

July 21, 2021

To

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

Sub.: Notice of the Extra–Ordinary General Meeting ('EGM')

Further to the letter dated July 13, 2021 and July 16, 2021, we hereby inform you that the Extra-Ordinary General Meeting ('**EGM**') of the members of the Company is scheduled to be held on Friday, August 13, 2021 at 11.30 a.m. (IST) through Video Conference/Other Audio-Visual Means to transact the special businesses set out in the notice of the EGM dated July 16, 2021, in compliance with the applicable provisions of Companies Act, 2013 and rules made thereunder ("the **Act**"), the General Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No 22/2020 dated June 15, 2020, Circular No 33/2020 dated September 28, 2020, and Circular No. 10/2021 dated June 23, 2021, and any updates thereto (referred as "**MCA Circulars**") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and SEBI vide circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and any update thereto ("**SEBI Circulars**").

Pursuant to provisions of section 101 of the Act and MCA Circulars and SEBI Circulars, the notice of the EGM dated July 16, 2021 has been sent by e-mail to all those members whose names appear in the register of members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agents or the Depository Participants(s) as on Friday, July 16, 2021.

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

The Notice of EGM, together with Explanatory Statement are also available on the website of the Company at <https://www.justdial.com/cms/investor-relations/downloads>.

Just Dial Limited

CIN: L74140MH1993PLC150054

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

Tel. : 022-28884060 / 66976666 • Fax : 022-28823789

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

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

Please take the same on record.

Thanking You,

Yours truly,

For Just Dial Limited

**Manan Udani
Company Secretary**

Encl: as above

Annexure 1

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

Sr. No.	Resolution Description	Manner of approval Proposed
Special Business		
1.	To re-appoint Mr. V. S. S. Mani (DIN: 00202052), as a Managing Director and Chief Executive Officer of the Company	Ordinary Resolution
2.	To approve the related party transaction for Mr. V. Krishnan holding office of profit as a Group President of the Company	Ordinary Resolution
3.	Issue of Equity Shares on a Preferential Issue/Private Placement Basis to Reliance Retail Ventures Limited	Special Resolution



JUST DIAL LIMITED

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

Tel: +91-22-28884060; **Fax:** +91-22-28893789;

Website: www.justdial.com; **E-mail:** investors@justdial.com

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the members of **JUST DIAL LIMITED** (“Company”) will be held on Friday, August 13, 2021 at 11.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) facility, to transact the following **SPECIAL BUSINESSES**:

1. **To re-appoint Mr. V. S. S. Mani (DIN: 00202052), as a Managing Director and Chief Executive Officer of the Company and in this regard to consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (“the Act”), if any and rules made thereunder read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and Articles of Association of the Company, Mr. V. S. S. Mani (DIN: 00202052), who was appointed as Managing Director of the Company (designated as “Managing Director and Chief Executive Officer”) at the 22nd Annual General Meeting of the Company for a period of 5 years and whose term of office expires on July 31, 2021 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as Managing Director of the Company (designated as “Managing Director and Chief Executive Officer”), based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, for a period of 5 (Five) years with effect from August 1, 2021 to July 31, 2026, on the terms and conditions and the remuneration payable w.e.f. August 1, 2021 as follows:

I. Remuneration:

- a) Monthly Fixed Salary of INR 25,00,000 p.m.
- b) Performance Incentives: Performance incentives on monthly / quarterly / bi-annually / annual basis based on the performance parameters and annual bonus as may be decided by the Board of Directors or any committee thereof.
- c) Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
- d) Personal Accident Insurance: Personal Accident Insurance as per the policy of the Company.
- e) Gratuity: As per rules of the Company.
- f) Privilege Leaves: As per rules of the Company.
- g) Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
- h) Company’s contribution towards Provident Fund as per the rules of the Company.
- i) Chauffeur driven car for use on Company’s business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.

- II. The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees and as amended from time to time by Board of Directors or Committee, within the overall limits prescribed under Section 197 and 198 of the Act and / or such other limits as may be prescribed from time to time and other relevant provisions of the Act.
- III. Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director, the Company does not have profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits, perquisites, allowances, bonus / performance linked incentives and long-term incentives as approved by the Board of Directors in compliance with provisions of the Act and / or Listing Regulations and the same shall be treated as the minimum remuneration payable to the Managing Director of the Company.
- IV. The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
- V. The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.
- VI. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company in future without the requisite prior approval.
- VII. During the remaining tenure of his office as Managing Director, he shall not be liable to retire by rotation.
- VIII. The Managing Director shall devote the whole of his working time, attention and skill to the duties and responsibilities of his office and shall faithfully, efficiently, competently and diligently perform such duties and responsibilities, and exercise such powers as may from time to time be assigned to or vested in him and shall comply with all reasonable and lawful directions given to him by or under the authority of the Board of Directors and use his best endeavours to promote and extend the Business and to protect and further the interests and reputation of the Group Companies.
- IX. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
- X. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- XI. The Managing Director satisfies all the conditions set out in Part-I of Schedule V to the Act and also the conditions set out under sub-section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.
- XII. The Managing Director shall be bound by non-compete and non-solicitation obligation as detailed in the Shareholders' Agreement dated July 16, 2021 entered into between *inter alia* the Company, Mr. V. S. S. Mani and Reliance Retail Ventures Limited. The Company shall also execute an employment agreement with Mr. V. S. S. Mani in relation to the re-appointment as per the terms the abovementioned terms.

