



**Disclosure under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part A**

<b>Name of the Target Company (TC)</b>	Just Dial Limited ("Target Company"/ "TC")
<b>Name(s) of the Acquirers /sellers and Persons Acting in Concert (PAC) with the Acquirer</b>	Reliance Retail Ventures Limited
<b>Whether the Acquirer /seller belongs to Promoter/Promoter group</b>	No
<b>Name(s) of the Stock Exchange(s) where the shares of TC are Listed</b>	BSE Limited National Stock Exchange of India Limited Metropolitan Stock Exchange of India Limited

<b>Details of the acquisition /disposal as follows</b>	<b>Number</b>	<b>% w.r.t. total share / voting capital wherever applicable (*)</b>	<b>% w.r.t. total diluted share / voting capital of the TC(**)</b>
<b>Before the acquisition /disposal under consideration, holding of Acquirer along with PACs of:</b>			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance (pledge / lien/ non-disposal undertaking/ others)	Refer Note 1		
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the Acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	-	-	-
<b>Details of acquisition /sale</b>			
a) Shares carrying voting rights acquired /sold-Refer Note 2	1,30,61,163	20.97	20.45
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities /any	-	-	-

**Reliance Retail Ventures Limited**

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Registered Office: 4<sup>th</sup> Floor, Court House, Lokmanya Tilak Marg, Dhobi Talao, Mumbai-400 002, India



other instrument that entitles the Acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold			
d) Shares in nature of encumbrance (pledge / lien/ non-disposal undertaking/ others) in favour of Acquirer			
e) Total (a+b+c+/- d)	<b>1,30,61,163</b>	<b>20.97</b>	<b>20.45</b>
<b>After the acquisition /sale, holding of :</b>			
a) Shares carrying voting rights <del>Refer Note 2</del>	1,30,61,163	20.97	20.45
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the Acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in nature of encumbrance (pledge / lien / non-disposal undertaking / others)			
e) Total (a+b+c+d)	<b>1,30,61,163</b>	<b>20.97</b>	<b>20.45</b>
<b>Mode of acquisition /sale (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance, etc.)</b>	Open market purchase <sup>Refer Note 2</sup>		
<b>Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc:</b>	NA		
<b>Date of acquisition / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/ any other instrument that entitles the Acquirer to receive shares in the TC</b>	July 20, 2021 <sup>Refer Note 2</sup>		
<b>Equity share capital /total voting capital of the TC before the said acquisition /Sale</b>	INR 62,27,28,260 (6,22,72,826 equity shares of Rs. 10/- each) as of June 30, 2021		
<b>Equity share capital/total voting capital of the TC after the said acquisition /Sale</b>	INR 62,27,28,260 (6,22,72,826 equity shares of Rs. 10/- each) as of June 30, 2021		
<b>Total diluted share/voting capital of the TC after the said acquisition /Sale</b>	INR 63,87,49,340 (6,38,74,934 equity shares of Rs. 10/- each) as on July 16, 2021		

## Reliance Retail Ventures Limited

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**Note 1:**

Please refer the disclosure dated July 20, 2021 filed by the Acquirer under Regulation 29(1) read with Regulation 29(4) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SEBI (SAST) Regulations) ("Initial Disclosure"). Due to certain restrictive clauses in the shareholders' agreement dated July 16, 2021 entered into between the Acquirer, the Target Company and certain members of the existing promoter and promoter group of the Target Company namely, Mr. Venkatachalam Sthanu Subramani, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan (the "SHA"), an encumbrance (as defined under SEBI (SAST) Regulations) over 82,49,347 equity shares held by certain members of the existing promoter and promoter group of the Target Company is deemed to have been created in favour of the Acquirer. The Acquirer has also filed an update to the Initial Disclosure on July 22, 2021 with respect to the encumbrances on the said 82,49,347 equity shares of the Target Company in favour of the Acquirer, to disclose other restrictions which became effective from July 20, 2021. In the present disclosure, these 82,49,347 equity shares encumbered in favour of the Acquirer have not been shown in the table above and aggregated since it may lead to the mistaken impression that the Acquirer has acquired a total of 2,13,10,510 equity shares of the Target Company under the SEBI (SAST) Regulations.

**Note 2:**

On July 16, 2021, the Acquirer and certain existing promoters of the Target Company, namely, Mr. Venkatachalam Sthanu Subramani (the "Seller") and Mrs. Anita Mani (as confirming party) had entered into a share purchase agreement (the "SPA"), pursuant to which the Acquirer had agreed to acquire 1,30,61,163 equity shares of the Target Company ("Sale Shares") from the Seller in accordance with the terms of the SPA.

On July 20, 2021, the Acquirer acquired the Sale Shares on the floor of the stock exchange through the block window facility offered on the BSE Limited.

In terms of Regulation 22(2A) of the SEBI (SAST) Regulations, the Sale Shares will be held in a separate demat account and the Acquirer shall not exercise voting rights on the Sale Shares. Upon the completion of the earlier of : (i) the expiry of twenty-one Working Days (as defined in the SEBI (SAST) Regulations) from the date of the detailed public statement and the Acquirer having deposited in the cash escrow account under Regulation 17 of the SEBI (SAST) Regulations the entire consideration payable under the open offer assuming full acceptance of the open offer; or (ii) the expiry of offer period of the open offer, as determined in accordance with the SEBI (SAST) Regulations, the Sale Shares would be credited to the Acquirer's demat account and the Acquirer can exercise the voting rights on the Sale Shares and shall take sole control of the Target Company.

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**Note:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Thanking you,

Yours faithfully,

For **Reliance Retail Ventures Limited**

A handwritten signature in blue ink, appearing to read 'K. Sridhar', is written over a faint, light blue circular stamp or watermark.

**K. Sridhar**

**Company Secretary**

Date: July 22, 2021

Place: Mumbai

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