

June 25, 2020

#### To

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

#### Sub: Newspaper Advertisement for Public Announcement relating to Buy-Back of equity shares of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 47(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and Regulation 7 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended, please find enclosed herewith a copy of the public announcement published on June 25, 2020, in Financial Express (English Newspaper), Jansatta (Hindi Newspaper) and Navshakti (Marathi Newspaper) in relation to the Buy-back of equity shares of the Company approved by the Board of Directors on April 30, 2020 and by the members of the Company by passing special resolution through postal ballot on June 23, 2020.

Kindly take the same on record.

Thanking You,

Yours truly,

For Just Dial Limited

Manan Udani **Company Secretary** Encl: As above

#### **Just Dial Limited**

**NOMURA** 



## JUST DIAL LIMITED

Registered Office: Palm Court, Building-M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad (West), Mumbai - 400 064, Maharashtra Tel: +91 22 2888 4060 Fax: +91 22 2889 3789 Website: www.justdial.com, E-mail: investors@justdial.com

(ii) Mrs Anita Mani-

October 1, 1998

February 10, 2006 Received as gift

#### PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF JUST DIAL LIMITED

This public announcement ("Public Announcement") is made in relation to the buy-back of equity shares each having a face value of ₹10 each (the "Equity Shares") by Just Dial Limited (the "Company") through a tender offer pursuant to the provisions of Regulation 7(i) and Schedule II of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buy-Back Regulations"), from the shareholders/beneficial owners of the Company (the "Shareholders"). OFFER TO BUY-BACK UP TO 31.42,857 FULLY PAID-UP EQUITY SHARES AT A PRICE OF ₹ 700 PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER

#### A. DISCLOSURES IN ACCORDANCE WITH SCHEDULE II OF THE BUY-BACK REGULATIONS

#### DETAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE

1.1. The Board of Directors of the Company (the "Board") at its meeting held on April 30, 2020 approved the proposal for the buy-back of up to 31,42,857 (Thirty One Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) Equity Shares (representing up to 4.84% of the total number of Equity Shares of the paid-up Equity Share capital of the Company) at a price of ₹ 700 (Rupees Seven Hundred Only) per Equity Share payable in cash for an aggregate amount not exceeding ₹ 220,00,00,000 (Rupees Two Hundred Twenty Crores Only) excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses (the "Maximum Buy-back Size"), which is approximately up to 23.92% of the total paid-up Equity Share capital and free reserves (including Securities Premium Account) of the Company for the financial year ended March 31, 2019, as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 ("Board Approval"), on a proportionate basis, through a tender offer (the "Buy-back") in accordance with the provisions of the Companies Act, 2013, as amended and the rules made thereunder (the "Companies Act" and in compliance with the Buy-back Regulations, including any amendments, statutory modifications or re-enactmen thereof, for the time being in force. The Shareholders approved the Buy-back, by way of a special resolution, on June 2. 2020, (the"Shareholders' Approval") pursuant to the postal ballot notice dated May 22, 2020 ("Notice"). The Buy-back is subject to receipt of any approvals of statutory, regulatory or governmental authorities, as may be require under applicable laws, including the Securities and Exchange Board of India ("SEBI"), and the stock exchanges on which the Equity Shares are listed, namely, the National Stock Exchange of India Limited ("NSE"), the BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited ("MSEIL", together with NSE and BSE, the "Stock Exchanges").

1.2. The Buy-back shall be undertaken on a proportionate basis from the Shareholders as of July 3, 2020, (the "Recor Date") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations. Additionall the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders an settlement of the same, through the "Mechanism for acquisition of shares through Stock Exchange pursuant to tende offers under Takeovers, Buy-Back and Delisting" as specified by SEBI in the circular bearing number CIR/ CFD/POLICYCEL 1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, including any amendment or statutory modifications for the time being in force (the "SEBI Circulars"). The Letter of Offer and the Tender Form w be made available on the website of the Company at www.justdial.com, the Stock Exchanges at www.bseindia.com www.nseindia.com and www.msei.in, the Registrar to the Buy-back at www.kfintech.com and the Manager to the Bu back at www.nomuraholdings.com/company/group/asia/india/index.html in terms of SEBI Circular dated May 14, 202 on the "Relaxations relating to procedural matters - Takeovers and Buy-back" (the "COVID-19 Relaxation Circular").

1.3. The price at which the Company proposes to undertake the Buy-back, being ₹700 (Rupees Seven Hundred Only) per Equity Share (the "Buy-back Offer Price") has been arrived at after considering various factors, including the volum weighted average prices/closing prices of the Equity Shares of the Company on NSE and BSE, where the Equity Shares are listed and traded, the net-worth of the Company and the impact of the Buy-back on the earnings per Equi Share. The Buy-back Offer Price represents (i) premium of 87.18% on BSE and 73.49% on NSE over the volum weighted average price of the Equity Shares on BSE and NSE respectively for three months preceding the date intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back; (ii) premium 109.38% on BSE and 108.39% on NSE over the volume weighted average price of the Equity Shares on BSE and NS respectively for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider March 31, 1997 Allotme the proposal of the Buy-back; and (iii) premium of 100.83% on BSE and 100.77% on NSE over the closing market price of the Equity Shares on BSE and NSE as on April 27, 2020 i.e. the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back. The Equity Shares of the Company have not been traded on MSEIL since the date of listing.

#### NECESSITY/RATIONALE FOR BUY-BACK

The Buy-back is being undertaken by the Company to return surplus funds to its Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. Additionally, the Company's management strives to increase Shareholders' value and the Buy-back would result in, amongst other things:

- (i) optimising returns to shareholders;
- (ii) enhancing overall shareholder value;
- (iii) achieving optimum capital structure;
- (iv) mitigating the effects of short-term market volatility; and (v) enhancing shareholders' confidence.

## MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK

The maximum amount required under the Buy-back will not exceed ₹ 2,20,00,00,000 (Rupees Two Hundred Twenty Crores Only) being up to approximately 23.92% of the total paid-up Equity Share capital and free reserves (including Securities Premium Account) as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019.

## MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES

The Equity Shares are proposed to be bought back at a price of ₹ 700 per Equity Share. The Buy-back Offer Price has been arrived at after considering various factors, including the volume weighted average prices/closing prices of the equity shares of the Company on NSE and BSE where the Equity Shares are listed and traded, the net worth of the Company and the impact of the Buy back on the earnings per Equity Share.