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

2. **To approve the related party transaction for Mr. V. Krishnan holding office of profit as a Group President of the Company and in this regard to consider and if deemed fit, to pass, the following resolution as an ORDINARY RESOLUTION**

“**RESOLVED THAT** pursuant to the provisions of section 188 (1)(f) of the Companies Act, 2013 (“the Act”), read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act and rules made thereunder and in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to recommendations of Nomination and Remuneration Committee, Audit Committee and Board of Directors, consent of the members of the Company, be and is hereby accorded to the holding of office or place of profit by Mr. V. Krishnan, a related party (brother of Mr. V.S.S Mani, Managing Director and Chief Executive Officer of the Company), as Group President of the Company w.e.f. August 1, 2021, on such terms and conditions including remuneration as follows:

I. Remuneration:

- a) Monthly Fixed Salary of INR 25,00,000 p.m.
- b) Performance Incentives: Performance incentives on monthly / quarterly / bi-annually / annual basis based on the performance parameters and annual bonus as per the policy of the Company.
- c) Perquisites: Perquisites in accordance with the rules of the Company.
- d) Personal Accident Insurance: Personal Accident Insurance as per the policy of the Company.
- e) Gratuity: As per rules of the Company.
- f) Privilege Leaves: As per rules of the Company.
- g) Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
- h) Company’s contribution towards Provident Fund as per the rules of the Company.
- i) Chauffeur driven car for use on Company’s business and telephone at residence will not be considered as perquisites. Personal long distance calls and use of car for private purpose shall be billed by the Company.
- j) Such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees.

II. Other Conditions:

The Group President shall be bound by non-compete and non-solicitation obligation to be detailed out in the employment agreement to be executed between the Company and the Group President.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to vary, alter and modify the terms and conditions mentioned hereinabove from time to time, subject to compliance with relevant provisions of the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

3. **Issue of Equity Shares on a Preferential Issue/Private Placement Basis to Reliance Retail Ventures Limited and in this regard to consider and if deemed fit, to pass, the following resolution as a SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) (the “Act”), the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time (“**SEBI ICDR Regulations**”); the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements)

Regulations, 2015 as amended from time to time ("**Listing Regulations**") and any other rules/regulations/guidelines, if any, prescribed by the Securities and Exchange Board of India ("**SEBI**"), Reserve Bank of India ("**RBI**"), stock exchanges where the shares of the Company are listed ("**Stock Exchanges**") and/or any other statutory/regulatory authority and the provisions of the memorandum and articles of association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution) and subject to the completion of the conditions precedent under the share subscription agreement dated July 16, 2021 executed between the Company, Mr. Venkatachalam Sthanu Subramani ("**Current Promoter 1**"), Mrs. Anita Mani ("**Current Promoter 2**") and Reliance Retail Ventures Limited ("**Acquirer**") ("**SSA**"), the consent of the members of the Company ("**Members**") be and is hereby accorded to create, offer, issue and allot on preferential issue and private placement basis and in one or more tranches, for cash up to 2,11,77,636 (Two Crores Eleven Lakhs Seventy Seven Thousand Six Hundred and Thirty six) equity shares of the Company of face value of INR 10 (Indian Rupees Ten only) each ("**Equity Shares**"), at a price of INR 1,022.25 (Indian Rupees One Thousand Twenty Two and paise Twenty Five only) per Equity Share which includes a premium of INR 1,012.25 (Indian Rupees One Thousand Twelve and paise Twenty Five Only) per Equity Share, aggregating up to approximately INR 2,164,88,38,401 Crores (Indian Rupees Two Thousand One Hundred Sixty Four Crores Eighty Eight Lakhs Thirty Eight Thousand Four Hundred and One only) to Reliance Retail Ventures Limited ("**Proposed Allottee**"), who does not belong to the promoter and promoter group of the Company, on such other terms and conditions as set out herein and in the SSA and on such other terms and conditions, as the Board may in its absolute discretion agree with Acquirer, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act.

RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the "**Relevant Date**" for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above is July 14, 2021, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the name and address of the Proposed Allottee and issue a private placement offer cum application letter in Form No. PAS-4, to the Proposed Allottee inviting it to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue and allotment of the Equity Shares to the Proposed Allottee shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) Equity Shares to be issued and allotted pursuant to this resolution shall be listed and traded on the BSE Limited, the National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- (b) The Equity Shares allotted to the Proposed Allottee shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights);
- (c) The Proposed Allottee shall be required to bring in the entire consideration for the Equity Shares to be allotted to the Proposed Allottee, on or before the date of allotment thereof;
- (d) No partly paid-up Equity Shares shall be issued/allotted;
- (e) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account(s) of the Proposed Allottee;
- (f) The Equity Shares shall be allotted within the timeline prescribed under Regulation 170 of SEBI ICDR Regulations;
- (g) Allotment of Equity Shares shall only be made in dematerialized form; and
- (h) The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity Shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including for the issue of private placement letter of offer, allotment of shares, making of application(s) to Stock Exchange(s) for obtaining in-principle approval, allotment and listing of the Equity Shares, filing of requisite documents with the registrar of companies, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required and effecting any modifications, changes, variations, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors of the Company (“**Committees**”), any other director(s) of the Company, and/or officer(s) of the Company.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors

Manan Udani
Company Secretary

Place: Mumbai

Date: July 16, 2021

Registered office:

Just Dial Limited

CIN: L74140MH1993PLC150054

Palm Court, Building M,

501/B, 5th Floor, New Link Road,

Besides Goregaon Sports Complex,

Malad (West), Mumbai – 400 064.

