwary Krishnan

Given that the conditions and restrictions in the SHA as described above (in Note 2 and Note 3) are likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (SAST) Regulations, 2011 the enclosed disclosure is being made by the existing promoters and/or PAC under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

- \* The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.
- \*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.
- \*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

July 23, 2021

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

Tο

### **BSE Limited**

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To

Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure in terms of Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Pursuant to the SEBI Circular SEBI/HO/CFD/DCR1/CIR/P2019/90 dated August 7, 2019, please find enclosed herewith disclosure about the detailed reasons for encumbrance as prescribed under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully

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V. S. S. Mani Encl: as above

## Disclosure of reasons for encumbrance

Name of listed company	Just Dial Limited
Name of the recognised stock exchanges where the	National Stock Exchange of India
shares of the company are listed	Limited
	BSE Limited
	Metropolitan Stock Exchange of India
	Limited
Name of the promoter(s) / PACs whose shares have	V.S.S. Mani
been encumbered	Anita Mani
	Manasi Iyer
	V. Krishnan
	Eshwary Krishnan
Total promoter shareholding in the listed company	No. of shares: Annexure I
	% of total share capital: Annexure I
Encumbered shares as a % of promoter / PAC	Annexure II
shareholding	
Whether encumbered share is 50% or more of promoter	Yes
/ PAC shareholding	
Whether encumbered share is 20% or more of total	No
share capital	

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V. S. S. Mani

Details	of all the existing events	agreements pertaining to	encumbrance
Type of encu	ımbrance (pledge, lien, lien, non-disposal	Encumbrance 1 (Date of creation of encumbrance:	
undertaking covenant, tra arrangement encumbrance)	etc. or any other nsaction, condition or in the nature of		
No. and % of s	hares encumbered	No. of shares: % of total share capital:	ì
Specific details about the	Name of the entity in whose favour shares encumbered (X)		
encumbrance	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	YES / NO	Please refer Annexure III
	Names of all other entities in the agreement	Listed Company and its group Companies (if any) - 1. 2 Other entities (if any)- 1. 2	Alliexure III
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate etc.? If yes, provide details about the instrument, including credit rating	YES / NO If yes, 1. Name of the issuer 2. Details of the Debt instrument 3. Whether the debt instrument is listed on stock exchanges? 4. Credit rating of the debt 5. ISIN of the instrument	

Security Cover /Asset	Value of shares on the date of event /	
Cover	agreement (A)	
Oover	Amount involved (against which shares have been encumbered) (B) Ratio of A/B	
End use of money	Borrowed amount to be utilized for what purpose –	
	(a) Personal use by promoters and PACs (b) For the benefit of listed company Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.	
	(a) Any other reason (please specify)	

VENKATACHALAM STHANU SUBRAMANI

Digitally signed by VENKATACHALAM STHANU SUBRAMANI
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pseudonym 5.000-00788/m/s-32ccoalb/734886d2912abed093cb
02bb 73468649918e56a2, postal/Code +400053, shiMANARASHTRA,
sanishlamberm 5.00451546b2 20780754966-c1889c-8bed003b2a
38bb65574697b479c1103, cm/VENKATACHALAM STHAMU
SIBM6557467b479c1103, cm/VENKATACHALAM STHAMU

## V. S. S. Mani

Place: Mumbai Date: July 23, 2021

Annexure – I
Total promoter / PACs shareholding in the listed company

Promoter / PAC	No. of shares	% of total share capital
V.S.S Mani	61,90,027	9.93
Anita Mani	19,25,345	3.09
V Krishnan	4,20,353	0.67
Ramani Iyer	46,616	0.07
Eshwary Krishnan	2,19,647	0.35
Manasi Iyer	1,33,975	0.21
Total	89,35,963	14.33

Annexure – II Encumbered shares as a % of Promoter / PAC shareholding

Promoter / PAC	No. of shares encumbered	Encumbered shares as a % of promoter / PAC shareholding
V.S.S Mani	61,90,027	69.27
Anita Mani	19,25,345	21.55
V Krishnan	4,20,353	4.70
Eshwary Krishnan	2,19,647	2.46
Manasi Iyer	1,33,975	1.50
Total	88,89,347	99.48

Annexure III
Details of all the existing events/ agreements pertaining to encumbrance as on July 23, 2021
V. Krishman
Froumbrance 1
Froumbrance 1

		(Date of creation of encumbrance: February 27, 2018)	(Date of creation of encumbrance: July 26, 2019)	(Date of creation of encumbrance: September 09, 2019)	(Date of creation of encumbrance: September 23, 2019)	(Date of creation of encumbrance: November 13, 2019)	(Date of creation of encumbrance: February 07, 2020)	(Date of creation of encumbrance: February 11, 2020)	(Date of creation of encumbrance: March 13, 2020)	(Date of creation of encumbrance: September 28, 2020)	(Date of creation of encumbrance: July 20, 2021)
Type of encumbrance (disposal undertaking etc condition or arrangemen	Type of encumbrance (pledge, lien, negative lien, non- disposal undertaking etc. or any other covenant, transaction condition or arrangement in the nature of encumbrance)	Pledge	Pledge	Pledge	Pledge	Pledge	Pledge	a ĝo al d	Pledge	Pledge	Restrictions under the agreements entered into inter alla between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 3.
No. and % of shares encumbered		No. of shares: 38,120 % of total share capital: 0.06%	No. of shares: 28,000 % of total share capital: 0.04%	No. of shares: 4,000 % of total share capital: 0.01	No. of shares: 4,600 % of total share capital: 0.01%	No. of shares: 24,000 % of total share capital: 0.04%	No. of shares: 14,000 % of total share capital: 0.02%	No. of shares: 15,000 % of total share capital: 0.02%	No. of shares: 19,000 % of total share capital:0.03%	No. of shares: 65,000 % of total share capital:0.10%	No. of shares: 2,08,633 % of total share capital:0.33%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Aditya Birla Money Limited	Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Aditya Birla Money Limited	Reliance Retail Ventures Limited			
	Whether the entity X is a scheduled commercial bank, public financial institution, NBC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No. it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No. it is engaged in providing No. it is engaged in providing francial Advisory. Francial Advisory, Broterage and Brotecage and Consultancy Consultancy Services Services.	No, it is engaged in providing Financial Advisory blokerage and Financial Advisory Bolkerage and Financial Advisory Bolkerage and Financial Advisory Bolkerage and Financial Advisory Bolkerage Computatory Services  and Consultancy Services	No, it is engaged in providing Financial Advisory, Brokerage and Consultancy Services	No, It is engaged in providing No, It is engaged Financia Advisory, trokenage and Organised Retail. Consultancy Services	No, it is engaged in Organised Retail.
	Names of all other entities in the										Refer Note 2 and 3
		No	No	No	No	No	No	No	No	No	No
	relating to any best instruments viz. debenture, commercial paper, certificate of deposit etc.? [if yes, provide details about the instrument, including credit rating.										
Security Cover / Asset Cover	Value of shares as on the date of event / Agreement (A)*	Rs. 1,71,25,410/-	Rs. 1,25,79,000/-	Rs. 29,78,000/-	Rs. 32,05,280/-	Rs. 1,23,01,200/-	Rs. 74,77,400/-	Rs. 75,78,000/-	Rs. 72,22,850/-	Rs. 2,44,66,000/-	Rs. 2,06,306,742/-
	Amount involved (against which shares have been encumbered) (B)	Same as above	Same as above	Same as above	Same as a bove	Same as above	Same as above	Same as above	Same as above	Same as above	Same as above
	Ratio of A / B	1	1	1	1	1	1	1	1		13
and money use of mone	rount to be what purpose se by promoters inclined in seed its including sose of rasing according that according its including that according its including that according its including	Personal Lice	Personal use	Personal use	Personal Use	Personal use	Personal use	an puosad	Personal use	Personal use	NA