#### DETAILS OF SHAREHOLDING OF PROMOTERS AND PERSONS IN CONTROL AND THEIR INTENTION TO PARTICIPATE IN THE BUY-BACK

5.1 The aggregate shareholding of the promoters and of the directors of the promoter, where the promoter is a company and of persons who are in control of the Company as on the date of the Notice and Board Approval, is as follows: Decignation Number of Equity Shares % of Shareholding

	. S. Mani	Promoter	1,94,72,804	30.00
			1100 111 000 000	.00.00
	nani lyer	Promoter	3,83,163	0.59
<ol><li>V. Kr</li></ol>	rishnan	Promoter	4,82,444	0.74
<ol><li>Anita</li></ol>	a Mani	Promoter	11,60,760	1.79
5. Eshv	wary Krishnan	Promoter Group	2,02,228	0.31
Tota			2,17,01,399	33.44

Number of Equity Shares | % of Shareholding Name Designation Abhishek Bansal Whole-time Director and CFO Sanjay Bahadur 0.01 Total

5.3 The aggregate number of specified securities, including the Equity Shares, purchased or sold by persons mentioned in paragraph 5.1 from a period of six months preceding the date of Board Approval till the date of the Notice for the Buy -hack heing May 22, 2020 is as follows

Name	Aggregate No. of Shares Purchased or Sold	Nature of Transaction	Maximum Price (in ₹)	Date of Maximum Price	Minimum Price (in ₹)	Date of Minimum Price
Anita Mani	5,63,251	Market Purchase	492.65	February 25, 2020	276.40	March 25, 2020
Ramani Iyer	(1,50,000)	Market Sale	517.50	February 4, 2020	517.50	February 4, 2020
V. Krishnan	(18,100)	Market Sale	587.00	December 24, 2019	488.15	February 18, 2020
	(81,400)	Invocation of Pledge	534.12	November 18, 2019	302.59	March 17, 2020
Eshwary Krishnan	(1,54,948)	Shares lent under SLB Mechanism	NA	NA	NA	NA
	1,54,948	Release of Shares lent under SLB Mechanism	V4.5-4.5-5545	NA	NA	NA

Note: For Equity Shares which were lent or released under the SLB Mechanism, the value of the transaction has been considered as nil. 5.4 Except as provided in paragraph 5.3 above, the promoters and persons in control have not purchased or sold any securities including the Equity Shares of the Company for the last six months prior to the date of the Board Approval at which the Buy-back was approved and from the date of the Board Approval till the date of the Notice.

5.5 In terms of the Buy-Back Regulations, the promoters and persons in control have the option to participate in the Buy-back. The promoters and persons in control have expressed their intention to participate in the Buy-back and offer up to their respective shareholding as on the Record Date, or such number of shares based on their entitlement, as required in compliance with the Buy-Back Regulations or the terms of the Buy-back.

#### Details of the date and price of acquisition of the Equity Shares that the promoters and persons in control intend to tender are provided below:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Value	Issue/Acquisition/ Sale Price per Equity Share (in ₹
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,275	Other than cash	10	
March 31, 1997	Allotment	20,350	Other than cash	10	+0
October 1, 1998	Purchase	42,381	Cash	10	10.00
November 19,1998	Allotment	11,800	Cash	10	10.00
May 25, 2000	Sale	(38,908)	Cash	10	1,435.95
March 1, 2003	Allotment	85,000	Cash	10	10.00
March 31, 2004	Allotment	1,70,000	Cash	10	10.00
October 28, 2005	Allotment	2,73,400	Cash	10	10.00
February 10, 2006	Gifted	(50,000)	Gift	10	-
March 21, 2006	Purchase	2,278	Cash	10	440.00
May 30, 2006	Purchase	15,298	Cash	10	440.00
September 28, 2006	Purchase	1,749	Cash	10	440.00
September 28, 2006	A Marining Control of the Control of	(39,636)	Gift	10	
December 19, 2006		(26,243)	Cash	10	2,574.00
February 24, 2007	Sale	40 1 10 to to 10 t	Cash	10	10.00
February 24, 2007	Buy-back of Equity Shares by our Company	(13,393)	Cash	10	2,651.00
April 25, 2007	Sale	(6,806)	Cash	10	440.00
June 22, 2007	Received as gift	11,170	Gift	10	20
June 22, 2007	Sale	(2,792)	Cash	10	4,607.00
June 22, 2007	Sale	(53,058)	Cash	10	4,595.00
August 24, 2009	Purchase	3	Cash	10	3,250.00
April 24, 2010	Allotment	2,22,95,790	Bonus issue in the ratio of 55:1	10	*
March 25, 2011	Gifted	(3,87,224)	Gift	10	20
May 11, 2012	Allotment pursuant to conversion of Preference Shares Series B	1	50	10	25
August 8, 2012	Sale	(9,82,276)	Cash	10	488.66
June 1, 2013	Sale (IPO)	(15,57,658)	Cash	10	525.30
March 17, 2016	Buy-back of Equity Shares by our Company	(2,58,671)	Cash	10	1,550.00
August 25, 2016	Purchase	3,20,000	Cash	10	481.97
August 26, 2016	Purchase	1,69,597		10	499.80
August 29, 2016	Purchase	1,380	Cash	10	499.90
August 31, 2016	Purchase	12,000	Cash	10	503.62
September 2, 2016	Purchase		Cash	10	478.37
September 29, 2016		1,80,000	Cash	10	430.72
September 30, 2016	Purchase	20,000	Cash	10	419.38
January 9, 2019	Buy-back of Equity Shares by our Company	(7,46,441)	Cash	10	800.00
-			C-C10000		100000000000000000000000000000000000000

CIN: L74140MH1993PLC150054

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition Sale Price per Equity Share (in ₹
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,775	Other than cash	10	-
March 31, 1997	Allotment	24,150	Other than cash	10	(*)
October 1, 1998	Sale	(14,781)	Cash	10	10.00
November 19, 1998	Allotment	6,300	Cash	10	10.00
May 25, 2000	Sale	(9,727)	Cash	10	1,435.95
April 24, 2010	Allotment	5,34,985	Bonus issue in the ratio of 55:1	10	(*)
February 24, 2015	Received as gift	84,000	Gift	10	- Ve
March 17, 2016	Buy-back of Equity Shares by our Company	(8,224)	Cash	10	1,550.00
January 9, 2019	Buy-back of Equity Shares by our Company	(22,979)	Cash	10	800.00
February 25, 2020	Purchase	50,000	Cash	10	492.65
February 27, 2020	Purchase	50,000	Cash	10	479.10
March 2, 2020	Purchase	2,00,000	Cash	10	483.87
March 12, 2020	Purchase	1,07,969	Cash	10	389.03
March 13, 2020	Purchase	90,302	Cash	10	361.19
March 25, 2020	Purchase	64,980	Cash	10	276.40
Total		11,60,760	0.000.000		115774205750