Website: www.justdial.com

Email: investors@justdial.com

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**") read with Secretarial Standard on General Meetings ("**SS-2**") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") setting out the material facts concerning each item of Special Businesses (being considered unavoidable by the Board of Directors) to be transacted at the Extra-ordinary General Meeting ("**EGM**") is annexed hereto and forms part of this Notice. Information of the director proposed to be re-appointed at the Meeting as required under Regulation 36(3) of the Listing Regulations and SS-2 is also provided in Annexure to this Notice.
2. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and June 23, 2021 respectively, issued by the Ministry of Corporate Affairs (hereinafter collectively referred as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("**SEBI Circulars**") and in compliance with the provisions of the Act and the Listing Regulations, the Extra-ordinary General Meeting ("**e-EGM**" or "**EGM**" or "**Meeting**") of the Company convened is being conducted through Video Conferencing ("**VC**") / other Audio Visual Means ("**OAVM**") facility, which does not require physical presence of the members of the Company ("**Members**") at a common venue. The deemed venue for the EGM shall be the registered office of the Company.
3. Pursuant to the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and SS-2, Companies can serve notice and other communications through electronic mode to those members who have registered their e-mail ids either with the Company or with the depository. Accordingly, in terms of aforesaid provisions of the MCA Circulars and SEBI Circulars, electronic copy of the EGM and other documents required to be attached therewith, is being sent by e-mail to all those Members whose names appear in the Register of Members and whose e-mail addresses are registered with the Company or the Registrar and Share Transfer Agents of the Company ("**Registrar and Share Transfer Agents**") or the Depository Participant(s) as on Friday, July 16, 2021 and no physical copy of the Notice is being sent by the Company to any Members. The Notice is also being hosted on the website of the Company at www.justdial.com and will also be available on the website of KFin Technologies Private Limited ("**KFintech**"), its Registrar and Share Transfer Agents at <https://evoting.kfintech.com> and on the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
4. Members who have not registered their e-mail addresses are once again requested to register the same for receiving the notices, annual reports and other documents/communications through electronic mode, in respect of shares held in electronic form with the depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agents, KFin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana - 500 032.

Further, in terms of MCA Circulars, the Company has made special arrangements with KFintech for temporary registration of email addresses. Therefore, the members of the Company, who have not registered their email addresses are requested to get their email addresses registered temporarily by following the link given in instruction part of this Notice. Accordingly, the Company shall send the Notice to such members whose e-mail ids get registered along with the User ID and the Password to enable e-voting. Members may further note that pursuant to MCA Circulars, the Company has enabled a process of temporary e-mail id registration for the limited purpose of receiving the Notice of the EGM (including remote e-voting instructions) electronically.
5. The Company has enabled the Members to participate at the EGM through the VC / OAVM facility provided by KFintech, Registrar and Share Transfer Agents. The instructions for participation at the EGM through VC / OAVM by Members are given in Instructions part of this Notice.
6. As per the provisions under the MCA Circulars, Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and applicable provisions of the

Listing Regulations, the Company has engaged the services of KFintech, Registrar and Share Transfer Agents to provide the facility of voting through electronic means to the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting.

8. The Company shall be providing the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system (“**Insta Poll**”) during the EGM. The process of remote e-voting with necessary user id and password is given in the Instructions part of this Notice. Such remote e-voting facility is in addition to voting that will take place at the EGM being held through VC / OAVM.
9. In terms of MCA Circulars, the businesses set out in this Notice will be transacted by the members only through remote e-voting or through the e-voting system (“**Insta Poll**”) while participating through VC / OAVM facility.
10. Members joining the meeting through VC / OAVM, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting system (“**Insta Poll**”) at the EGM. The Members who have cast their vote by remote e-voting prior to the EGM may also join the EGM through VC / OAVM but shall not be entitled to cast their vote again. If a Member casts votes by both modes i.e. e-voting system (“**Insta Poll**”) at EGM and remote e-voting, voting done through remote e-voting shall prevail and voting done at the EGM shall be treated as invalid.
11. Voting rights of the members (for voting through remote e-voting or e-voting system (“**Insta Poll**”) at the Meeting) shall be in proportion to shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 6, 2021. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners (as at the end of the business hours) maintained by the depositories, as on the cut-off date, shall only be entitled to avail the facility of remote e-voting or e-voting system (“**Insta Poll**”) at the Meeting.
12. Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and such proxy need not be a member of the Company. Since the EGM is being held through VC / OAVM as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorized representative(s), to the Company at investors@justdial.com with a copy to evoting@kfintech.com and/or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name_ EVENT NO”. Institutional Investors are encouraged to attend and vote at the EGM through VC/OAVM.
14. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
15. Due to the Covid-19 pandemic and/or state-wide lockdown, all the relevant documents referred to in the Notice and explanatory statement will be made available for inspection by the members through electronic mode upto the date of EGM and at the EGM or a member may write to the Company at investors@justdial.com requesting for relevant documents. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.
16. Regulation 40 of the Listing Regulations, as amended, provides that from April 1, 2019, transfer of securities would not be processed unless the securities are held in the dematerialized form with depositories. In view of the same, now the shares cannot be transferred in the physical mode. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in the corporate actions. Members can contact KFintech, Registrar and Share Transfer Agents for assistance in this regard. However, members can continue to make request for transmission or transposition of securities held in physical form.

