

October 1, 2020

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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Kind Attn: Head – Listing Department / Dept of Corporate Communications

Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the 26th Annual General Meeting

Dear Sir/ Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the proceedings of the 26th Annual General Meeting of Just Dial Limited held on Wednesday, September 30, 2020 at 11.30 a.m. through Video Conferencing.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Just Dial Limited

Manan Udani
Company Secretary

Encl: as above

Just Dial Limited

CIN: L74140MH1993PLC150054

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

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

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

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GIST OF PROCEEDINGS OF THE TWENTY SIXTH ANNUAL GENERAL MEETING OF JUST DIAL LIMITED (THE “COMPANY”) HELD ON WEDNESDAY, SEPTEMBER 30, 2020 AT 11.30 A.M. THROUGH VIDEO CONFERENCING (“VC”).

As per the Notice dated August 31, 2020, the 26th Annual General Meeting (AGM) of the Company was held on Wednesday, September 30, 2020 at 11.30 a.m. through Video Conferencing ('VC') in compliance with the applicable provisions of the Companies Act, 2013, the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ('MCA') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

On behalf of the Board of Directors of Just Dial Limited, Mr. B. Anand, Chairman of the Company, welcomed all the Members and Directors of the Company at the AGM of the Company at 11.30 a.m. He informed that he was attending this meeting from Mumbai. He further stated that in these unprecedented times of ongoing COVID-19 pandemic, all must be safe and keeping well during these tough times. Social distancing is a norm to be followed, and therefore, the AGM was being convened through Video Conferencing in accordance with the circulars issued by MCA and SEBI.

He thereafter introduced all the Directors and Key Managerial Personnel present at the Meeting. The Directors and Key Managerial Personnel present at the AGM were as follows:

1. Mr. V.S.S. Mani, Managing Director & CEO joined from Mumbai
2. Mr. Ramani Iyer, Whole-time Director joined from Bangalore
3. Mr. V Krishnan, Whole-time Director joined from Noida
4. Mr. Abhishek Bansal, Whole-time Director and CFO joined from Mumbai
5. Mr. Malcolm Monteiro, Independent Director joined from Mumbai
6. Mr. Sanjay Bahadur, Independent Director joined from Mumbai
7. Ms. Bhavna Thakur, Independent Director joined from Mumbai
8. Ms. Anita Mani, Non-Executive Director joined from Mumbai

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9. Mr. Pulak Chandan Prasad, Non-Executive Director joined from Singapore

10. Mr. Manan Udani, Company Secretary joined from Mumbai

The Statutory Auditors and Secretarial Auditor of the Company and Scrutinizer for e-voting process were also present in the Meeting.

He further informed that Participation of members attending through Video Conferencing was reckoned for the purpose of quorum as per the circulars issued by MCA and Section 103 of the Companies Act, 2013. Since the AGM was being held through Video Conferencing, as per the MCA Circulars, physical attendance of members was dispensed with. Accordingly, the facility for appointment of proxies by the members was not made available for the AGM. 88 Members were present at the meeting through Video Conferencing. Accordingly, the requisite quorum was present and the Meeting was put to order. He further requested Mr. Manan Udani, Company Secretary, to read the arrangements made for the Members at the AGM.

The Company Secretary welcomed all to the AGM. He informed that the meeting was being held through video conferencing in accordance with the circulars issued by MCA, applicable provisions of the Companies Act, 2013 and Listing Regulations. In terms of relevant provisions of Companies Act, 2013, Listing Regulations and MCA and SEBI circulars, the Notice of AGM, procedure and instructions for e-voting and the Annual Report for the financial year 2019-2020 were sent by e-mail to all those members whose names appeared in the Register of Members and whose e-mail addresses were registered with the Company or the Registrar and Share Transfer Agents or the Depository Participants as on Friday, September 4, 2020 and no physical copies of the Notice and Annual Report were sent by the Company to any members.

The Company enabled the Members to participate at the meeting through video conferencing facility provided by KFin Technologies Private Limited. The proceedings of the meeting were being recorded for compliance purposes.

In accordance with the provisions of the Companies Act, 2013 and Listing Regulations, the Members were provided the facility to exercise their right to vote by electronic means on the resolutions set out in the notice, both through remote e-voting and e-voting system ('Insta Poll') at the AGM. Remote e-voting facility was made available to all Members holding shares as on the cut-off date i.e. Wednesday, September 23, 2020 during the period commencing from 9.00 a.m. (IST) on Saturday, September 26, 2020 till 5.00 p.m. (IST) on Tuesday, September 29, 2020. Remote e-voting was blocked on Tuesday, September 29, 2020 at 5.00 p.m.