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition/ Sale Price per Equity Share (in ₹)
March 31, 1997	Allotment	2,550	Cash	10	10.00
October 1, 1998	Sale	(2,550)	Cash	10	10.00
February 10, 2006	Received as gift	25,000	Gift	10	
September 28, 2006	Received as gift	19,818	Gift	10	1.00
June 22, 2007	Gifted	(5,585)	Gift	10	(100)
April 24, 2010	Allotment	21,57,815	Bonus issue in the ratio of 55:1	10	740
June 29, 2011	Sale	(1,63,763)	Cash	10	344.88
June 1, 2013	Sale (IPO)	(6,18,174)	Cash	10	525.30
February 24, 2015	Gifted	(84,000)	Gift	10	-
April 6, 2015	Sale	(20,000)	Cash	10	1,316.00
April 8, 2015	Sale	(1,00,000)	Cash	10	1,368.63
March 17, 2016	Buy-back of Equity Shares by our Company	(15,879)	Cash	10	1,550.00
June 27, 2016	Sale	(30,000)	Cash	10	626.82
March 7, 2017	Sale	(75,000)	Cash	10	559.20
January 9, 2019	Buy-back of Equity Shares by our Company	(40,280)	Cash	10	800.00
July 31, 2019	Sale	(2,55,000)	Cash	10	691.12
August 1, 2019	Sale	(1,08,336)	Cash	10	698.14
August 2, 2019	Sale	(53,453)	Cash	10	694.91
August 5, 2019	Sale	(1,00,000)	Cash	10	697.39
February 4, 2020	Sale	(1,50,000)	Cash	10	517.50
Total		3,83,163			
(iv). Mr. V. Krishnan:	***				
Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition Sale Price per Equity Share (in ₹
March 31, 1997	Allotment	2,550	Cash	10	10.00

(2,550) Cash

25.000 Gift

10

10.00

September 28, 2006	Received as gift	19,818	Gift	10	
June 22, 2007	Gifted	(5,585)	5.25.3032	10	-
April 24, 2010	Allotment	THE RESIDENCE OF THE PARTY OF T	Bonus issue in	10	
110 - 4 00000000000000000000000000000000	10 C 10 W 20		the ratio of 55:1		
March 25, 2011	Received as gift	3,87,224	Gift	10	8.4
June 29, 2011	Sale	(1,63,763)	CONTRACTOR PROGRAM	10	344.88
August 8, 2012	Sale	(3,73,000)		10	488.66
June 1, 2013	Sale (IPO)	(6,32,144)	170025 75 00777	10	525.30
March 17, 2015	Creation of Pledge	1.00.000		10	1,178.35
March 31, 2015	Sale	The second secon	Cash	10	1,323.03
April 1, 2015	Sale	(27,140)	25 C65 72	10	1,326.39
April 21, 2015	Sale	(6,000)		10	1,070.48
July 10, 2015	Sale	(15,000)		10	1,181.66
August 20, 2015	Sale	(2,700)		10	960.93
	Gifted			10	300,33
December 3, 2015		(2,00,000)		127771	7 550 00
March 17, 2016	Buy-back of Equity Shares by our Company	(15,141)		10	1,550.00
March 21, 2016	Sale	The state of the s	Cash	10	642.40
March 22, 2016	Sale		Cash	10	700.03
March 23, 2016	Sale	(13,497)		10	741.85
March 29, 2016	Gifted	(60,316)	Control and the Control of the Contr	10	5*
March 30, 2016	Creation of Pledge	90,600	A CONTRACTOR OF THE PARTY OF TH	10	748.75
June 20, 2016	Sale	(5,000)		10	658.34
June 29, 2016	Creation of Pledge	1,50,000	the state of the s	10	601.45
July 12, 2016	Release of Pledge	15,500		10	578.45
July 14, 2016	Release of Pledge	55,000		10	572.90
September 29, 2016		(3,700)	Cash	10	450.13
	Creation of Pledge	50,000	COURT CYCLE	10	448.20
October 26, 2016	Creation of Pledge	70,000	Contract of the second	10	450.05
November 22, 2016		(25,000)	VI STORY COLUMN	10	372.65
November 23, 2016	THE RESERVE TO SERVE THE PROPERTY OF THE PROPE		Cash	10	370.10
November 25, 2016			Cash	10	370.95
November 30, 2016			Cash	10	376.43
February 17, 2017	Release of Pledge	4,000	MINOR KUNCEL	10	460.50
February 21, 2017	Release of Pledge	3,000	1000011101111	10	506.80
April 28, 2017				10	502.45
	Release of Pledge	43,000			
July 14, 2017	Creation of Pledge	48,000	V2.12.130.65.0	10	357.55
January 25, 2018	Release of Pledge	5,390	100 CH 100 CO TH	10	578.85
February 1, 2018	Sale	(59,000)		10	508.96
February 19, 2018	Sale	(50,000)	0,000,000,000	10	450.33
February 20, 2018	Sale	(42,700)		10	438.09
February 27, 2018	Creation of Pledge	1,75,000		10	449.25
March 1, 2018	Gifted	(20,280)		10	:*
April 12, 2018	Sale	(13,950)	Cash	10	453.95
April 13, 2018	Sale	(2,235)	Cash	10	446.88
June 22, 2018	Sale	(27,266)	Cash	10	558.44
July 11, 2018	Creation of Pledge	40,000	Cash	10	584.55
July 13, 2018	Creation of Pledge	45,000	Cash	10	571.30
October 9, 2018	Invocation of Pledge	(1,03,880)	Cash	10	430.18
October 25, 2018	Release of Pledge	42,710	de hout de la boule de	10	447.75
January 9, 2019	Buy-back of Equity Shares by our Company	(22,842)	25, 20, 20, 20, 20, 50, 50	10	800.00
July 9, 2019	Release of Pledge	24,000		10	812.25
July 26, 2019	Creation of Pledge	28,000		10	710.50
August 7, 2019	Release of Pledge	10,000		10	712.50
August 14, 2019	Creation of Pledge	10,000		10	671.80
		- Inches of April 1990 in	COLUMN TO THE REAL PROPERTY OF THE PERTY OF	10	
August 21, 2019	Release of Pledge	10,000	And the Annual Control of the Contro		682.60
August 30, 2019	Creation of Pledge	10,000	C United States	10	712.25
September 5, 2019		10,000	Andread Andrea	10	713.60
September 9, 2019		10,000		10	744.50
September 20, 2019		10,000		10	678.40
September 23, 2019		10,000		10	696,80
September 30, 2019		(11,833)	- Tricklywood	10	684.50
November 13, 2019		24,000	CONTRACTOR	10	512.55
November 13, 2019		24,000	VC 06 V 06 C 06 C 06 C 06 C 06 C 06 C 06	10	512.55
	Invocation of Pledge	(10,000)		10	526.65
December 3, 2019	The state of the s		Cash	10	543.65
December 5, 2019	Creation of Pledge		Cash	10	577.65
December 24, 2019	A CONTRACTOR OF THE CONTRACTOR		Cash	10	587.00
January 31, 2020	Release of Pledge	24,000	CONTRACTOR OF THE PARTY OF THE	10	562.30
February 3, 2020	Sale	(10,000)		10	521.73
February 7, 2020	Creation of Pledge	14,000		10	534.10
February 11, 2020	Creation of Pledge	15,000		10	505.20
February 18, 2020	Invocation of Pledge	(11,400)	23.000	10	487.29
February 18, 2020	Sale	(4,000)		10	488.15
	No. of the Contract of the Con	(10,000)	CONTROL SANDE	10	483.94
February 27, 2020	Invocation of Pledge	- I was a second and the second and	MODERNA PROPERTY.	and the second	- International Contraction
March 3, 2020	Release of Pledge	96,000		10	498.50
March 4, 2020	Release of Pledge	3,000	for a facilitative from the form	10	487.75
March 12, 2020	Creation of Pledge	30,000	Contract to the second	10	374.60
March 13, 2020	Creation of Pledge	19,000		10	380.15
March 17, 2020	Invocation of Pledge	(50,000)		10	302.59
May 26, 2020	Sale	(9,350)	Cash	10	353.53
Total	10	4,73,094		9 0	