## Annexure III

		Encumbrance 1 (Date of creation of encumbrance: July 20, 2021)			
	ledge, lien, negative lien, non-disposal undertaking etc. or any other ndition or arrangement in the nature of encumbrance)	Restrictions under the agreements entered into interalia between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 2, Note 3			
No. and % of shares encu	mbered	No. of shares: 2,19,647 % of total share capital: 0.35%			
Specific details about	Name of the entity in whose favour shares encumbered (X)	Reliance Retail Ventures Limited			
the encumbrance	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in Organised Retail.			
	Names of all other entities in the agreement	Refer Note 2 and 3			
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No			
Security Cover / Asset	Value of shares as on the date of event / Agreement (A)*	Rs. 21,71,97,936/-			
Cover	Amount involved (against which shares have been encumbered) (B)	Same as above			
	Ratio of A / B	1:1			
End money use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs	N.A			
	(b) For the benefit of listed company				
	Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)				

<sup>\*</sup>Value of shares is calculated on the basis of closing price of NSE on the date of transactions

#### Annexure III Anita Mani

ons under the agreements entered into inter alia in the Acquirer, the Target Company and existing promoters of the Target Company Refer				
nares: 19,25,345 al share capital: 3.09%				
Retail Ventures Limited				
engaged in d Retail.				
Refer Note 2				
53,17,582/-				
above				

<sup>\*</sup>Value of shares is calculated on the basis of closing price of NSE on the date of transactions

Annexure III Manasi Iyer

		Encumbrance 1 (Date of creation of encumbrance: July 16, 2021)
**	oledge, lien, negative lien, non-disposal undertaking etc. or any other indition or arrangement in the nature of encumbrance)	Restrictions under the agreements entered into inter alia between the Acquirer, the Target Company and certain existing promoters of the Target Company Refer Note 2
No. and % of shares encu	mbered	No. of shares: 1,33,975 % of total share capital: 0.21%
Specific details about	Name of the entity in whose favour shares encumbered (X)	Reliance Retail Ventures Limited
the encumbrance	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in Organised Retail.
	Names of all other entities in the agreement	Refer Note 2
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No
Security Cover / Asset Cover	Value of shares as on the date of event / Agreement (A)*	Refer Note 2
	Amount involved (against which shares have been encumbered) (B)	Rs. 14,37,14,983/-
	Ratio of A / B	1:1
ind money use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company  Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	N.A

<sup>\*</sup>Value of shares is calculated on the basis of closing price of NSE on the date of transactions

## Annexure III

V. S. S. Mani

		Encumbrance 1 (Date of creation of encumbrance: July 16, 2021)				
	ledge, lien, negative lien, non-disposal undertaking etc. or any other ndition or arrangement in the nature of encumbrance)	Restrictions under the agreements entered into inter a between the Acquirer, the Target Company and certain existing promoters of the Target Company Ref Note 2				
No. and % of shares encur	mbered	No. of shares: 61,90,027 % of total share capital: 9.93%				
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Reliance Retail Ventures Limited				
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No, it is engaged in Organised Retail.				
	Names of all other entities in the agreement	Refer Note 2				
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	No				
Security Cover / Asset	Value of shares as on the date of event / Agreement (A)*	Rs. 6,64,00,41,963/-				
la conflue	Amount involved (against which shares have been encumbered) (B)	Same as above				
	Ratio of A / B	1:1				
End money use of money	Borrowed amount to be utilized for what purpose –  (a) Personal use by promoters and PACs  (b) For the benefit of listed company  Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.  (a) Any other reason (please specify)	N.A				

#### Note 1:

On July 16, 2021, Reliance Retail Ventures Limited (the "Acquirer") and certain existing promoters of Just Dial Limited (the "Target Company"), namely, Mr. Venkatachalam Sthanu Subramani (the "Seller") and Mrs. Anita Mani (as confirming party) had entered into a share purchase agreement (the "SPA"), pursuant to which the Acquirer had agreed to acquire 1,30,61,163 equity shares of the Target Company ("Sale Shares") from the Seller in accordance with the terms of the SPA. Accordingly, on July 20, 2021, the Seller sold the Sale Shares to the Acquirer on the floor of the stock exchange through the block window facility offered on the BSE Limited.

Note 2: In terms of the shareholders' agreement dated July 16, 2021, entered into between the Acquirer, the Target Company and certain members of the existing promoter and promoter group of the Target Company namely, the Seller, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan (the "SHA"), from the Effective Date of the SHA (i.e. earlier of the date of: (a) the acquisition of any part of the Sale Shares under the SPA and/or (b) the subscription and allotment of Subscription Shares under the share subscription agreement dated July 16, 2021 entered into between the Target Company, the Acquirer and certain existing promoters of the Target Company, namely, the Seller and Mrs. Anita Mani (the "SSA")):

- (a) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not transfer any securities of the Target Company without the prior written consent of the Acquirer and after complying with certain additional conditions in the nature of 'Right of First Refusal' and 'Market Sale' in favour of the Acquirer (all as described in the SHA) for transfers pursuant to pre-negotiated transactions as well as market sales.
- (b) the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi lyer shall not create any encumbrances on any securities of the Target Company without the prior written consent of the Acquirer.
- (c) the Seller and Mrs. Anita Mani are also restricted from, and are required to procure that Ms. Manasi Iyer is restricted from, transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).
- (d) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by the Seller and Mrs. Anita Mani.

Note 3: In terms of the SHA, from the Effective Date (as explained above) of the SHA:

(a) Mr. V. Krishnan and Mrs. Eshwary Krishnan are restricted from transferring securities to Competitors (as defined in the SHA), except transfers undertaken on the floor of the stock exchanges (which are not pre-negotiated transactions).

(b) upon the occurrence of defined events of defaults, the Acquirer has a call option on the securities held by Mr. V. Krishnan and Mrs. Eshwary Krishnan

Given that the conditions and restrictions in the SHA as described above (in Note 2 and Note 3) are likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (SAST) Regulations and due to sale of 1,30,61,163 equity shares as stated in Note 1, combined encumbrance by the promoter along with PACs exceeds 50% of their shareholding in the Company, accordingly the enclosed disclosure is being made by the existing promoters and/or PAC under Regulation 31(1) read with Regulation 28(3) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with SEBI circular SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07, 2019.

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbal - 400 051.

