

January 20, 2020

To

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

Dear Sir/Madam,

**Sub.: Outcome of the Board Meeting**

Pursuant to Regulations 30 and 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that a meeting of the Board of Directors of Just Dial Limited was held on today i.e. January 20, 2020 and concluded at 8.00 P.M. The meeting *inter alia* transacted the following businesses:

1. Considered and approved the Unaudited Financial Results (Standalone and Consolidated) of the Company along with the Limited Review Report for the 3<sup>rd</sup> quarter and nine months ended December 31, 2019.
2. Considered and approved the allotment of 31,913 Equity Shares of face value of Rs.10/- each to certain employees of the Company pursuant to exercise by such employees of vested options granted to them under relevant Employee Stock Option Schemes of the Company.
3. Approved the updated Code of Conduct for Prevention of Insider Trading in line with amended provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The updated Code of Conduct for Prevention of Insider Trading is being uploaded on the website of the Company viz. [www.justdial.com](http://www.justdial.com).

4. Approved the proposal for acquisition of 100% equity shares of MYJD Private Limited at face value, thereby resulting in the entity becoming a wholly-owned subsidiary of the Company.

The details required under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR / CFD / CMD / 4 / 2015, dated September 09, 2015 is enclosed as **Annexure 1**.

**Just Dial Limited**

CIN NO: L74140MH1993PLC150054

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

Tel. : 022-28884060 / 39808795 • Fax : 022-28893789

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

☎ 88888-88888 | [www.justdial.com](http://www.justdial.com)

We request you to take the same on record.

Thanking You,

Yours truly,

**For Just Dial Limited**

*Manan Udani*

**Manan Udani  
Company Secretary**



**Encl: As above**

## Annexure 1

Details required under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015

| Sl. No. | Particulars  | Details  |
|---------|--|--|
| 1.      | Name of the target entity, details in brief such as size, turnover etc.;   | <p>MYJD Private Limited is a Private Limited Company incorporated under the provisions of Companies Act, 2013 having its Registered Office in Mumbai.</p> <p><b>Capital Details:</b><br/>                     Authorized Share Capital: Rs. 5,00,000/- (50,000 Equity Shares of Rs. 10/- each)<br/><br/>                     Paid-up Share Capital: Rs. 1,000/- (100 Equity Shares of Rs. 10/- each)</p> <p><b>Turnover:</b> Nil (yet to commence business operations)</p> |
| 2.      | Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arms length"; | <p>Yes, the proposed acquisition would fall within related party transaction(s).</p> <p>Mr. V.S.S. Mani &amp; Mrs. Anita Mani, Directors and Promoters of our Company are also Directors and Promoters of MYJD Private Limited holding 100% equity shares and the proposed acquisition shall be done by way of purchasing the said equity shares from Mr. V.S.S. Mani &amp; Mrs. Anita Mani.</p> <p>The transaction shall be done at "Arm's Length".</p>                   |
| 3.      | Industry to which the entity being acquired belongs;   | Internet enabled Services  |
| 4.      | Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is   | The Company proposes to acquire shares at face value from existing shareholders of MYJD Private  |

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|     | outside the main line of business of the listed entity);  | Limited (not having any operations so far), thereby, resulting in the entity becoming a wholly-owned subsidiary of the Company. The Company intends to offer a wide array of internet enabled services to users and businesses in India and abroad via this subsidiary in future.  |
| 5.  | Brief details of any governmental or regulatory approvals required for the acquisition;   | Not Applicable   |
| 6.  | Indicative time period for completion of the acquisition;   | Transaction is expected to be completed on or before March 31, 2020.   |
| 7.  | Nature of consideration - whether cash consideration or share swap and details of the same;   | Cash Consideration   |
| 8.  | Cost of acquisition or the price at which the shares are acquired;  | Rs. 1,000/- (100 equity shares of Rs.10/- each).   |
| 9.  | Percentage of shareholding / control acquired and / or number of shares acquired;   | 100%   |
| 10. | Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief); | <p><b><u>Products/line of Business:</u></b></p> <p>Internet enabled Services</p> <p><b><u>Date of Incorporation:</u></b></p> <p>6<sup>th</sup> April, 2018</p> <p><b><u>Turnover of last three Years:</u></b></p> <p>Nil (Since Incorporation)</p> <p><b><u>Country in which MYJD Private Limited has presence:</u></b></p> <p>India</p> |

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