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition Sale Price per Equity Share (in
December 3, 2015	Received as gift	2,00,000	Gift	10	
February 23, 2018	Sale	(9,403)	Cash	10	463.33
February 26, 2018	Sale	(877)	Cash	10	466.71
March 1, 2018	Received as gift	20,280	Gift	10	- 1
January 9, 2019	Buy-back of Equity Shares by our Company	(7,772)	Cash	10	800.00
January 14, 2020	Shares lent under SLB Mechanism	(1,54,948)	NA	10	NA*
February 6, 2020	Release of Shares lent under SLB Mechanism	1,00,000	NA	10	NA*
March 5, 2020	Release of Shares lent under SLB Mechanism	54,948	NA	10	NA*
Total	Lin	2,02,228			41

PROCESS AND METHODOLOGY FOR THE BUY-BACK 6.1 The Buy-back shall be available to all Shareholders holding Equity Shares either in physical and/or dematerialized form

as on the Record Date. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations. Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Shareholders and settlement of the same, through the stock exchange

mechanism as specified in the SEBI Circulars.

6.2 The Company has appointed Nomura Financial Advisory and Securities (India) Private Limited, as the registered broker to the Company (the "Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buy-back. The details of the Company Broker are as follows:

#### Nomura Financial Advisory and Securities (India) Private Limited

Ceejay House, Level 11, Plot F,

Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018

Tel: +91 22 4037 4037

Fax: +91 22 4037 4111 SEBI Registration No.: INB/INF/INE 231299034 (NSE), INB011299030 (BSE)

#### E-mail: justdialbuyback@nomura.com

- 6.3 The Company will request BSE, who has been appointed as the designated stock exchange (the "Designated Stock Exchange"), to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back.
- 6.4 At the beginning of the tendering period, the order for buying up to 31.42,857 Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a "Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Shareholders.

#### 6.5 Procedure to be followed by:

#### 6.5.1 Shareholders holding Equity Shares in physical form:

(a) In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buy-back offer/open offer/exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender Equity Shares in the Buy-back through tender offer route. However, such tendering shall be as per the provisions of the Buy-back Regulations. (b). Eligible Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buy-back

will be required to approach their Shareholder Broker along with the complete set of documents for verification procedures to be carried out. The documents include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter Identity Card or (iii) Passport.

(c). For orders for physical Equity Shares, the Shareholder Broker should place bids on the Acquisition Window with relevant details as mentioned on physical share certificate(s). The Shareholder Broker shall be required to print the Transaction Registration Slip ("TRS") generated by the Exchange Bidding System. TRS will contain the details of the order submitted including the bid identification number, the application number, the folio number, certificate number, distinctive numbers and the number of Equity Shares tendered in case of Equity shares held in the physical form and the number of Equity Shares tendered either by registered post or courier or hand delivery to the Registrar within two days of bidding by such Shareholder Broker. The envelope should be super scribed as "Just Dial Buy-back 2020". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to such Shareholder Broker or the Eligible Shareholder.