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalai Street,
Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure of Shareholding In Just Dial Limited as on 31.03.2021

Ref: Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith my disclosure pursuant to the provisions of Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended on 31<sup>st</sup> March, 2021.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

V. Krishnan Encl: as above

## Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

## Part -A- Details of Shareholding

1	Name of the Target Company (TC)	Just Dial Limited		
2	Name(s) of the stock exchange(s) where the shares of the TC are listed		change of India Limi	
3	Particulars of the shareholder(s):			
а	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.			
b	Or  Name(s) of promoter(s), member of the promoter group and PAC with him.	V. Krishnar V. S. S. Ma Ramani Iye Anita Man	ni er i	
		<ul><li>Eshwary Ki</li><li>Manasi Iye</li></ul>		
4	Particulars of the share holding of person(s) mentioned at (3) above	Number of shares	% w.r.t. total share / voting capital wherever applicable	% of total diluted share / voting capital of TC (*)
	As of March 31, 2021 holding of:			
(a)	Shares			
	V. Krishnan	4,20,353	0.68	0.68
	V. S. S. Mani	1,92,51,190	31.11	31.11
	Ramani Iyer	46,616	0.08	0.08
	Anita Mani	19,25,345	3.11	3.11
	Eshwary Krishnan	2,19,647	0.35	0.35
	Manasi Iyer	1,33,975	0.22	0.22
(b)	Voting Rights (otherwise than by shares)		-	
(c)	Warrants			
(d)	Convertible Securities		( ·	- T.
(e)	Any other instrument that would entitle the holder to receive shares in the TC			
	Total	2,19,97,126	35.55	35.55

Part-B\*\*
Name of the Target Company: Just Dial Limited

	Whether the person belongs to Promoter/Promoter group	PAN of the person and PACs
V. Krishnan	Promoter	ADCPC5846M
V. S. S. Mani	Promoter	AFVPM2219M
Ramani Iyer	Promoter	AADPI8602D
Anita Mani	Promoter	AFVPM2217F
Eshwary Krishnan	Promoter Group	ALXPK0990P
Manasi Iyer	Promoter Group	AEJPI9596Q

(V. Krishnan)

Place: Noida

Date: April 08, 2021

## Note:

- In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

April 08, 2021

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

To
Metropolitan Stock Exchange of India Limited
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I being a promoter of Just Dial Limited ("the Target Company"), hereby declare that as on March 31, 2021, I along with persons acting in concert, have not made any encumbrance of shares of the target Company, whether directly or indirectly, other than those which were already disclosed during the financial year 2020-2021.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

April 08, 2021

To

**Just Dial Limited** 

Palm Court, Building M, 501/B, 5<sup>th</sup> Floor, New Link Road, Beside Goregaon Sports Complex, Malad (West), Mumbai – 400 064. To

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

To

**BSE Limited** 

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To

Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098.

Sub: Disclosure of Shareholding in Just Dial Limited as on 31.03.2021

Ref: Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith my disclosure pursuant to the provisions of Regulation 30(1) and 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended on 31<sup>st</sup> March, 2021.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

V. S. S. Mani

Encl: as above

## Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

## Part -A- Details of Shareholding

1	Name of the Target Company (TC)	Just Dial Limited		
2	Name(s) of the stock exchange(s) where the shares of the TC are listed	The state of the s	change of India Limi ck Exchange of India	
3	Particulars of the shareholder(s):			
a	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.			
b	Or  Name(s) of promoter(s), member of the promoter group and PAC with him.	<ul> <li>V. S. S. Ma</li> <li>V. Krishnar</li> <li>Ramani Iye</li> <li>Anita Man</li> <li>Eshwary Kr</li> </ul>	n er i	
		Manasi Iye	r	
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares		% of total diluted share / voting capital of TC (*)
	As of March 31, 2021 holding of:		арричине.	1017
(a)	Shares			
	V. S. S. Mani	1,92,51,190	31.11	31.11
	V. Krishnan	4,20,353	0.68	0.68
	Ramani Iyer	46,616	0.08	0.08
	Anita Mani	19,25,345	3.11	3.11
	Eshwary Krishnan	2,19,647	0.35	0.35
	Manasi lyer	1,33,975	0.22	0.22
(b)	Voting Rights (otherwise than by shares)	4		
(c)	Warrants		U-	
(d)	Convertible Securities		•	
(e)	Any other instrument that would entitle the holder to receive shares in the TC		K+	-
	Total	2,19,97,126	35.55	35.55



Part-B\*\*
Name of the Target Company: Just Dial Limited

Name(s) of the Person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/Promoter group	PAN of the person and PACs
V. S. S. Mani	Promoter	AFVPM2219M
V. Krishnan	Promoter	ADCPC5846M
Ramani Iyer	Promoter	AADPI8602D
Anita Mani	Promoter	AFVPM2217F
Eshwary Krishnan	Promoter Group	ALXPK0990P
Manasi lyer	Promoter Group	AEJPI9596Q

(V. S. S. Mani)

Place: Mumbai Date: April 08, 2021

#### Note:

- In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

To

#### **BSE Limited**

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To

## National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

To

## Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I being a promoter of Just Dial Limited ("the Target Company"), hereby declare that as on March 31, 2021, I along with persons acting in concert, have not made any encumbrance of shares of the target Company, whether directly or indirectly, other than those which were already disclosed during the financial year 2020-2021.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

V. S. S. Mani

January 12, 2021

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To **BSE Limited**Corporate Relations Department,

1<sup>st</sup> Floor, New Trading Ring,

P. J. Towers, Dalal Street,

Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully

V. Krishnan Encl: as above

Name of the Target	Company C	TC)	guiation .	o1(1) and	31(2) of SI	EBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011								
Name of the Target Company (TC)						Just Dial Limited								
Names of the stock exchanges where the shares of the target company are listed						<ul> <li>National Stock Exchange of India Limited</li> <li>BSE Limited</li> <li>Metropolitan Stock Exchange of India Limited</li> </ul>								
Date of reporting						January 12	INCOME STATE OF STATE							
Name of the promoter or PAC on whose shares encumbrance has been created/released/invoked					V. Krishnan					2				
Details of creation/	invocation/re	lease of e	ncumbran	ce:										
Name of the Promoter(s) or PACs with him(*)	Promoter I in the targe company (	et (1)	Promote holding encumb	already ered (2)		Is of events pertaining to encumbrance (3)							Post event holding of encumbered shares { creation [ (2) +(3)]/ release [ (2) -(3)] / invocation [ (1) -(3)]]	
	Number	% of total share capital	Numbe r	% of total share capital	Type of event (creatio n /release /invocati on)	Date of creation/in vocation release of encumbran ce	Type of encumbra nce(pledg e/lien/non disposal undertakin g/others)	Reas ons for encu mbra nce*	Numb er	% of share Capit al	Name of the entity in whose favour shares encumbere d***	Numbe r	% of total share Capita	
V. Krishnan	420353	0.68	216720	0.35	Release	04/01/2021	Release of pledged shares	Repa ymen t of Loan	5000	0.01	HDB Financial Services Limited	211720	0.34	
V.S.S. Mani	19251190	31.12	Nil	Nil	* 1	•	•	-	24	•	-	Nil	Nil	
					271									



Anita Mani	1925345	3.11	Nil	Nil	-	-	-	-	-	•		Nil	Nil
Eshwary Krishnan	219647	0.36	Nil	Nil	-	1	-	-	-	-	-	Nil	Nil
Manasi Iyer	133975	0.22	Nil	Nil	-	-		-	-	-	-	Nil	Nil

Signature of Authorised Signatory

V. Krishnan

Place: Noida

Date: January 12, 2021

<sup>\*</sup>The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

<sup>\*\*</sup> For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

<sup>\*\*\*</sup>This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

January 08, 2021

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To

**BSE Limited** 

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To

Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir.