17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agents or the concerned Depository Participant, as the case may be:-
 - a. Change in their residential status on return to India for permanent settlement;
 - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
18. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
20. Members holding shares in single name and physical form can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in to KFin Technologies Private Limited, Registrar and Share Transfer Agents at Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032 or call on 040-6716-2222 or Toll Free no.: 1800-345-4001 or Email on einward.ris@kfintech.com. Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
21. Voting through electronic means:

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Friday, August 6, 2021 (as at the end of the business hours) being the cut-off date for the purpose of Rule 20(4)(vii) of the said rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by KFintech from a place other than the venue of the Meeting (remote e-voting).
22. The remote e-voting facility will be available during the following period:
23. Commencement of remote e-voting: From 9.00 a.m. (IST) on Monday, August 9, 2021 and end of remote e-voting: Up to 5.00 p.m. (IST) on Thursday, August 12, 2021.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of aforesaid period.
24. The Board of Directors has appointed Mr. Vijay Kondalkar, failing him, Mr. Manish Rajnarayan Gupta, partners of M/s VKMG & Associates LLP, Practicing Company Secretaries as the “**Scrutinizer**” for the purpose of scrutinizing the process of remote e- voting and e-voting system (“**Insta Poll**”) at the Meeting in a fair and transparent manner.
25. The Scrutinizer shall after the conclusion of voting at the general meeting, count the votes cast at the meeting through e- voting (“**Insta Poll**”) and votes cast through remote e-voting and shall make, not later than 48 hours of the conclusion of the EGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
26. The results declared along with the report of the scrutinizer shall be placed on the Company’s website at www.justdial.com and on the website of KFintech immediately after the declaration of the results and simultaneously communicated to the Stock Exchanges, where the shares of the Company are listed. Considering the Covid-19 pandemic and resultant restrictions/lockdowns introduced by state governments and statutory, regulatory and other administrative authorities, only in the event that the situation normalizes, the result will be displayed on the notice board of the Company at its Registered Office.

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

E-voting and E-EGM Instructions:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
- ii. However, in pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the **individual demat account holders**, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- iii. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
- iv. The remote e-Voting period commences at 9.00 AM IST on Monday, August 9, 2021 and ends at 5.00 PM IST on Thursday, August 12, 2021. The remote e-voting module shall be disabled for voting thereafter.
- v. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, August 6, 2021.
- vi. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she is already registered with KFintech for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.
- vii. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.”
- viii. The details of the process and manner for remote e-Voting and e-EGM are explained herein below:
 - Step 1** : Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.
 - Step 2** : Access to KFintech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.
 - Step 3** : Access to join virtual meetings (e-EGM) of the Company on KFin system to participate e-EGM and vote at the EGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi/ Easiest <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 3. Alternatively, by directly accessing the e-Voting website of CDSL <ol style="list-style-type: none"> I. Visit URL: www.cdslindia.com II. Provide your demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number.-In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Just Dial Limited- EGM’ and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the EGM through VC / OAVM on its behalf and to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Company at investors@justdial.com with a copy marked to evoting@kfintech.com and/or access the link <https://evoting.kfintech.com> to upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_ Even No."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of EGM and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Notice of EGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFintech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of EGM and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

- III) **Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the EGM of the Company through VC/OAVM and e-Voting during the meeting.**
- i. Member will be provided with a facility to attend the EGM through VC / OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining EGM though VC/ OAVM shall open atleast 15 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
 - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/

Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. As the EGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the EGM, Members are encouraged to express their views / send their queries/questions if any pertaining to the business covered under the Notice in advance at least seven day before the meeting by mentioning their name, demat account number / folio number, email id, mobile number at investors@justdial.com so that the answers of the same may be replied suitably by the Company or may be made readily available at the meeting.
- vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system “insta poll” available during the EGM. E-voting during the EGM is integrated with the VC / OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vii. A Member can opt for only single mode of voting i.e., through Remote e-voting or e-voting “insta poll” at the EGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.
- viii. Facility of joining the EGM through VC / OAVM shall be available for atleast 2000 members on first come first served basis. This will not include large shareholders (holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairpersons of the audit committee, nomination and remuneration committee and stakeholders relationship committee, auditors etc. who are allowed to attend the EGM without restriction on account of first come first serve basis.
- ix. Institutional Members are encouraged to attend and vote at the EGM through VC / OAVM.

OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the EGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfintech. On successful login, select ‘Speaker Registration’ which will open during the remote e-voting period from Monday, August 9, 2021 (9.00 a.m. IST) to Thursday, August 12, 2021 (5.00 p.m. IST). Members shall be provided a ‘queue number’ before the meeting. The Company reserves the right to restrict the speakers at the EGM to only those Members who have registered themselves, depending on the availability of time for the EGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select ‘Post Your Question’ option which will be opened during the remote e-voting period and shall be closed 24 hours before the time fixed for the EGM.
- III. Members holding shares in physical form or who have not registered their e-mail addresses and in case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Ms. Krishna Priya Maddula, Senior Manager – Registrar in Securities (Unit: Just Dial Limited) of KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli Financial District, Nanakramguda, Hyderabad, Telangana - 500032 or email at priya.maddula@kfintech.com or at einward.ris@kfintech.com and evoting@kfintech.com or phone no. 040-67162222 or call Kfintech’s toll free No.1800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, August 6, 2021, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send

SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click “Forgot Password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Members who may require any technical assistance or support before or during the EGM are requested to contact KFintech at toll free number 1800-309-4001 or write to them at evoting@kfintech.com.
- VI. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- VII. The results of the electronic voting shall be declared to the Stock Exchanges after the EGM. The results along with the Scrutinizer’s Report, shall also be placed on the website of the Company.