(d). Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as "unconfirmed physical bids". Once, the Registrar confirms the bids it will be treated as "Confirmed Bids". (e). Any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should

ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buy-back, so that they can participate in the Buy-back. (f). An unregistered shareholder holding physical shares may also tender his Equity Shares for Buy-back by submitting

the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

### 6.5.2 Shareholders holding Equity Shares in dematerialized form:

- (a). All Shareholders who desire to tender Equity Shares (held by them in dematerialised form) in the Buy-back would have to do so through their respective Shareholder Broker by indicating to such Shareholder Broker, the details of the Equity Shares they intend to tender under the Buy-back.
- (b). Each Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Designated Stock Exchange. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited (the "Clearing Corporation"), by using the early pay in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the order/bid by the
- (c). The details of the Special Account shall be provided in the issue opening circular that will be issued by the Designated stock Exchange or the Clearing Corporation. (d). For custodian participant orders, for dematerialised Equity Shares, early pay-in is mandatory prior to confirmation of
- the order by the custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.
- (e). The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholders places
- (f). Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DPID, client ID, number of Equity Shares tendered, etc. (g). It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.
- After the receipt of the dematerialized Equity Shares in the account of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buy-back shall be deemed to have been accepted for Shareholders holding the Equity Shares in dematerialized form. (h). The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case
- of return of Equity Shares due to rejection or partial acceptance. Excess Equity Shares or unaccepted Equity Shares, indematerialised form, if any, tendered by the Shareholders would be transferred by the Clearing Corporation directly to the respective Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to such Shareholder.
- (i). Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):
- Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and
- In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions). (j). Modification or cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance. (k). The cumulative quantity of Equity Shares tendered under the Buy-back shall be made available on the website of
- BSE (www.bseindia.com) throughout the Buy-back period and will be updated at specific intervals during the (I). Detailed instructions for participation in the Buy-back as well as the relevant time table will be included in the Letter
- of Offer to be sent to the Eligible Shareholder(s).

## METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the Buy-Back Regulations: 7.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

- 7.2 The Company will pay funds pertaining to the Buy-back to the Company's Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Equity Shares held in the dematerialized form shall be affected as per the SEBI Circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares held in the dematerialized form accepted under the Buy-back, such beneficial
- owners will receive funds pay-out in their bank account as provided in the depository system directly by the Clearing Corporation and in case of Equity Shares held in the physical form, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward 7.3 The Equity Shares held in the dematerialized form bought back would be transferred directly to the demat escrow
- account of the Company opened for the Buy-back (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account or receipt of the Equity Shares from the clearing and settlement mechanism of BSE. 7.4 The Eligible Shareholders of the Equity Shares held in the dematerialized form will have to ensure that they keep the
- depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares held in the dematerialized form, due to rejection or due to non-acceptance in the Buy-back. 7.5 Excess Equity Shares held in the dematerialised form or unaccepted Equity Shares held in the dematerialised form, if
- any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Equity Shares held in the physical form pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buy-back. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares held in the physical form, in case the Equity Shares held in the physical form accepted by the Company are less than the Equity Shares held in the physical form tendered in the Buy-back. 7.6 The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buy-back.
- 7.7 In case of certain client types viz. non-resident Shareholders (where there may be specific Reserve Bank of India and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay out would be given to their respective seller member's settlement accounts for releasing the same to the respective eligible seller's account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the eligible seller pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.
- 7.8 Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the respective Shareholder Broker upon the Shareholders for tendering Equity Shares in the Buy-back. The Buy-back consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders tendering their Equity Shares in the Buy-back.
- 7.9 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations. 8. RECORD DATE AND SHAREHOLDER ENTITLEMENT
- 8.1. In terms of the Buy-back Regulations, the Company has fixed July 3, 2020 as the Record Date for the purpose of determining the entitlement and the names of the holders of the Equity Shares who are eligible to participate in the Buy-back.

8.2. In accordance with the Buy-back Regulations and such other circulars or notifications, as may be applicable, in due course,

each Eligible Shareholder as on the Record Date shall receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholder for participating in the Buy-back. Further, in terms of the COVID-19 Relaxation Circular, the Letter of Offer and the Tender Form will be made available on the website of the Company at www.justdial.com, the Stock Exchanges at www.bseindia.com, www.nseindia.com and www.msei.in, the Registrar to the Buy-back at www.kfintech.com and the Manager to the Buy-back at www.nomuraholdings.com/company/ group/asia/india/index.html.

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- 8.3. The Equity Shares to be bought back as a part of the Buy-back are divided in two categories
- (i). Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the Buy-back Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than ₹ 2,00,000 (Rupees Two Lakh Only); and
- (ii). General category for all other shareholders.
- 8.4. In accordance with the proviso to Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buy-back or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back.
- 8.5. Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buy-back. This entitlement for each shareholder will be 5. calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.
- 8.6. In order to ensure that the same Eligible Shareholder with multiple demat accounts or folios does not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (small shareholder or general category) and their entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-back as per the shareholder records received from the Depositories.
- 8.7. Shareholders' participation in Buy-back will be voluntary. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any, If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back.
- 8.8. The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the
- 8.9. The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.
- We confirm that there are no defaults subsisting in repayment of deposits and interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or banking company.
- 10. The Board has made full enquiry into the affairs and prospects of the Company and are of the opinion:
- that immediately following the date of the Board Approval and the date of the Shareholders' Approval, there will be no grounds on which the Company could be found to be unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the date of Board Approval i.e. April 30, 2020 as well as the date of the Shareholders' Approval and, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Approval as well as within a period of one year from the date of Shareholders' Approval; and
- (iii) that in forming its opinions aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016, as amended.
- 11. AUDITOR'S REPORT

Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the report dated May 22, 2020 received from Deloitte Haskins and Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

## To,

The Board of Directors

Just Dial Limited

Palm Court Building M, 501/B, 5th floor, New link road

Malad (W), Mumbai - 400 064

### Dear Sirs/Madam,

Subject: Statutory Auditor's report in respect of proposed buyback of equity shares by Just Dial Limited (the Company) in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) (the Buyback Regulations). This Report is issued in accordance with the terms of our engagement letter dated May 15, 2020.

- The Board of Directors of Just Dial Limited (the Company) have approved a proposal for buy-back of equity shares by
- the Company (subject to the approval of its shareholders) at its meeting held on April 30, 2020 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ("the Act") and the Buyback Regulations.

3. We have been requested by the Management of the Company to provide a report on the accompanying statement of Annexure A - Statement of Permissible Capital Payment in accordance with Section 68(2)(c) of the Companies Act, 2013 permissible capital payment (including premium) ("Annexure A") as at March 31, 2019 (hereinafter referred to as the "Statement") prepared by the management of the Company, which we have initialled for identification purposes only.

Management's Responsibility for the Statement The preparation of the statement in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and in compliance with the Buyback Regulations, is the responsibility of the management of the Company

including the computation of the amount of the permissible capital payment (including premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statemen and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. Auditors Responsibility

- Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that (i). We inquire into the state of affairs of the Company in relation to the audited standalone and consolidated financia statements for the year ended March 31, 2019.
- capital payment for the proposed buyback of equity shares as stated in Annexure A, agrees with the audited ended March 31, 2019. standalone and consolidated financial statements for the year ended March 31, 2019 in accordance with Section Note 2: In the absence of any definition of or guideline for "Insolvent" in the Buyback Regulations, the Company has ended March 31, 2019. The standalone and consolidated financial statements for the year ended March 31, 2019. Ballot is approved. have been audited by the predecessor auditors who have issued an unmodified audit opinion dated May 13, 2019.