Please find enclosed herewith my disclosure as prescribed under the provisions of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully

V. Krishnan Encl: as above

Name of the Target (	ompany (TC)					Just Dial Limited									
Names of the stock e are listed	xchanges whe	ere the sh	ares of the	target co	mpany	<ul> <li>National Stock Exchange of India Limited</li> <li>BSE Limited</li> <li>Metropolitan Stock Exchange of India Limited</li> </ul>									
Date of reporting						January 08, 2021									
Name of the promot created/released/inve		whose sh	ares encur	nbrance h	as been	V. Krishnan									
Details of creation/i	nvocation/rele	ase of en	cumbrance	*											
Name of the Promoter(s) or PACs with him(*)	Promoter holding in the target company (1)  Promoter holding alreatencembered				Details of events pertaining to encumbrance (3)								Post event holding of encumbered shares { creation [ (2) +(3)] release [ (2) -(3) / invocation [ (1) -(3)]]		
	Number	% of total share capital	Numbe r	% of total share capital	Type of event (creation /release /invocation)	Date of creation/in vocation release of encumbran ce	Type of encumbra nce(pledg e/lien/non disposal undertakin g/others)	Reas ons for encu mbra nce*	Numb er	% of share Capit al	Name of the entity in whose favour shares encumbere d***	Numbe r	% of total share Capital		
V. Krishnan				Release	30/12/2020	Release of pledged shares	Parti al Repa ymen t of Loan	12800 0	0.21	Aditya Birla Money Limited	216720	0.35			
V.S.S. Mani	19251190	31.12	Nil	Nil		*	•	•	•		•	Nil	Nil		
Ramani Iyer	46616	0.08	Nil	Nil	-	-		• .	-	-	-	Nil	Nil		



Anita Mani	1925345	3.11	Nil	Nil	-	- 1	11-	100	•	•	-	Nil	Nil
Eshwary Krishnan	219647	0.36	Nil	Nil	+-		-	+		-	1	Nil	Nil
Manasi Iyer	133975	0.22	Nil	Nil	-	-	-	-	-		-	Nil	Nil

Signature of Authorised Signatory

V. Krishnan

Place: Noida

Date: January 08, 2021

\*The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

\*\* For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

\*\*\*This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

October 5, 2020

To

**Just Dial Limited** 

Palm Court, Building M, 501/B, 5<sup>th</sup> Floor, New Link Road, Beside Goregaon Sports Complex, Malad (West), Mumbai – 400 064. To

National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

To

**BSE Limited** 

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To

Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098.

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith disclosure pursuant to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The said disclosure includes transactions made by the promoters and persons acting in concert (PAC) covering the period from 02.09.2020 till 30.09.2020.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

(V.S.S Mani)

Signature of the acquirer / seller / Authorised Signatory

## Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

N	ame of the Target Company (TC)	Just Dial Limi	ted					
	ame(s) of the acquirer / seller and Persons Acting in oncert (PAC) with the acquirer / seller	V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan Manasi Iyer						
	hether the acquirer / seller belongs to Promoter/Promoter roup	Yes						
ar	ame(s) of the Stock Exchange(s) where the shares of TC e Listed		Exchange of In Stock Exchange	dia Limited of India Limited				
D	etails of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)				
	Before the acquisition / disposal under consideration, holding of :							
a)	Shares carrying voting rights							
	V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan Manasi Iyer	1,82,61,341 10,88,546 75,763 3,59,325 1,89,647 NIL	29.56% 1.76% 0.12% 0.58% 0.31% NIL	29.56% 1.76% 0.12% 0.58% 0.31% NIL				
b)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)							
	V. Krishnan	3,74,720	0.61%	0.61%				
c)	Voting rights (VR) otherwise than by shares	NIL	NIL	NIL				
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)		NIL	NIL				
e)	Total (a+b+c+d)	2,03,49,342	32.95%	32.95%				

Details of acquisition/sale			
<ul> <li>a) (i) Shares carrying voting rights acquired/sold</li> <li>(ii) Shares carrying voting rights acquired/sold</li> <li>(Refer Annexure)</li> </ul>		2.10% 0.05%	2.10% 0.05%
b) VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instentitles the acquirer to receive shares carrights in the TC (specify holding in each acquired/sold	ying voting	NIL	NIL
d) Shares encumbered / invoked/released by the a	acquirer NIL	NIL	NIL
e) Total (a+b+c+/-d)	13,31,361	2.15%	2.15%
After the acquisition/sale, holding of:			
a) Shares carrying voting rights			
V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan Manasi Iyer b) Shares encumbered with the acquirer V. Krishnan c) VRs otherwise than by shares d) Warrants/convertible securities/any other instru	1,85,61,798 19,25,345 75,633 3,59,325 2,19,647 1,33,975 3,44,720 NIL	30.05% 3.12% 0.12% 0.58% 0.36% 0.22%	30.05% 3.12% 0.12% 0.58% 0.36% 0.22% NIL
entitles the acquirer to receive shares carrying in the TC (specify holding in each category) af acquisition	voting rights	NIL	NIL
e) Total (a+b+c+d)	2,16,20,443	35.00%	35.00%
Mode of acquisition / sale (e.g. open market / opublic issue / rights issue / preferential allotmen ransfer etc).	off-market / open market/off nt / inter-se	f-market /inter-se tr	ansfer
Date of acquisition / sale of shares / VR or date of intimation of allotment of shares, whichever is app		District Control of the Control of t	from
Equity share capital / total voting capital of the TC said acquisition / sale	before the Rs. 61,76,68,71 Equity Shares of	0/- divided into 6,1 f Rs. 10/- each	7,66,871

Equity share capital/ total voting capital of the TC after the said acquisition / sale

Rs. 61,76,68,710/- divided into 6,17,66,871 Equity Shares of Rs. 10/- each

Total diluted share/voting capital of the TC after the said acquisition

Rs. 61,76,68,710/- divided into 6,17,66,871 Equity Shares of Rs. 10/- each

- (\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

(V.S.S Mani)