ANNEXURE TO THE NOTICE

Details of the Director seeking re-appointment in the Extra-Ordinary General Meeting

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

Name of the Director	Mr. V.S.S. Mani
DIN	00202052
Age	55 Years
Date of First Appointment on the Board	Since inception
Qualification	Discontinued B.Com.
Brief Resume, Experience and Expertise in Functional Area	V.S.S. Mani is the founder, Managing Director and Chief Executive Officer of the Company and has been associated with the Company since its incorporation. He is having 33 years of experience in the field of media and local search services. He is visionary and an experienced management professional. He has successfully scripted Just Dial’s growth story and is continuously engaged in exploring the next innovation to drive the Company’s business.
Number of Meetings of the Board attended during the Financial year 2020-2021 and from April 1, 2021 to till date	5 (Five) Board Meetings were attended by him during the Financial Year 2020-21 and 2 (Two) Board Meetings were attended by him from April 1, 2021 to till date
Remuneration Last Drawn	INR 2.96 Crores during the Financial Year 2020-21.
Remuneration sought to be paid	Please refer the resolution set forth in Item No. 1 of this EGM Notice.
List of Other Companies/Body corporates in which Directorships Held	<ol style="list-style-type: none"> 1. Just Dial Global Private Limited 2. MYJD Private Limited 3. Just Dial Inc., USA 4. JD International Pte. Ltd., Singapore
Membership(s)/ Chairmanship(s) of the committees of the Board other than Just Dial Limited	Nil
Shareholding in the Company	1,92,51,190 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. V. Krishnan is brother of Mr. V.S.S. Mani and Mrs. Anita Mani is wife of Mr. V.S.S. Mani.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice dated July 16, 2021 and shall be taken as forming part of the Notice.

ITEM NO. 1

Mr. V.S.S Mani (DIN: 00202052) was appointed as Managing Director & Chief Executive Officer of the Company by the shareholders of the Company at the 22nd Annual General Meeting held on September 30, 2016, for a period of five years with effect from August 1, 2016 and whose term of office is going to expire on July 31, 2021.

V.S.S. Mani is the founder, Managing Director and Chief Executive Officer of the Company and has been associated with the Company since its incorporation. He is aged about 55 years and is having 33 years of experience in the field of media and local search services. He is visionary and an experienced management professional. He has successfully scripted Just Dial's growth story and is continuously engaged in exploring the next innovation to drive the Company's business.

Looking at the performance evaluation report of Mr. V.S.S Mani as a Managing Director & Chief Executive Officer and as a member of the Board and/or Committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. V.S.S Mani as a Managing Director and Chief Executive Officer for a further period of 5 years effective from August 1, 2021 to July 31, 2026 on such terms and conditions including remuneration as stated in the resolution set forth in Item No. 1 of the Notice, which has been approved by the Nomination and Remuneration Committee and Board of Directors at their respective meetings held on July 16, 2021. Further, the Company has, in terms of Section 160(1) of the Companies Act, 2013 (the "Act") received a notice in writing from a member proposing the candidature of Mr. V.S.S Mani for the office of Managing Director and Chief Executive Officer.

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

In terms of Sections 196, 197, 198, 203 and other applicable provisions of the Act, read with Schedule V of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the re-appointment of Mr. V.S.S Mani for a further period of 5 (five) years effective from August 1, 2021 to July 31, 2026 is being placed before the Shareholders at EGM for their approval by way of an Ordinary resolution.

Due to the Covid-19 pandemic and/or state-wide lockdown, all the relevant documents including terms of appointment/remuneration will be made available for inspection by the members through electronic mode upto the date of EGM and at the EGM or a member may write to the Company at investors@justdial.com requesting for said documents. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

The relevant details as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings pertaining to re-appointment of Mr. V.S.S Mani is annexed in Annexure to this Notice.

Mr. V.S.S Mani, being an appointee and his relatives including Mr. V. Krishnan, Ms. Anita Mani, Mr. Ramani Iyer, Ms. Eshwary Krishnan and Ms. Manasi Iyer, being Directors and/or members of the Promoter Group, are interested in the resolution set forth in Item No. 1, to the extent of their shareholding in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 1, as an **Ordinary Resolution** for the approval of the members.

ITEM NO. 2

The current tenure of Mr. V. Krishnan (DIN: 00034473) as Whole-time Director of the Company is expiring on July 31, 2021 and he has conveyed his desire not to be re-appointed as Whole-time Director of the Company. Accordingly, his tenure as a Whole-time Director of the Company shall end on July 31, 2021. He has also tendered his resignation from the Directorship of the Company w.e.f. the close of business hours of July 31, 2021.