Members joining the meeting through video conferencing, who had not already casted their vote by means of remote e-voting were given option of voting through 'Insta Poll' e-voting facility on announcement of 'Insta Poll' by the Chairman. Members who had casted their votes by remote e-voting prior to the AGM were not entitled to cast their vote again.

The Board of Directors has appointed Mr. Vijay Kondalkar, partner of M/s VKMG & Associates LLP, Practicing Company Secretaries, as the Scrutinizer for this meeting.

Due to the ongoing COVID-19 pandemic, the Company has made the best possible efforts for providing the facility of joining the AGM by Video Conferencing and voting electronically. In case of any issues during the meeting, members were provided details for contacting KFin Technologies Private Limited for technical support / assistance. The requisite statutory registers and documents were made available electronically for inspection during the AGM on website of KFin Technologies Private Limited.

Thereafter he requested the Chairman to continue with the proceedings of the meeting.

The Chairman informed that the annual report and the notice convening the 26th AGM were already emailed to all the members and were accordingly taken as read. The independent auditors' report on the Company's standalone and consolidated financial statements is unmodified. He further informed that the Statutory Auditor's Report and Secretarial Auditors' Report did not contain any qualifications or observations or disclaimer or comments or other remarks which has any adverse effect on the functioning of the Company. Since the said reports have already been sent to the members, the same were taken as read.

At the request of the Chairman, Mr. Abhishek Bansal, Whole-time Director & CFO briefed the members about the business of the Company to the members.

Thereafter, the Chairman briefed about the resolutions as per the notice of the AGM:

1. Adoption of the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. Appointment of Director in place of Ms. Anita Mani (DIN:02698418), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment. (Ordinary Resolution)
3. Appointment of Mr. Abhishek Bansal (DIN:08580059), Chief Financial Officer of the Company, as a Whole-time Director & Chief Financial Officer of the Company. (Ordinary Resolution)
4. Amendment in the Objects Clause of the Memorandum of Association of the Company. (Special Resolution)

Since the meeting was being held through Video Conferencing and the resolutions mentioned in the AGM Notice were already put to vote through remote e-voting and e-voting system ('Insta Poll') at the AGM, the practice of proposing and seconding of resolutions which was not mandatory as per law was not required to be followed and there was no voting by show of hands. Accordingly, the Chairman announced that the members who had not voted through remote e-voting system could cast their votes through ('Insta Poll') e-voting facility provided to the members at AGM.

He then requested the Company Secretary to brief the members and conduct the Q & A Session. Suitable replies were provided to the queries raised by the Members.

Before concluding the meeting the Chairman informed to the members that 'Insta Poll' e-voting will close after 15 minutes from the time of closure of this meeting and requested the members who had not already casted their votes to cast their votes through 'Insta Poll'.

All the the proceedings of the meeting were completed and meeting was concluded at 12.00 p.m. with thanks to the members.

Post Completion of Annual General Meeting and voting through e-voting (Insta Poll) at the AGM, the Scrutinizer submitted Consolidated Scrutinizer's Report considering the result of remote e-voting and e-voting (Insta Poll) at the Annual General Meeting (AGM). As per the report submitted by the Scrutinizer, all the resolutions embodied in the Notice of 26th Annual General Meeting dated August 31, 2020 were passed with requisite majority. The voting results including Consolidated Scrutinizer's Report is enclosed.

You are requested to take the same on record as the gist of proceedings of AGM and it should not be considered as Minutes of AGM.

For Just Dial Limited

**Manan Udani
Company Secretary**

**Place: Mumbai
Date: October 1, 2020**

Encl: Voting Results including Consolidated Scrutinizer's Report

Company Name	JUST DIAL LIMITED
Date of the AGM/EGM	30-09-2020
Total number of shareholders on record date	63193
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	84

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION- To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	3,14,50,292	2,95,07,960	93.8241	2,95,07,960	0	100.0000	0.0000	21,522	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,95,07,960	93.8241	2,95,07,960	0	100.0000	0.0000	21,522	
Public- Non Institutions	E-Voting	95,66,932	22,736	0.2377	22,693	43	99.8109	0.1891	1	
	Insta Poll		42,659	0.4459	42,658	1	99.9977	0.0023	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		65,395	0.6836	65,351	44	99.9327	0.0673	1	
Total	6,17,66,871	5,03,23,002	81.4725	5,03,22,958	44	99.9999	0.0001	21,523		