Signature of the acquirer / seller / Authorised Signatory

Place: Mumbai Date: 05-10-2020

#### Annexure

Name of the shareholder	Date of Acquisition	Shares held pri Acquisition/Dis		Shares Acqu	uired	Shares Di	sposed	Shares held po Acquisition/ Di	
	/ Disposal	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
	02-09-2020	1,82,61,341	29.56	1,04,335	0.17	-	-	1,83,65,676	29.73
V.S.S Mani	03-09-2020	1,83,65,676	29.73	96,365	0.16	-	-	1,84,62,041	29.89
	04-09-2020	1,84,62,041	29.89	99,757	0.16	-	-	1,85,61,798	30.05
Anita Mani	22-09-2020	10,88,546	1.76	10,000	0.02	-		10,98,546	1.78
	23-09-2020	10,98,546	1.78	47,122	0.08	-		11,45,668	1.85
	24-09-2020	11,45,668	1.85	1,00,000	0.16	-	1.5	12,45,668	2.02
25-09-2020 28-09-2020 29-09-2020 30-09-2020	25-09-2020	12,45,668	2.02	1,07,571	0.17	-		13,53,239	2.19
	28-09-2020	13,53,239	2.19	1,25,578	0.20		-	14,78,817	2.39
	29-09-2020	14,78,817	2.39	2,36,528	0.38			17,15,345	2.78
	17,15,345	2.78	2,10,000	0.34	-	14	19,25,345	3.12	
V. Krishnan	09-09-2020	4,50,483	0.73		-	(130)	(0.00)	4,50,353	0.73
	29-09-2020	4,50,353	0.73		-	(30,000)	(0.05)	4,20,353	0.68
Eshwary Krishnan	29-09-2020	1,89,647	0.31	30,000	0.05			2,19,647	0.36
Manasi Iyer	10-09-2020	0	0	72,500	0.12	-	-	72,500	0.12
	11-09-2020	72,500	0.12	6,093	0.01	-	- 6	78,593	0.13
	16-09-2020	78,593	0.13	20,782	0.03	31	1	99,375	0.16
	18-09-2020	99,375	0.16	1,000	0.00	-		1,00,375	0.16
	22-09-2020	1,00,375	0.16	33,000	0.05	-	-	1,33,375	0.22
	25-09-2020	1,33,375	0.22	600	0.00		-	1,33,975	0.22

(V.S.S Mani)
Signature of the acquirer / seller / Authorised Signatory

Place: Mumbai Date: 05-10-2020

October 5, 2020

To

Just Dial Limited

Palm Court, Building M,

501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To

BSE Limited

Corporate Relations Department,

1st Floor, New Trading Ring,

P. J. Towers, Dalal Street,

Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

<u>Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>

Dear Sir,

Please find enclosed herewith disclosure pursuant to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The said disclosure includes transactions made by the promoters and persons acting in concert (PAC) covering the period from 02.09.2020 till 30.09.2020.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

(V. Krishnan)

Signature of the acquirer / seller / Authorised Signatory

### Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Just Dial Limi	ted	
Name(s) of the acquirer / seller and Persons Acting in Concert (PAC) with the acquirer / seller	V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krish Manasi Iyer	nnan	
Whether the acquirer / seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed		Exchange of In Stock Exchange	dia Limited of India Limited
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition / disposal under consideration, holding of :			
a) Shares carrying voting rights			
V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan Manasi Iyer	1,82,61,341 10,88,546 75,763 3,59,325 1,89,647 NIL	29.56% 1.76% 0.12% 0.58% 0.31% NIL	29.56% 1.76% 0.12% 0.58% 0.31% NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)			
V. Krishnan	3,74,720	0.61%	0.61%
c) Voting rights (VR) otherwise than by shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	2,03,49,342	32.95%	32.95%

	Details of acquisition/sale			
a)	<ul><li>(i) Shares carrying voting rights acquired/sold</li><li>(ii) Shares carrying voting rights acquired/sold</li><li>(Refer Annexure)</li></ul>	13,01,231 30,130	2.10% 0.05%	2.10% 0.05%
b)	VRs acquired /sold otherwise than by shares	NIL	NIL	NIL
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	NIL	NIL	NIL
d)	Shares encumbered / invoked/released by the acquirer	NIL	NIL	NIL
e)	Total (a+b+c+/-d)	13,31,361	2.15%	2.15%
	After the acquisition/sale, holding of:			
a)	Shares carrying voting rights			
b)	V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan Manasi Iyer Shares encumbered with the acquirer	1,85,61,798 19,25,345 75,633 3,59,325 2,19,647 1,33,975	30.05% 3.12% 0.12% 0.58% 0.36% 0.22%	30.05% 3.12% 0.12% 0.58% 0.36% 0.22%
U)	•	2 44 700	0.560	0.560
	V. Krishnan	3,44,720	0.56%	0.56%
c)	VRs otherwise than by shares	NIL	NIL	NII
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NII
e)	Total (a+b+c+d)	2,16,20,443	35.00%	35.00%
pub	de of acquisition / sale (e.g. open market / off-market / lic issue / rights issue / preferential allotment / inter-se sfer etc).	open market/off-n	narket /inter-se tr	ansfer
	ate of acquisition / sale of shares / VR or date of receipt of imation of allotment of shares, whichever is applicable	Transactions cov 02.09.2020 till 30.0 As per Annexure		from
_	uity share capital / total voting capital of the TC before the d acquisition / sale	Rs. 61,76,68,710/ Equity Shares of I		7,66,871

Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 61,76,68,710/- divided into 6,17,66,871 Equity Shares of Rs. 10/- each
Total diluted share/voting capital of the TC after the said acquisition	Rs. 61,76,68,710/- divided into 6,17,66,871 Equity Shares of Rs. 10/- each

- (\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

(V. Krishnan)

Signature of the acquirer / seller / Authorised Signatory

Place: Noida Date: 05-10-2020

#### Annexure

Name of the shareholder	Date of Acquisition	Shares held pri Acquisition/Dis		Shares Acq	uired	Shares Di	sposed	Shares held post Acquisition/ Disposal		
	/ Disposal	No. of Shares	%	No. of Shares	%	No. of Shares	Acquisition/ Disposer   No. of Shares   - 1,83,65,676   - 1,84,62,041   - 1,85,61,798   - 10,98,546   - 11,45,668   - 12,45,668   - 13,53,239   - 14,78,817   - 17,15,345   - 19,25,345   (0.00)    4,50,353   - (0.05)    4,20,353   - 2,19,647   - 72,500   - 78,593   - 99,375	%		
6	02-09-2020	1,82,61,341	29.56	1,04,335	0.17	₩.		1,83,65,676	29.73	
V.S.S Mani	03-09-2020	1,83,65,676	29.73	96,365	0.16			1,84,62,041	29.89	
	04-09-2020	1,84,62,041	29.89	99,757	0.16	-		1,85,61,798	30.05	
Anita Mani	22-09-2020	10,88,546	1.76	10,000	0.02	-		10,98,546	1.78	
	23-09-2020	10,98,546	1.78	47,122	0.08		*	11,45,668	1.85	
	24-09-2020	11,45,668	1.85	1,00,000	0.16			12,45,668	2.02	
	25-09-2020	12,45,668	2.02	1,07,571	0.17	4)		13,53,239	2.19	
	28-09-2020	13,53,239	2.19	1,25,578	0.20	-	17.7	14,78,817	2.39	
	29-09-2020	14,78,817	2.39	2,36,528	0.38	4	11.	17,15,345	2.78	
	30-09-2020	17,15,345	2.78	2,10,000	0.34	-		19,25,345	3.12	
V. Krishnan	09-09-2020	4,50,483	0.73			(130)	(0.00)	4,50,353	0.73	
	29-09-2020	4,50,353	0.73	10 - 197 of	4 -	(30,000)	(0.05)	4,20,353	0.68	
Eshwary Krishnan	29-09-2020	1,89,647	0.31	30,000	0.05	-		2,19,647	0.36	
Manasi Iyer	10-09-2020	. 0	.0	72,500	0.12	-	- 4	72,500	0.12	
-	11-09-2020	72,500	0.12	6,093	0.01		-	78,593	0.13	
	16-09-2020	78,593	0.13	20,782	0.03	3	1		0.16	
	18-09-2020	99,375	0.16	1,000	0.00		-	1,00,375	0.16	
	22-09-2020	1,00,375	0.16	33,000	0.05		4	1,33,375	0.22	
	25-09-2020	1,33,375	0.22	600	0.00		S	1,33,975	0.22	

(V. Krishnan)

Signature of the acquirer / seller / Authorised Signatory

Place: Noida Date: 05-10-2020

#### October 5, 2020

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To BSE Limited

Corporate Relations Department, 1st Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To
Metropolitan Stock Exchange of India
Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098.

# Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclose herewith my disclosure as prescribed under the provision of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

Disclosure by the	Promoter(s)	) to the st	ock excha	nges and	to the Tar	rget Company	y for encumb	rance of	f shares /	invocati Takeove	on of encumbers) Regulation	orance/ rel	lease of	
Name of the Target			<u>unuron o</u>	I(I) ullu (	31(2) 01 SE	Just Dial Lin		on or ph	ar es ana	Turcove	are in the second secon	115, 2011		
Names of the stock of are listed	exchanges wh	nere the sh	nares of the	e target co	ompany	<ul> <li>National Stock Exchange of India Limited</li> <li>BSE Limited</li> <li>Metropolitan Stock Exchange of India Limited</li> </ul>								
Date of reporting						October 5, 2020								
Name of the promot created/released/inv		whose sh	nares encu	mbrance l	nas been	V. Krishnan								
Details of creation/in			cumbranc	e:								Post eve		
Name of the Promoter(s) or PACs with him(*)	oter(s) or in the target holding already						of events pertaining to encumbrance (3)							
	Number	% of total share capital	Numbe r	% of total share capital	Type of event (creatio n /release /invocati on)	Date of creation/in vocation release of encumbran ce	Type of encumbra nce(pledg e/lien/non disposal undertakin g/others)	Reas ons for encu mbra nce*	Numb er	% of share Capit al	Name of the entity in whose favour shares encumbere d***	-(3)]] Numbe r	% of total share Capital	
V. Krishnan	420353	0.68	279720	0.45	Creation	g state)							0.56	
V.S.S. Mani	18561798	30.05	Nil	Nil	-	-	-	-	-	-	-	Nil	Nil	
Ramani Iyer	359325	0.58	Nil	Nil	-	-	-	-	-	-	-	Nil	Nil	

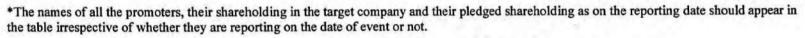
Anita Mani	1925345	3.12	Nil	Nil .	-			•		1		Nil	Nil
Eshwary Krishnan	219647	0.36	Nil	Nil	-		•		-	•	-	Nil	Nil
Manasi Iyer	133975	0.22	Nil	Nil	- :	-	-	-	-	-		Nil	Nil

Signature of Authorised Signatory

V. Krishnan

Place: Noida

Date: October 5, 2020



<sup>\*\*</sup> For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

<sup>\*\*\*</sup>This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To BSE Limited

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir,

Please find enclose herewith my disclosure as prescribed under the provision of Regulation 31(1) and 31(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

V. Krishnan Encl: as above

Name of the Target	rance, in tern Company (TC	<b>(</b> )				Just Dial Lir	nited							
Names of the stock are listed	exchanges wh	ere the sh	ares of the	target co		<ul><li>National S</li><li>BSE Limi</li><li>Metropoli</li></ul>	ted							
Date of reporting				147		September 21, 2020								
Name of the promot created/released/inv		whose sh	ares encun	nbrance h	as been	V. Krishnan								
Details of creation/i	nvocation/rele	ase of en	cumbrance	<b>)</b> ;										
Name of the Promoter(s) or PACs with him(*)	Promoter ho in the target company (1)		Promoter holding a encumbe	lready	Details of	ils of events pertaining to encumbrance (3)							Post event holding of encumbered shares { creation [ (2) +(3)]/ release [ (2) -(3)] / invocation [ (1) -(3)]]	
	Number	% of total share capital	Numbe r	% of total share capital	Type of event (creatio n /release /invocati on)	Date of creation/in vocation release of encumbran ce	Type of encumbra nce(pledg e/lien/non disposal undertakin g/others)	Reas ons for encu mbra nce*	Numb er	% of share Capit al	Name of the entity in whose favour shares encumbere d***	Numbe r	% of total share Capital	
V. Krishnan	450353	0.73	374720	0.60	Release	10/09/2020	Release of pledged shares	Parti al Repa ymen t of Loan	95,000	0.15	HDB Financial Services Limited	279720	0.45	
V.S.S. Mani	18561798	30.05	Nil	Nil	÷	* = = 1		•			•	Nil	Nil	
	359325	0.58	Nil	Nil						-		Nil .	Nil	

Anita Mani	1088546	1.76	Nil .	Nil	1	1		7	1-	120	-	Nil	Nil
Eshwary Krishnan	189647	0.31	Nil	Nil	3			-	-	1 - 5	-	Nil	Nil
Manasi Iyer	100375	0.16	Nil	Nil	-	-	-	-	-	-	-	Nil	Nil

Signature of Authorised Signatory

V. Krishnan

Place: Noida

Date: September 21, 2020

<sup>\*</sup>The names of all the promoters, their shareholding in the target company and their pledged shareholding as on the reporting date should appear in the table irrespective of whether they are reporting on the date of event or not.

<sup>\*\*</sup> For example, for the purpose of collateral for loans taken by the company, personal borrowing, third party pledge, etc.

<sup>\*\*\*</sup>This would include name of both the lender and the trustee who may hold shares directly or on behalf of the lender.

August 27, 2020

To

**Just Dial Limited** 

Palm Court, Building M, 501/B, 5<sup>th</sup> Floor, New Link Road, Beside Goregaon Sports Complex, Malad (West), Mumbai – 400 064. To

**National Stock Exchange of India Limited** 

Exchange Plaza, Plot No. C/1, G Block,

Bandra - Kurla Complex,

Bandra (East), Mumbai - 400 051.

To

**BSE Limited** 

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. To

**Metropolitan Stock Exchange of India Limited** 

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,

G-Block, Opp. Trident Hotel,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 098.