Considering his background, experience with the Company for 28 years, expertise, the Company proposes to engage him as a Group President of the Company w.e.f. August 01, 2021. Accordingly, the Board hereby recommends to the shareholders the appointment of Mr. V. Krishnan, a related party (brother of Mr. V.S.S Mani, Managing Director and Chief Executive Officer of the Company), to hold office or place of profit, as a Group President of the Company w.e.f. August 01, 2021 on such terms and conditions including remuneration as stated in the resolution set forth in Item No. 2 of the Notice, which has been approved by the Nomination and Remuneration Committee, Audit Committee and Board of Directors at their meeting held on July 16, 2021

The particulars of the transaction pursuant to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the Related Party	Mr. V. Krishnan
Name of the Director or Key Managerial Personnel who is related	Key Managerial Personnel: Mr. V.S.S Mani - Managing Director and Chief Executive Officer and Mrs. Anita Mani, Director of the Company.
Nature of Relationship	Mr. V. Krishnan is a brother of Mr. V. S. S Mani and Mrs. Anita Mani is wife of Mr. V.S.S Mani
Nature, Material terms, monetary value and particulars of the contract or arrangement	Appointment as a Group President of the Company at a Monthly fixed salary of INR 25,00,000 and such other terms and conditions as detailed in resolution set forth in Item No. 2 of the Notice.
Any other information relevant or important for the members to take a decision on the proposed resolution	None

In view of the provisions of section 188(1)(f) of the Companies Act, 2013 read with rules made thereunder, appointment of Mr. V. Krishnan as a Group President of the Company being a related party transaction and exceeding the limits specified in the said rules for the monthly remuneration for appointment to an office or place of profit, approval of members is being sought by way of an ordinary resolution as set out in Item No. 2 of the Notice.

Due to the Covid-19 pandemic and/or state-wide lockdown, all the relevant documents including terms of appointment will be made available for inspection by the members through electronic mode upto the date of EGM and at the EGM or a member may write to the Company at investors@justdial.com requesting for said documents. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

Mr. V. Krishnan, being an appointee and his relatives including Mr. V.S.S Mani, Ms. Anita Mani Mr. Ramani Iyer, Ms. Eshwary Krishnan and Ms. Manasi Iyer, being Directors and/or members of the Promoter Group, are interested in the resolution set forth in Item No. 2, to the extent of their shareholding in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in Item No. 2, as an **Ordinary Resolution** for the approval of the members.

ITEM NO. 3

Issue of Equity Shares on a Preferential Issue/Private Placement Basis to Reliance Retail Ventures Limited:

The Board of Directors at their meeting held on Friday, July 16, 2021 considered a capital raising proposal for the Company on preferential issue/private placement basis to raise funds for funding capital expenditure, working capital requirements, acquisition of shares, assets or business of the Company, and for general corporate purposes to augment the business of the Company. The proceeds of the preferential allotment will help drive growth and expansion of Company into a comprehensive local listing and commerce platform.

Accordingly, with the aforesaid objective in view, the Board considered an issue of Equity Shares to Reliance Retail Ventures Limited (the "**Proposed Allottee**"), at the aforementioned meeting, in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended from time to time ("**SEBI ICDR Regulations**") for an aggregate amount not exceeding INR 2164,88,38,401 (Indian Rupees Two Thousand One Hundred Sixty Four Crores Eighty Eight Lakhs Thirty Eight Thousand Four Hundred and One only) to Reliance Retail Ventures Limited as a preferential issue in terms of Chapter V of the SEBI (ICDR) Regulations.

Pursuant to the above, the Company, Mr. Venkatachalam Sthanu Subramani (“**Current Promoter 1**”), Mrs. Anita Mani (“**Current Promoter 2**”) and Reliance Retail Ventures Limited (“**Acquirer**”), the Proposed Allottee entered into the share subscription agreement dated July 16, 2021 (“**SSA**”). Simultaneously with the execution of the SSA, the Company, Mr. Venkatachalam Sthanu Subramani (“**Current Promoter 1**”), Mrs. Anita Mani (“**Current Promoter 2**”) Mr. V. Krishnan (“**VK Promoter 1**”), Mrs. Eshwary Krishnan (“**VK Promoter 2**”) and Reliance Retail Ventures Limited (“**Acquirer**”), the Proposed Allottee also executed the shareholders’ agreement dated July 16, 2021 (“**SHA**”).

Pursuant to the execution of the SSA, SHA and the share purchase agreement dated July 16, 2021 executed between Mr. Venkatachalam Sthanu Subramani (“**Promoter Seller**”), Mrs. Anita Mani (“**the Confirming Party**”) and Reliance Retail Ventures Limited (“**Acquirer**”) (“**SPA**”), the Proposed Allottee is required to make a mandatory open offer to the public shareholders of the Company pursuant to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations**”). Pursuant to the transactions contemplated under the SSA, SHA and SPA, the Proposed Allottee will be in sole control of the Company and will be the “promoter” of the Company.

The Equity Shares to be issued and allotted on preferential basis to the Proposed Allottee, not belonging to the promoter/promoter group of the Company, will be listed on the BSE Limited, the National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited and will rank pari passu with the existing equity shares of the Company including with regard to dividend and voting rights.

Approval of the Members by way of Special Resolution is being sought *inter alia* in terms of Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013 (the “**Act**”) as well as Regulation 160 of the SEBI ICDR Regulations for offer, issue and allotment of 2,11,77,636 (Two Crores Eleven Lakhs Seventy Seven Thousand Six Hundred and Thirty Six) Equity Shares of the Company of face value of INR 10 (Rupees Ten) each (“**Equity Shares**”) at a price of INR 1,022.25 (Indian Rupees One Thousand Twenty Two and paise Twenty Five only) per Equity Share which includes a premium of INR 1,012.25 (Indian Rupees One Thousand Twelve and paise Twenty Five only) per Equity Share to the Proposed Allottee, as per details mentioned in the Resolution at Item no.3 of this Notice.