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION - To appoint a Director in place of Ms. Anita Mani (DIN:02698418), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.									
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
Public- Institutions	E-Voting	3,14,50,292	2,95,18,216	93.8567	2,84,14,604	11,03,612	96.2613	3.7387	11,266	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,95,18,216	93.8567	2,84,14,604	11,03,612	96.2613	3.7387	11,266	
Public- Non Institutions	E-Voting	95,66,932	22,736	0.2377	18,580	4,156	81.7206	18.2794	1	
	Insta Poll		42,659	0.4459	42,658	1	99.9977	0.0023	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		65,395	0.6836	61,238	4,157	93.6432	6.3568	1	
Total	6,17,66,871	5,03,33,258	81.4891	4,92,25,489	11,07,769	97.7991	2.2009	11,267		

Resolution No.	3									
Resolution required: (Ordinary/ Special)	ORDINARY RESOLUTION- To appoint Mr. Abhishek Bansal (DIN:08580059), Chief Financial Officer of the Company, as a Whole-time Director & Chief Financial Officer of the Company.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	
	Total		2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0	

Public- Institutions	E-Voting		2,95,18,216	93.8567	2,12,00,122	83,18,094	71.8205	28.1795	11,266
	Insta Poll	3,14,50,292	0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
Total			2,95,18,216	93.8567	2,12,00,122	83,18,094	71.8205	28.1795	11,266
Public- Non Institutions	E-Voting		22,736	0.2377	22,651	85	99.6261	0.3739	1
	Insta Poll	95,66,932	42,659	0.4459	42,658	1	99.9977	0.0023	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
Total			65,395	0.6836	65,309	86	99.8685	0.1315	1
Total		6,17,66,871	5,03,33,258	81.4891	4,20,15,078	83,18,180	83.4738	16.5262	11,267

Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL RESOLUTION - Amendment in the Objects Clause of the Memorandum of Association of the Company.								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid
Promoter and Promoter Group	E-Voting	2,07,49,647	2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
Total			2,07,49,647	100.0000	2,07,49,647	0	100.0000	0.0000	0
Public- Institutions	E-Voting	3,14,50,292	2,95,18,216	93.8567	2,90,55,699	4,62,517	98.4331	1.5669	11,266
	Insta Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
Total			2,95,18,216	93.8567	2,90,55,699	4,62,517	98.4331	1.5669	11,266
Public- Non Institutions	E-Voting	95,66,932	22,736	0.2377	22,604	132	99.4194	0.5806	1
	Insta Poll		42,659	0.4459	42,658	1	99.9977	0.0023	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
Total			65,395	0.6836	65,262	133	99.7966	0.2034	1
Total		6,17,66,871	5,03,33,258	81.4891	4,98,70,608	4,62,650	99.0808	0.9192	11,267

Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the Annual General Meeting (AGM)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.)

To,
The Whole-time Director & CFO,
JUST DIAL LIMITED
Palm Court Bldg-M, 501/B, 5th Floor,
New Link Road, Beside Goregaon Sports Complex,
Malad (West), Mumbai - 400064

Sub: 26th Annual General Meeting ("AGM") of the members of Just Dial Limited (the "Company") held on Wednesday, September 30, 2020, at 11.30 a.m. through Video Conferencing (VC)

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on July 31, 2020, I, Vijay Babaji Kondalkar, Partner of VKMG & Associates LLP, Practicing Company Secretaries, have been appointed as a Scrutinizer to Scrutinize the process of remote e-voting and e-voting (Insta Poll) at the AGM in a fair and transparent manner and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice of the 26th Annual General Meeting of the members of the Company, held on Wednesday, September 30, 2020, at 11.30 a.m. through Video Conferencing (VC).

The Management of the Company is responsible to ensure that AGM is conducted in Compliance with the applicable provisions of the Companies Act, 2013 ("Act") and rules made thereunder along with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI Circular") and also to ensure that compliance, with the requirements of the Companies Act, 2013 and rules made thereunder, in relation to voting through electronic means by the service provider KFin Technologies Private Limited ("KTPL"). My responsibility as a scrutinizer for the remote e-voting process and e-voting (Insta Poll) at the AGM is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions and "invalid" and "abstained" votes, based on the reports generated from e-voting process system provided by KTPL.