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith disclosure pursuant to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

VENKATACHA
Digitally signed by VENKATACHAM
STHANU USBRAU
LAM STHANU STHANU SIGNA
SUBRAMANI
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(V.S.S Mani)

Signature of the acquirer / seller / Authorised Signatory

## <u>Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011</u>

Na	ame of the Target Company (TC)	Just Dial Limited			
Concert (PAC) with the acquirer / seller		V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan			
	hether the acquirer / seller belongs to Promoter/Promoter oup	Yes			
	nme(s) of the Stock Exchange(s) where the shares of TC e Listed		x Exchange of In Stock Exchange	dia Limited of India Limited	
De	etails of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)	
	Before the acquisition / disposal under consideration, holding of :				
a)	Shares carrying voting rights  V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan	1,94,72,804 11,60,760 98,374 3,83,163 2,02,228	30.00% 1.79% 0.15% 0.59% 0.31%	30.00% 1.79% 0.15% 0.59% 0.31%	
b)	Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)				
	V. Krishnan	3,74,720	0.58%	0.58%	
c)	Voting rights (VR) otherwise than by shares	NIL	NIL	NIL	
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL	

	Details of acquisition/sale			
a)	Shares carrying voting rights acquired/sold			
	V.S.S Mani	12,11,463	1.87%	1.87%
	Anita Mani	72,214	0.11%	0.11%
	V. Krishnan	22,611	0.03%	0.03%
	Ramani Iyer	23,838	0.04%	0.04%
	Eshwary Krishnan	12,581	0.02%	0.02%
b)	VRs acquired /sold otherwise than by shares	NIL	NIL	NI
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	TVIL	NIL	NI
d)	Shares encumbered / invoked/released by the acquirer	NIL	NIL	NI
e)	Total (a+b+c+/-d)	13,42,707	2.07%	2.07%
	After the acquisition/sale, holding of:			
a)	Shares carrying voting rights			
	V.S.S Mani	1,82,61,341	29.56%	29.56%
	Anita Mani	10,88,546	1.76%	1.76%
	V. Krishnan	75,763	0.12%	0.12%
	Ramani Iyer	3,59,325	0.58%	0.127
	Eshwary Krishnan	1,89,647	0.31%	0.319
b)	Shares encumbered with the acquirer	3,74,720	0.61%	0.619
c)	VRs otherwise than by shares	NIL	NIL	NI
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NI
e)	Total (a+b+c+d)	2,03,49,342	32.95%	32.95%
publ	de of acquisition / sale (e.g. open market / off-market / lic issue / rights issue / preferential allotment / inter-se sfer etc).	Tender of equity by TC for extingu Offer by TC.		
	te of acquisition / sale of shares / VR or date of receipt of imation of allotment of shares, whichever is applicable	25.08.2020		
	uity share capital / total voting capital of the TC before the d acquisition / sale	Rs. 64,90,97,280/ Equity Shares of		19,09,728

Equity share capital/ total voting capital of the TC after the said acquisition / sale	Rs. 61,76,68,710/- divided into 6,17,66,871 Equity Shares of Rs. 10/- each
Total diluted share/voting capital of the TC after the said acquisition	Rs. 61,76,68,710/- divided into 6,17,66,871 Equity Shares of Rs. 10/- each

- (\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

VENKATACHA Digitally signed by SUBRAMANI LAM STHANU

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(V.S.S Mani)

Signature of the acquirer / seller / Authorised Signatory

Place: Mumbai Date: 27-08-2020 August 27, 2020

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai - 400 051.

To

BSE Limited

Corporate Relations Department,

1<sup>st</sup> Floor, New Trading Ring,

P. J. Towers, Dalal Street,

Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclosed herewith disclosure pursuant to the provisions of Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

(V. Krishnan)

Signature of the acquirer / seller / Authorised Signatory

## Disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Na	me of the Target Company (TC)	Just Dial Limited				
Name(s) of the <del>nequirer /</del> seller and Persons Acting in Concert (PAC) with the <del>nequirer /</del> seller		V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan				
	hether the <del>acquirer /</del> seller belongs to Promoter Promoter oup	Yes				
Na	ume(s) of the Stock Exchange(s) where the shares of TC : Listed		Exchange of Ir Stock Exchange	ndia Limited of India Limited		
De	etails of the <del>nequisition /</del> disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)		
	Before the <del>nequisition /</del> disposal under consideration, holding of :					
a)	Shares carrying voting rights					
	V.S.S Mani Anita Mani V. Krishnan Ramani Iyer Eshwary Krishnan	1,94,72,804 11,60,760 98,374 3,83,163 2,02,228	30.00% 1.79% 0.15% 0.59% 0.31%	30.00% 1.79% 0.15% 0.59% 0.31%		
b)	Shares in the nature of encumbrance (pledge/ lien/ non- disposal undertaking/ others)					
	V. Krishnan	3,74,720	0.58%	0.58%		
c)	Voting rights (VR) otherwise than by shares	NIL	NIL	NIL		
d)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL		
e)	Total (a+b+c+d)	2,16,92,049	33.42%	33,42%		

	Details of nequisition/sale		-	
a)	Shares carrying voting rights acquired/sold			
	V.S.S Mani	12,11,463	1.87%	1.87%
	Anita Mani	72,214	0.11%	0.11%
	V. Krishnan	22,611	0.03%	0.03%
	Ramani Iyer	23,838	0.04%	0.04%
	Eshwary Krishnan	12,581	0.02%	0.02%
b)	VRs acquired /sold otherwise than by shares	NIL	NIL.	NII
c)	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting	NIL	NIL	NII
	rights in the TC (specify holding in each category) acquired/sold			
d)	Shares encumbered / invoked/released by the acquirer	NIL	NIL	NII
e)	Total (a+b+c+/-d)	13,42,707	2.07%	2.07%
	After the nequisition/sale, holding of:			
a)	Shares carrying voting rights			
	V.S.S Mani	1,82,61,341	29.56%	29.56%
	Anita Mani	10,88,546	1.76%	1.76%
	V. Krishnan	75,763	0.12%	0.12%
	Ramani Iyer	3,59,325	0.58%	0.58%
	Eshwary Krishnan	1,89,647	0.31%	0.31%
b)	Shares encumbered with the acquirer	3,74,720	0.61%	0.61%
c)	VRs otherwise than by shares	NIL	NIL	NII
	Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NII
e)	Total (a+b+c+d)	2,03,49,342	32.95%	32.95%
publ	le of acquisition / sale (e.g. open market / off-market / ic issue / rights issue / preferential allotment / inter-seafer etc).	Tender of equity by TC for extingu Offer by TC.	shares and accept uishment under B	ance thereof uy-back
Dat	e of acquisition / sale of shares / VR or date of receipt of mation of allotment of shares, whichever is applicable	25.08.2020		
	nity share capital / total voting capital of the TC before the	Rs. 64,90,97,280/ Equity Shares of		19,09,728

Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs. 61.76,68,710 - divided into 6,17,66,871 Equity Shares of Rs. 10 - each
Total diluted share/voting capital of the TC after the said acquisition	Rs. 61,76,68,710'- divided into 6,17,66,871 Equity Shares of Rs. 10'- each

- (\*) Total share capital / voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (\*\*) Diluted share / voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities / warrants into equity shares of the TC.