The existing authorised share capital is INR 1,01,20,00,000 (Indian Rupees One Hundred and One Crore Twenty Lakhs only) divided into 10,00,00,000 (Ten crore) equity shares of INR 10 (Indian Rupees Ten only) each and 1,20,00,000 (One Crore Twenty Lakhs) preference shares of Re. 1 (Indian Rupee One only) each.

In terms of the provisions of the Act and the SEBI ICDR Regulations, other relevant disclosures / details are given below:

1. Objects of the Preferential Issue:

Subject to applicable law, the Company shall utilize the proceeds from the preferential issue to fund capital expenditures, working capital requirements, acquisition of shares, assets or business of the Company and its subsidiaries, and for general corporate purposes to augment the business of the Company and its subsidiaries. The proceeds of the preferential allotment will help drive growth and expansion of Company into a comprehensive local listing and commerce platform.

2. Relevant Date:

The “Relevant Date” for the preferential issue, as per the SEBI ICDR Regulations, as amended from time to time, for the determination of minimum price for the issue and allotment of Equity Shares on preferential issue/private placement basis is July 14, 2021, being the date 30 (thirty) days prior to the date of the Extra-Ordinary General Meeting (i.e. August 13, 2021).

3. Pricing of Preferential Issue:

The price of the Equity Shares to be issued is fixed at INR 1,022.25 (Indian Rupees One Thousand Twenty Two and paise Twenty Five only) per Equity Share, which consists of INR 10 (Indian Rupee Ten only) par value and INR 1,012.25 (Indian Rupees One Thousand Twelve and paise Twenty Five only) as premium per Equity Share, in accordance with the price determined in terms of Regulation 164 of the SEBI ICDR Regulations and taking into account the valuation report dated July 15, 2021 issued by Navin Vohra, a registered valuer (“**Valuation Report**”).

4. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on BSE Limited, National Stock Exchange of India Limited and Metropolitan Stock Exchange of India Limited and the Equity Shares of the Company are frequently traded in accordance with Regulation 164 of the SEBI ICDR Regulations.

The Equity Shares proposed to be issued pursuant to the Preferential Issue will be issued and allotted at a price not less than the higher of the following in terms of Regulation 164(1) of the ICDR Regulations:

- a. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the twenty-six weeks preceding the relevant date i.e. INR 848.51 (Indian Rupees Eight Hundred Forty Eight and paise Fifty One only) per Equity Share; OR
- b. The average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date i.e. INR 1,022.14 (Indian Rupees One Thousand Twenty Two and paise Fourteen only) per Equity Share.

For the purpose of computation of the price per equity share, the share prices on National Stock Exchange of India Limited being the stock exchange with higher trading volumes for the said period, have been considered for arriving at floor price of the shares to be allotted under this preferential issue in accordance with the SEBI ICDR Regulations.

The intrinsic value of equity shares of the Company as on the July 9, 2021, determined per the Valuation Report is INR 961.1 per share. Accordingly, price per Equity Share of INR 1,022.25 (Indian Rupees One Thousand Twenty Two and paise Twenty Five only) per share has been calculated in accordance with the above provisions.

Since the Equity Shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 (twenty-six) weeks prior to the Relevant Date, the Company is not required to re-compute the price per equity share.

5. Class or classes of persons to whom the allotment is proposed to be made:

Body Corporate - Public Limited Company

6. Intention of promoters / directors / key managerial personnel to subscribe to the offer, contribution being made by the promoters or directors either as part of the Preferential Allotment or separately in furtherance of the objects:

None of the existing promoters, directors or key managerial personnel of the Company will subscribe to the proposed issue and they will not be making any contribution either as part of the Preferential Allotment or separately in furtherance of the objects.

7. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them:

Sr. No.	Name of the Allottee	Category of the Allottee	Pre-Preferential Holding		No. of Equity shares to be allotted	Post-Preferential Holding ¹	
			No. of Shares	% of Holding		No. of Shares	% of Holding
1.	Reliance Retail Ventures Limited PAN: AADCR6715M	Body Corporate - Public Limited Company	NIL	NIL	2,11,77,636	2,11,77,636	25.35

Notes:

¹ Calculated based on the current paid-up capital of the Company and the proposed Preferential Allotment without considering the impact of (i) the proposed secondary purchase of equity shares by Reliance Retail Ventures Limited under the SPA; (ii) equity shares acquired by Reliance Retail Ventures Limited pursuant to the Open Offer.