In the light of pandemic scenario of Covid-19 in the Country, pursuant to provisions of section 101 and 136 of the Act and rules made thereunder, Regulation 36 of SEBI Listing Regulations and in terms of MCA Circulars and SEBI Circulars, the Notice of AGM, procedure and instructions for e-voting and the Annual Report for the financial year 2019-2020 ("Notice and Annual Report") have been sent by e-mail on September 7, 2020, 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 Agent or the Depository Participants(s) as on Friday, September 4, 2020 and no physical copy of the Notice and Annual Report was sent by the Company to any members.

The Company has uploaded the Notice and Annual Report on its website www.justdial.com and on the relevant sections of the websites of the stock exchanges, on which the shares of the Company are listed and the same was also available on the website of KTPL at <https://evoting.kfintech.com>.

In terms of MCA Circular, the Company has also enabled members, whose email address are not registered, to temporarily update their email address by accessing the link https://ris.kfintech.com/email_registration/ for the limited purpose of receiving the Notice and Annual Report electronically along with User ID and the Password to enable e-voting. The detailed procedure of the same is provided in the instructions part of the Notice.

In compliance of MCA circular, the Company before sending the Notice of AGM has issued Public Advertisements on September 03, 2020 as being Notice to the Members of the Company in two Newspapers namely "Financial Express", Local circulating English Newspaper in English Language and "Loksatta", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra, with a intention to communicate the notice of AGM to those members whose e-mail address are not registered and updated with the Company or the Registrar and Share Transfer Agent or the Depository Participants(s).

Further, in compliance with provision of section 108 and rules made thereunder, the Company has, post sending the Notice of AGM, also issued Public Advertisements on September 08, 2020, as being Notice to the Members of the Company in two Newspapers namely "Financial Express", an English Newspaper having Nationwide Circulation in English Language and "Loksatta", Local circulating Marathi Newspaper in Marathi Language as being the principal vernacular language of Mumbai, Maharashtra, with intention to inform the manner of e-voting and other details its members.

I have issued this consolidated scrutinizers report in respect of remote e-voting and e-voting (Insta Poll) at the AGM. The result of the same is annexed with report as an **Annexure**.

I SUBMIT MY REPORT AS UNDER:

1. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the Depositories as on the cut-off date i.e. Wednesday, September 23, 2020 was entitled to vote on the resolutions stated in the Notice and avail the facility of remote e-voting as well as e-voting (Insta Poll) at the AGM.
2. The remote e-voting were commenced from Saturday, September 26, 2020 at 9.00 a.m. (IST) and ended on Tuesday, September 29, 2020 at 5.00 p.m. (IST). The remote e-voting module disabled on Tuesday, September 29, 2020 at 5.00 p.m (IST).
3. The facility for voting is also available at the AGM through e-voting (Insta Poll) for those members who attended the meeting but not voted through remote e-voting facility.

4. After, counting the votes cast at the AGM through e-voting (Insta Poll), immediately thereafter the Votes cast through remote e-voting were unblocked on Wednesday, September 30, 2020, in the presence of 2 witnesses, Mr. Kaushik Kantak and Mr. Sadashiv Jadye, who are not in the employment of the Company.
5. 186 (One Hundred & Eighty Six) Equity Shareholders holding 5,03,01,866 Equity Shares of the Company, have participated in the voting through remote e-voting system.
6. 46 (Forty Six) Equity Shareholders holding 42,659 Equity Shares of the Company, have participated in the voting through e-voting (Insta Poll) at the AGM.
7. Thereafter considering remote e-voting and voting through e-voting (Insta Poll) at the AGM, the consolidated result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted in "favour", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of KTPL i.e. <https://evoting.kfintech.com> and is based on such report generated.

All the Resolutions stands passed, under remote e-voting along with voting through e-voting (Insta Poll) at the AGM, with the requisite majority.

I hereby confirm that I am maintaining register and record which is required by the rule 20 of the Companies (Management and Administration) Rules, 2014 received from the service provider, in respect of the votes cast through remote e-voting and e-voting through Insta Poll at the AGM by the Equity Shareholders of the Company and according to my observations, the process of remote e-voting and e-voting through Insta Poll at the AGM has been conducted in a fair and transparent manner.