(iii). The amount of permissible capital payment as stated in Annexure A, has been properly computed considering the annual audited standalone and consolidated financial statements as at March 31, 2019 in accordance with Section Unquote

(iv). The Board of Directors of the Company, in their meeting held on April 30, 2020 have formed the opinion as specified. in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of the board meeting i.e. April 30, 2020 as well as within a period of one year from the date on which the special resolution for the proposed buy-back of equity shares through Postal Ballot will be passed and declared.

We conducted our examination of the Statement in accordance with the Guidance note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) (Guidance Note). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAL

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services engagements.

Based on our tracing and the enquiries conducted as stated above, we report that:

Figures in ₹ Lakhs

68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and

- We have enquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2019 which has been approved by the Board of Directors of the Company on May 13, 2019;
- (ii). The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith as Annexure A, in our view has been properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations: The amounts of Equity share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019; and
- (iii). The Board of Directors of the Company, in their meeting held on April 30, 2020 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the board meeting resolution dated April 30, 2020 as well as within a period of one year from the date on which the special resolution for the proposed buy-back of equity shares through Postal Ballot will be passed and declared.

#### Restriction on Use

Place: Mumbai

Date: May 22, 2020

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act, and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement and other documents pertaining to buy back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers of the buy-back in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Deloitte Haskins and Sells LLP Chartered Accountants (Firm's Registration No. 117366W/W-100018)

> A. B. Jani Partner Membership: 46488 UDIN: 20046488AAAAAAU4281

Particulars Standalone Consolidated Equity share capital as on March 31, 2019 6.476 6,476 Total (A) 6,476 6.476 Free Reserves as on March 31, 2019 General reserve 1.990 1.990 82.268 82.275 Retained earnings Securities premium account 85,487 85,495 Total (B) Grand Total (A+B) 91,963 91,971 Maximum amount permissible for Buy-Back 22,990.8 22,992.8 Permissible capital payment towards buyback of equity shares shares in accordance with Section 68(2)(c) of the Act (25% of paid up equity capital and free reserves)

Note 1: Calculation in respect of the Permissible capital payment towards buyback of equity shares in accordance with (ii). We examine and report whether the financial information considered for computation of amount of permissible. Section 68(2)(c) of the Act is done based on the annual audited standalone and consolidated financial statements for the year

68(2) of the Act and Regulation 4(i) of the Buyback Regulations and the computation is arithmetically correct. In this considered a situation for not being able to continue as a going concern for a period of one year (as a minimum period respect, we have traced the amounts stated in Annexure A as Equity share capital, General reserve, Retained mentioned in Ind AS 1 issued by the Institute of Chartered Accountants of India) from April 30, 2020 (date of Board resolution earnings and Securities premium account from the standalone and consolidated financial statements for the year for buy back) and from the date on which the special resolution for the proposed buy-back of equity shares through Postal Abhishek Bansal Date: 22-05-2020

Whole-time Director & CFO Place: Mumbai

12. COMPLIANCE OFFICER Manan Udani

501/B, 5th Floor

Company Secretary and Compliance Officer

Palm Court, Building-M Besides Goregoan Sports Complex

New Link Road, Malad (West) Mumbai 400 064 Tel.: +91 22 2888 4060

E-mail: investors@justdial.com

Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

13. INVESTOR SERVICE CENTRE In case of any queries, the Shareholders may also contact the RTA during working hours, being 10:00 a.m. to 4:30 p.m. on all working days except Saturday, Sunday and public holidays at the following address:

KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited)

Selenium, Tower-B. Plot No. 31 & 32. Financial District,

Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032 Tel: +91 40 6716 2222 Fax: +91 40 2343 1551

E-mail: justdial.buyback20@kfintech.com Contact Person: M Murali Krishna

SEBI Registration Number: INR000000221 14. MANAGER TO THE BUY-BACK

NOMURA

Nomura Financial Advisory and Securities (India) Private Limited Ceejay House, Level 11, Plot F, Shivsagar Estate,

Tel: +91 22 4037 4037 Fax: +91 22 4037 4111

SEBI Registration No.: INM000011419

Dr. Annie Besant Road, Worli, Mumbai 400 018

E-mail: justdialbuyback@nomura.com Website: www.nomuraholdings.com/company/group/asia/india/index.html

Contact Person: Vishal Kaniani **DIRECTORS RESPONSIBILITY** 

In terms of Regulation 24(i)(a) of the Buy-Back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Just Dial Limited

Abhishek Bansal Manan Udani V. S. S. Mani Managing Director and CEO Whole-time Director and CFO Company Secretary and Compliance Officer Place: Mumbai Date: June 24, 2020



### WEST BENGAL STATE ELECTRICITY TRANSMISSION COMPANY LIMITED (A Government of West Bengal Enterprise)

Registered Office: Vidyut Bhavan, DJ Block, Sector-II, Bidhannagar, Kolkata-700091

 CIN-U40101WB2007SGC113474 • web : www.wbsetcl.in Unaudited Financial Result for the Half Year Ended on 31st March, 2020