8. **The pre issue and post issue shareholding pattern of the Company:**

Sr. No.	Category of shareholder	Pre-Issue of Equity Shares		Post Issue of Equity Shares	
		(As on July 12, 2021)		Number of Shares	% of total shares
		Number of Shares	% of total shares		
(A)	Promoters and Promoter Group Holding				
1	Indian Promoters / Promoter Group				
(a)	Individuals / HUF	2,19,97,126	35.27	89,35,963	10.70
(b)	Bodies Corporate ¹ - Reliance Retail Ventures Limited	0	0	3,42,38,799	40.98
	Sub Total	2,19,97,126	35.27	4,31,74,762	51.68
	Foreign Promoters / Promoter Group	0	0	0	0
	Total Shareholding of Promoter and Promoter Group	2,19,97,126	35.27	4,31,74,762	51.68
(B)	Non-Promoters' shareholding				
1	Institutions				
(a)	Mutual Funds	84,01,540	13.47	84,01,540	10.06
(b)	Alternative Investment Fund	75,503	0.12	75,503	0.09
(c)	Foreign Portfolio Investors	171	0.00	171	0.00
(d)	Foreign Portfolio Investors -Corp	1,77,78,069	28.51	1,77,78,069	21.28
(e)	Foreign Nationals	200	0.00	200	0.00
(f)	Qualified Institutional Buyer	2,56,695	0.41	2,56,695	0.31
	Sub Total (B)(1)	2,65,12,178	42.51	2,65,12,178	31.73
2	Non- Institutions				
(a)	Clearing Members	11,67,020	1.87	11,67,020	1.40
(b)	HUF	3,86,938	0.62	3,86,938	0.46
(c)	Bodies Corporate	26,68,157	4.28	26,68,157	3.19
(d)	NBFC	1,000	0.00	1,000	0.00
(e)	Non Resident Indians	2,34,015	0.38	2,34,015	0.28
(f)	NRI Non -Repatriation	1,31,656	0.21	1,31,656	0.16
(e)	Trusts	2,127	0.00	2,127	0.00
(f)	Individuals	91,31,736	14.64	91,31,736	10.93
(g)	Directors or Director's Relative	1,36,042	0.22	1,36,042	0.16
	Sub Total (B)(2)	1,38,58,691	22.22	1,38,58,691	16.59
	Total Non-Promoters' Shareholding	4,03,70,869	64.73	4,03,70,869	48.32
(C)	Custodians for GDRs and ADRs	0	0	0	0.00
	GRAND TOTAL	6,23,67,995	100.00	8,35,45,631	100.00

¹ Includes equity shares proposed to be acquired pursuant to the SPA and does not consider shares which would be acquired under Open Offer. Please see Point 12 below

9. **The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the proposed allottee:**

The Proposed Allottee is subsidiary of Reliance Industries Limited, a company whose equity shares are listed on BSE Limited and the National Stock Exchange of India Limited.

10. **Proposed time within which the allotment shall be completed:**

The Equity Shares shall be allotted within the timeline prescribed under Regulation 170 of SEBI ICDR Regulations.

11. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person as of the date of this Notice.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be change in control in the Company consequent to the completion of the preferential allotment.

The Proposed Allottee will acquire sole control over the Company on the earlier of the date falling after: (i) expiry of 21 business days from the date of the detailed public statement to be issued in connection with the Mandatory Open Offer (“MTO”), provided that the Acquirer has deposited the entire consideration payable under the MTO assuming full acceptance of the MTO, in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (“Takeover Regulations”), in the MTO escrow account opened and maintained under Regulation 17 of the Takeover Regulations, in accordance with Regulation 22(2) of the Takeover Regulations; and (ii) the expiry of the MTO offer period under the Takeover Regulations in each case, occurring only on or after first completion date under the SPA or completion date under the SSA (whichever is earlier).

Upon the Proposed Allottee acquiring sole control over the Company, the current promoters and members of the current promoter group of the Company prior to the proposed preferential allotment will be identified as ‘promoter group’ of the Company. Under the SHA, upon the Proposed Allottee acquiring sole control over the Company: (i) Mr. Venkatachalam Sthanu Subramani and Mrs. Anita Mani (“Current Promoters”), are required to exercise their voting rights as per the instructions of the Proposed Allottee; (ii) further, the Current Promoters have undertaken that they shall procure that Ms Manasi Iyer exercises her voting rights as per the instructions of the Proposed Allottee; and (iii) all or any members of the current ‘promoter and promoter group’ of the Company may be reclassified as “public shareholders” in accordance with the provisions of Applicable Law.

13. The percentage of post preferential issue capital that may be held by the allottee(s) is as under:

Please refer to Point 7 above.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable

15. Lock-in-period:

The Equity Shares shall be locked-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

16. Principal terms of assets charged as securities:

None

17. Material term of raising equity shares:

No material terms other than stated above.

18. Auditor’s certificate:

A certificate from Deloitte Haskins & Sells LLP, Chartered Accountants, Statutory Auditors of the Company, certifying that the preferential issue of the Equity Shares is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection by the Members at the EGM.

19. Report of a registered valuer:

Notwithstanding the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, which exempts a listed company from determining the price of the shares to be issued on a preferential basis by the valuation report of a registered valuer, in accordance with the articles of association of the Company, the price of the Equity Shares has been determined taking into account the valuation report of a registered valuer, namely Navin Vohra, registration no. IBBI/RV/05/2018/10206 having office situated at C 602, Ashok Garden, T J Road, Sewri, Mumbai 400015.

20. Undertaking:

1. The Proposed Allottee has confirmed that it has not sold any equity shares of the Company during the 6 (six) months preceding the Relevant Date.
2. The Company is in compliance with the conditions for continuous listing.

3. None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.
4. None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.
5. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
6. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

Due to the Covid-19 pandemic and/or state-wide lockdown, all the relevant documents/agreements will be made available for inspection by the members through electronic mode upto the date of EGM and at the EGM or a member may write to the Company at investors@justdial.com requesting for relevant documents. Once the situation is normalised and/or lockdown is lifted by the State governments, statutory / regulatory and other administrative authorities, the said documents shall be open for inspection by the Members at the registered office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 1.00 p.m. upto the date of EGM and at the EGM.

None of the promoters, Directors and Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and the Shareholders.

The Board recommends the resolution set forth in Item No. 3, as a **Special Resolution** for the approval of the members.

By Order of the Board of Directors

Manan Udani
Company Secretary

Place: Mumbai
Date: July 16, 2021

Registered office:
Just Dial Limited
CIN: L74140MH1993PLC150054
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