Thanking You,

Yours faithfully,

For VKMG & Associates LLP
Company Secretaries
FRN.L2019MH005300

VIJAY BABAJI Digitally signed by VIJAY
BABAJI KONDALKAR
Date: 2020.09.30 23:31:36
+05'30'

Vijay B. Kondalkar

Designated Partner

Membership No. 15697, CP No. 4597

Place: Mumbai

Date: 30-09-2020

UDIN: **A015697B000826595**

Witness 1: Mr. Kaushik Kantak

Kaushik
Laxman Kantak

Digitally signed by
Kaushik Laxman Kantak
Date: 2020.09.30
23:35:57 +05'30'

Witness 2: Mr. Sadashiv Jadye

SADASHIV
MANOHAR JADYE

Digitally signed by SADASHIV
MANOHAR JADYE
Date: 2020.09.30 23:43:45
+05'30'

Signature: ABHISHEK BANSAL

Digitally signed by
ABHISHEK BANSAL
Date: 2020.09.30
23:28:29 +05'30'

Mr. Abhishek Bansal
Whole-Time Director and Chief Financial Officer
(DIN: 08580059)
(Authorised by Mr. B. Anand, Chairman of the meeting)

Just Dial Limited
(CIN - L74140MH1993PLC150054)
Annexure to Consolidated Scrutinizer Report in respect of remote e-voting along voting through e-voting (Insta Poll) at 26th Annual General Meeting of Just Dial Limited held on 30th September, 2020 through Video Conferencing (VC)

Res. No.	Particular of Resolution	Mode	Total No. of Members	Total Votes	Total Valid Votes	Favour			Against			Invalid*	
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes
1	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020 together with the reports of the Board of Directors and Auditors thereon.	Remote e-voting E-voting (Insta Poll)	186	50301866	50280343	176	50280300	100.000	6	43	0.000	4	21523
			46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		Total	232	50344525	50323002	221	50322958	100.000	7	44	0.000	4	21523
2	To appoint a Director in place of Ms. Anita Mani (DIN:02698418), who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment	Remote e-voting E-voting (Insta Poll)	186	50301866	50290599	169	49182831	97.797	14	1107768	2.203	3	11267
			46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		Total	232	50344525	50333258	214	49225489	97.799	15	1107769	2.201	3	11267
3	To appoint Mr. Abhishhek Bansal (DIN:08580059), Chief Financial Officer of the Company, as a Whole-time Director & Chief Financial Officer of the Company	Remote e-voting E-voting (Insta Poll)	186	50301866	50290599	100	41972420	83.460	83	8318179	16.540	3	11267
			46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		Total	232	50344525	50333258	145	42015078	83.474	84	8318180	16.526	3	11267
4	Amendment in the Objects clause of the Memorandum of Association of the Company.	Remote e-voting E-voting (Insta Poll)	186	50301866	50290599	173	49827950	99.080	10	462649	0.920	3	11267
			46	42659	42659	45	42658	99.998	1	1	0.002	0	0
		Total	232	50344525	50333258	218	49870608	99.081	11	462650	0.919	3	11267

Note *

1. In case of remote e-voting 3(Three) Shareholders logged into e-voting system and abstain from voting for all the resolutions and 1(One) Shareholder logged into e-voting system and abstained from voting for the resolution no. 1, their votes and numbers considered as invalid for respective resolutions.

2. In case of remote e-voting 1(One) shareholder in respect of resolution no. 2 and 3 has casted their some votes in favour and some votes in against, hence while calculating number of members counts such shareholders are considered under favour category.

3. In case of remote e-voting 1(One) Shareholder has casted less votes as compared to no. of shares held by them as on cut-off date, hence their less votes considered as invalid however while calculating the no. of invalid members such shareholders has not been considered

Place: Mumbai
Date: 30-09-2020
UDIN: A015697B000826595

Kaushik Lakman Kantak
Digitally signed by Kaushik Lakman Kantak
DN: cn=Kaushik Lakman Kantak, o=Just Dial Limited, email=kaushik.lakman.kantak@justdial.com, c=IN

Witness 1: Mr. Kaushik Kantak

SADASHIV
Digitally signed by SADASHIV
DN: cn=SADASHIV, o=Just Dial Limited, email=sadashiv@justdial.com, c=IN

Witness 2: Mr. Sadashiv Jadye

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300

Vijay BABJI
Digitally signed by Vijay Babji
DN: cn=Vijay Babji, o=VKMG & Associates LLP, email=vijaybabji@vkmg.com, c=IN

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Vijay B. Kondalkar
Designated Partner
ACS No. 15697, C. P. No. 4597