(V. Krishnan)

Signature of the acquirer / seller / Authorised Signatory

Place: Noida Date: 27-08-2020 May 28, 2020

To
Just Dial Limited
Palm Court, Building M,
501/B, 5<sup>th</sup> Floor, New Link Road,
Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400 064.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

To
Metropolitan Stock Exchange of India Limited

4th Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure of Shareholding in Just Dial Limited as on 31.03.2020

Ref: Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclose herewith my disclosure pursuant to the provisions of Regulation 30(1) and 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended on 31<sup>st</sup> March, 2020.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

# Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

#### Part -A- Details of Shareholding

1	Name of the Target Company (TC)	Just Dial Limited		
2	Name(s) of the stock exchange(s) where the shares of the TC are listed	BSE Limited National Stock Exchange of India Limited Metropolitan Stock Exchange of India Limited		
3	Particulars of the shareholder(s):			
а	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.			
	Or	<ul> <li>V. Krishna</li> <li>V. S. S. Ma</li> <li>Ramani Iye</li> </ul>	ni	
b	Name(s) of promoter(s), member of the promoter group and PAC with him.			
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w. r. t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)
	As of March 31, 2020 holding of:			
(a)	Shares			
	V. Krishnan	4,82,444	0.74	0.74
	V. S. S. Mani	1,94,72,804	30.00	30.00
	Ramani lyer	3,83,163	0.59	0.59
	Anita Mani	11,60,760	1.79	1.79
	Eshwary Krishnan	2,02,228	0.31	0.31
(b)	Voting Rights (otherwise than by shares)		1 - 10	
(c)	Warrants			
(d)	Convertible Securities	1 5		
(e)	Any other instrument that would entitle the holder to receive shares in the TC	•		
	Total	2,17,01,399	33.44	33.44

Part-B\*\*
Name of the Target Company: Just Dial Limited

Name(s) of the Person and Persons Acting in Concert (PAC) with the person	Whether the person belongs to Promoter/Promoter group	PAN of the person and PACs
V. Krishnan	Promoter	ADCPC5846M
V. S. S. Mani	Promoter	AFVPM2219M
Ramani Iyer	Promoter	AADPI8602D
Anita Mani	Promoter	AFVPM2217F
Eshwary Krishnan	Promoter Group	ALXPK0990P

Place: Noida

Date: May 28, 2020

#### Note:

- In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

May 28, 2020

To
BSE Limited
Corporate Relations Department,
1st Floor, New Trading Ring,
P. J. Towers, Dalal Street,
Mumbai - 400 001.

To
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra - Kurla Complex,
Bandra (East), Mumbai - 400 051.

To
Metropolitan Stock Exchange of India Limited
4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,
G-Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098.

Sub: Disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Dear Sir/Madam,

Pursuant to the provisions of Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I being a promoter of Just Dial Limited ("the Target Company"), hereby declare that as on March 31, 2020, I along with persons acting in concert, have not made any encumbrance of shares of the target Company, whether directly or indirectly, other than those which were already disclosed during the financial year 2019-2020.

Request you to take the same on your record.

Thanking you,

Yours faithfully

May 28, 2020

To

**Just Dial Limited** 

Palm Court, Building M, 501/B, 5<sup>th</sup> Floor, New Link Road, Beside Goregaon Sports Complex, Malad (West), Mumbai – 400 064. To

**National Stock Exchange of India Limited** 

Exchange Plaza, Plot No. C/1, G Block,

Bandra - Kurla Complex,

Bandra (East), Mumbai - 400 051.

To

**BSE Limited** 

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001.

To

Metropolitan Stock Exchange of India Limited

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62,

G-Block, Opp. Trident Hotel,

Bandra Kurla Complex,

Bandra (E), Mumbai – 400 098.

Sub: Disclosure of Shareholding in Just Dial Limited as on 31.03.2020

Ref: Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir,

Please find enclose herewith my disclosure pursuant to the provisions of Regulation 30(1) and 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 for the financial year ended on 31<sup>st</sup> March, 2020.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

VENKATACHAL
AM STHANU
SUBRAMANI
SUBRAMANI

Digitally signed by
VENKATACHALAM
STHANU SUBRAMANI
Date: 2020.05.28 12:58:22
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V. S. S. Mani

### Disclosures under Regulation 30(1) and 30(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

### Part -A- Details of Shareholding

1	Name of the Target Company (TC)	Just Dial Limited			
2	Name(s) of the stock exchange(s) where the shares of the TC are listed		change of India Limi ck Exchange of India		
3	Particulars of the shareholder(s):				
а	Name of person(s) together with Persons Acting in Concert (PAC) whose total holding (including that in the form of shares, warrants, convertible securities and any other instrument that would entitle the holder to receive shares in the TC) is more than 25% of the voting rights of the TC.				
b	Or  Name(s) of promoter(s), member of the promoter group and	<ul> <li>V. S. S. Ma</li> <li>V. Krishnar</li> <li>Ramani Iye</li> <li>Anita Man</li> </ul>	n er		
	PAC with him.	Eshwary Krishnan			
4	Particulars of the shareholding of person(s) mentioned at (3) above	Number of shares	% w. r. t. total share /voting capital wherever applicable	% of total diluted share/voting capital of TC (*)	
	As of March 31, 2020 holding of:				
(a)	Shares				
	V. S. S. Mani	1,94,72,804	30.00	30.00	
	V. Krishnan	4,82,444	0.74	0.74	
	Ramani Iyer	3,83,163	0.59	0.59	
	Anita Mani	11,60,760	1.79	1.79	
	Eshwary Krishnan	2,02,228	0.31	0.31	
(b)	Voting Rights (otherwise than by shares)		-	_	
(c)	Warrants	-	-		
(d)	Convertible Securities	-	-	-	
(e)	Any other instrument that would entitle the holder to receive shares in the TC	-	-	-	
	Total	2,17,01,399	33.44	33.44	

Part-B\*\*
Name of the Target Company: Just Dial Limited

Name(s) of the Person and Persons	Whether the person belongs to	PAN of the person and PACs
Acting in Concert (PAC) with the person	Promoter/Promoter group	
V. S. S. Mani	Promoter	AFVPM2219M
V. Krishnan	Promoter	ADCPC5846M
Ramani Iyer	Promoter	AADPI8602D
Anita Mani	Promoter	AFVPM2217F
Eshwary Krishnan	Promoter Group	ALXPK0990P

VENKATACHA Digitally signed by VENKATACHALAM LAM STHANU SUBRAMANI SUBRAMANI Date: 2020.05.28 12:59:12 ±05'30'

(V. S. S. Mani)

Place: Mumbai Date: May 28, 2020

#### Note:

- 1. In case of promoter(s) making disclosure under regulation 30(2), no additional disclosure under regulation 30(1) is required.
- (\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.
- (\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

To

#### **BSE Limited**

Corporate Relations Department, 1<sup>st</sup> Floor, New Trading Ring, P. J. Towers, Dalal Street, Mumbai - 400 001. Tο

**National Stock Exchange of India Limited** 

Exchange Plaza, Plot No. C/1, G Block,

Bandra - Kurla Complex,

Bandra (East), Mumbai - 400 051.

To

#### **Metropolitan Stock Exchange of India Limited**

4<sup>th</sup> Floor, Vibgyor Towers, Plot No C 62, G-Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098.

# <u>Sub: Disclosure under Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.</u>

Dear Sir/Madam,

Pursuant to the provisions of Regulation 31(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, I being a promoter of Just Dial Limited ("the Target Company"), hereby declare that as on March 31, 2020, I along with persons acting in concert, have not made any encumbrance of shares of the target Company, whether directly or indirectly, other than those which were already disclosed during the financial year 2019-2020.

Request you to take the same on your record.

Thanking you,

Yours faithfully,

VENKATACHA Digitally signed by VENKATACHALAM LAM STHANU STHANU STHANU SUBRAMANI Date: 2020.05.28 13:02:21 +05'30'

V. S. S. Mani