SI. No.	Particulars	Half Year ended 31.03.2020	Corresponding half year ended 31.03.2019	Previous year ended 31.03.2020	Previous year ended 31.03.2019
00000000		Unaudited	Unaudited	Unaudited	Audited
1.	Total Income from Operations	73,140.01	70,899.99	146,031.50	142,601.51
2.	Net Profit (+)/Loss (-) for the period (before tax, Exceptional and/or Extraordinary Items)	22,370.89	22,768.02	47,021.93	51,559.72
3.	Net Profit (+)/Loss (-) for the period before tax (after Exceptional and/or Extraordinary Items)	22,370.89	22,768.02	47,021.93	51,559.72
4.	Net Profit (+)/Loss (-) for the period after tax (after Exceptional and/or Extraordinary Items)	18,462.25	17,861.78	38,806.26	40,472.12
5.	Total Comprehensive Income for the period [comprising Profit/(Loss) for the period (after tax) and other Comprehensive Income (after tax)]	13,387.96	20,381.25	36,201.45	44,830.32
6.	Paid-up equity share capital (Face Value of ₹ 10/- each)	110,552.00	110,552.00	110,552.00	110,552.00
7.	Reserve (excluding Revaluation Reserves)	371,592.28	334,298.63	371,592.28	335,390.83
8.	Net worth	457,460.65	422,033.67	457,460.65	423,125.87
9.	Paid-up Debt Capital/Outstanding Debt	326,455.24	326,194.94	326,455.24	326,194.94
10.	Outstanding Redeemable Preference Shares	© <del>=</del>	H	<del></del> 0	(: <del>91</del> )
11.	Debt Equity Ratio	0.71	0.77	0.71	0.77
12.	Earning Per Share (of ₹ 10/- each) (For continuing and discontinued operations)				5-10-10-1
	1. Basic : (Not Annualised)	1.67	1.62	3.51	3.66
	2. Diluted : (Not Annualised)	1.67	1.62	3.51	3.66
13.	Capital Redemption Reserve	72"			_
14.	Debenture Redemption Reserve	16,066.70	14,766.70	16,066.70	14,766.70
15.	Debt Service Coverage Ratio	1.20	1.43	1.20	1.98
16.	Interest Service Coverage Ratio	2.60	3.05	2.60	3.31

## Notes:

- 1. The above financial results have been recommended by the Audit Committee in its meeting held on 24.06.2020 and approved by the Board of Directors in the meeting held on the same day.
- 2. The financial results have been prepared in accordance with Ind AS as prescribed under section 133 of the Companies Act. 2013 read with Rule 3 of the Companies (Indian Accounting Standard) Rules, 2015 and Companies (Indian Accounting Standard) Amendment Rules, 2016. 3. The Company is in the process of segregating its freehold and leasehold land and is hence yet to adopt IND AS 116 "leases"
- effective 1st April, 2019, as notified by the Ministry of Corporates Affairs (MCA) vide Companies (Indian Accounting Standard), Amendment Rules, 2019. 4. The financial results for the half year ended on 31st March, 2020 have been subjected to Limited Review by the Statutory Auditor. 5. Being an electricity utility, depreciation has been provided under the West Bengal Electricity Regulatory Commission (Terms & Conditions of Tariff) Regulations, 2011 as amended to date and not as per Schedule II of the Companies Act, 2013.
- 6. The Company has received credit rating of 'CARE BBB+' and 'IND A-' assigned by CARE and India Ratings and Research Pvt. Ltd. respectively. The Company has sufficient asset cover to discharge the principal amount for all Non-Convertible Debt Securities issued.

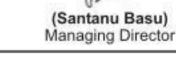
SI.	Design of the second se	Previou	us Due Date	Next Due Date	
No.	Particulars	Interest	Principal	Interest	Principal
1.	9.75% Secured Redeemable and Non-Convertible Bonds, 2019*	16.10.2019	16.10.2019	-	8 <del>-1</del>
2.	10.29% Secured Redeemable and Non-Convertible Bonds, 2021**	26.01.2020	1,440	26.07.2020	82

Interest and Principal have been paid on the due dates.

\*9,75% Secured Redeemable and Non-Convertible Bonds, 2019 is redeemed on 16,10,2019. \*\*Repayable in a single installment on 26.07.2021.

- 9. The Company has not received any information from the vendors as to their status under the Micro, Medium and Small Enterprise Development Act, 2006 and hence amount outstanding and interest paid/payable to them under this act is considered to be 'Nil'. 10. Formula used for computation of Ratios: ISCR = Earning before Interest and Tax/Interest Expenses and DSCR = Earning before Interest and Tax/(Interest + Principal Repayment).
- 11. The company is an essential service provider and as a result does not expect any significant impact in operations due to Covid 19. 12. During the half year the company did not receive any complaints/grievances from investors. 13. The figures of the earlier periods have been regrouped wherever necessary to make them comparable with the current period.

By the Order of the Board



(A Government of India Enterprise-Mini Ratna Category-I)
South Central Zone
#9-1-129/1/302, 3" Floor, Oxford Plaza, SD Road, Secunderabad - 500003
CIN:L74899DL1999GOI101707 R Notice Inviting E-Tender RCTC, South Central Zone invites the following Open E-Tenders :-E-Tender No. & Date Supply point No. IRCTC/SCZ/RNP/BSP/ Alaska 27 mm Rail Neer Plant CAPS/2020 dated 22.06.2020 HDPE Caps Last Date & Time of submission of E-Tender: 15:30 hrs of 22.07.2020 IRCTC/SCZ/RNP/BSP/BOPP Pearlised BOPP Rail Neer Plant abels Rolls/2020 dated 22.06.2020 Label Rolls Bilaspur (Chhattisgarh Last Date & Time of submission of E-Tender: 15:15 hrs of 22.07.2020 IRCTC/SCZ/RNP/BSP LDPE Shrink | LDPE Shrink Bilaspur (Chhattisgarh Film/2020 dated 22.06.2020 Last Date & Time of submission of E-Tender: 15:00 hrs of 22.07.2020 Tender document view downloading & participation can be done on Website: - < www.tenderwizard.com/IRCTC >

Indian Railway Catering & Tourism Corporation Ltd

In case of any corrigendum/addendum issued on the above advertisement, it will be published only on website www.irctc.com and www.tenderwizard.com/IRCTC. No newspaper press advertisement shall be issued for the same.

India Mutual Fund

of distributable surplus available on the Record Date.

Place: Mumbai



### PARAG MILK FOODS LIMITED Regd. Office: Flat No 1, Plot No 19, Nav Rajasthan Housing Soc., S.B. Road, Shivaji Nagar, Pune 411016 Tel:+91 7276470001 Corp. Office: 10° Floor, Ninnal Building, Nariman Point, Mumbai- 400 021

NOTICE NOTICE is hereby given pursuant to Regulation 29 read with Regulation 47 of the

Rachana Sanganeria

Company Secretary and Compliance Officer

NAV of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, that a Meeting of the Board of Directors of the Company is scheduled to be held on Monday, June 29, 2020, to inter alia, consider and approve the audited financial results of the Company for the quarter and year ended March 31, 2020 and to consider and recommend final dividend, if any, for the financial year ended March 31, 2020. The said Notice may also be accessed on the Company's website at

www.paragmilkfoods.com as well as on the website of the National Stock Exchange of India Limited at www.nseindia.com and BSE Limited at www.bseindia.com. For Parag Milk Foods Limited

**PGIM India Asset Management Private Limited** (Erstwhile DHFL Pramerica Asset Managers Private Limited) 2<sup>nd</sup> Floor, Nirlon House, Dr. A.B. Road, Worli, Mumbai - 400 030,

Quantum of

Tel.: +91 22 6159 3000. Fax: +91 22 6159 3100 CIN: U74900MH2008FTC187029 Toll Free No.: 1800 266 7446 Website: www.pgimindiamf.com

Place: Mumbai

Date: June 24, 2020

#### NOTICE [No. 12 of 2020-21] Notice is hereby given that PGIM India Trustees Private Limited, Trustee to PGIM India Mutual Fund, has approved declaration

of dividend under the following schemes of PGIM India Mutual Fund with June 30, 2020 as the record date:-

Schemes Name	Plan / Options	dividend per unit (Gross of Statutory Levy, if any)* (₹)	Face Value (₹ per unit)	Dividend Option as on June 23, 2020 (₹ per unit)#
PGIM India Banking & PSU Debt Fund	Regular Plan - Quarterly Dividend Option	0.1700	10	11.0004
PGIM India Dynamic	Regular Plan - Quarterly Dividend Option	19.5000	1000	1168.1431
Bond Fund	Direct Plan - Quarterly Dividend Option	22.5000	1000	1245.0423
PGIM India Gilt Fund	Regular Plan - Dividend Option	0.2500	10	14.9515
	Direct Plan - Dividend Option	0.2600	10	15.2466
PGIM India Premier Bond Fund	Regular Plan - Quarterly Dividend Option	0.1850	10	11.9315
	Direct Plan - Quarterly Dividend Option	0.2200	10	13.3413
PGIM India Short	Regular Plan - Quarterly Dividend Option	0.1600	10	10.4141
Maturity Fund	Direct Plan - Quarterly Dividend Option	0.1800	10	11.0608
	Regular Plan - Quarterly Dividend Option	0.1350	10	10.8431
PGIM India Arbitrage Fund	Direct Plan - Quarterly Dividend Option	0.1450	10	11.0407
	Regular Plan - Dividend Option	0.1500	10	11.7549
PGIM India Midcap Opportunities Fund	Regular Plan - Dividend Option	0.1800	10	11.24
PGIM India Hybrid	Regular Plan - Dividend Option	0.2150	10	11.21
Equity Fund	Direct Plan - Dividend Option	0.3900	10	18.46

#Pursuant to payment of dividend, the NAV of the Dividend Option of the above-mentioned Schemes would fall to the extent of payout and statutory levy, if any.

Dividend will be paid to those unit holders whose names appear in the records of the Registrar as at the close of business on the record date. For units in dematerialized form, all unit holders whose names appear in the beneficiary position file downloaded from the depositories as on the record date will be entitled to receive the dividend.

\*The dividend will be subject to the availability of distributable surplus under the schemes and may be lower to the extent

For PGIM India Asset Management Private Limited

Sd/-**Authorized Signatory** 

(Investment Manager for PGIM India Mutual Fund)

**Date**: June 24, 2020 MUTUAL FUND INVESTMENTS ARE SUBJECT TO MARKET RISKS. READ ALL SCHEME RELATED DOCUMENTS CAREFULLY.

financialexp.epapr.in

Kolkata

24th June, 2020



## JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Registered Office: Palm Court, Building-M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad (West), Mumbai - 400 064, Maharashtra Tel: +91 22 2888 4060 Fax: +91 22 2889 3789 Website: www.justdial.com, E-mail: investors@justdial.com

PUBLIC ANNOUNCEMENT

#### FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF JUST DIAL LIMITED

This public announcement ("Public Announcement") is made in relation to the buy-back of equity shares each having a face value of ₹10 each (the "Equity Shares") by Just Dial Limited (the "Company") through a tender offer pursuant to the provisions of Regulation 7(i) and Schedule II of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buy-Back Regulations"), from the shareholders/beneficial owners of the Company (the "Shareholders"). OFFER TO BUY-BACK UP TO 31.42.857 FULLY PAID-UP EQUITY SHARES AT A PRICE OF ₹ 700 PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER

DISCLOSURES IN ACCORDANCE WITH SCHEDULE II OF THE BUY-BACK REGULATIONS

#### DETAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE

.1. The Board of Directors of the Company (the "Board") at its meeting held on April 30, 2020 approved the proposal for the buy-back of up to 31,42,857 (Thirty One Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) Equity Shares (representing up to 4.84% of the total number of Equity Shares of the paid-up Equity Share capital of the Company) at a price of ₹ 700 (Rupees Seven Hundred Only) per Equity Share payable in cash for an aggregate amount not exceeding ₹ 220,00,00,000 (Rupees Two Hundred Twenty Crores Only) excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses (the "Maximum Buy-back Size"), which is approximately up to 23.92% of the total paid-up Equity Share capital and free reserves (including Securities Premium Account) of the Company for the financial year ended March 31, 2019, as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 ("Board Approval"), on a proportionate basis, through a tender offer (the "Buy-back") in accordance with the provisions of the Companies Act, 2013, as amended and the rules made thereunder (the "Companies Act"), and in compliance with the Buy-back Regulations, including any amendments, statutory modifications or re-enactment thereof, for the time being in force. The Shareholders approved the Buy-back, by way of a special resolution, on June 23, 2020, (the Shareholders' Approval") pursuant to the postal ballot notice dated May 22, 2020 ("Notice"). The Buy-back is subject to receipt of any approvals of statutory, regulatory or governmental authorities, as may be required under applicable laws, including the Securities and Exchange Board of India ("SEBI"), and the stock exchanges on which the Equity Shares are listed, namely, the National Stock Exchange of India Limited ("NSE"), the BSE Limited ("BSE") and Metropolitan Stock Exchange of India Limited ("MSEIL", together with NSE and BSE, the "Stock Exchanges").

1.2. The Buy-back shall be undertaken on a proportionate basis from the Shareholders as of July 3, 2020, (the "Record Date") through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations. Additionally the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the "Mechanism for acquisition of shares through Stock Exchange pursuant to tender offers under Takeovers, Buy-Back and Delisting" as specified by SEBI in the circular bearing number CIR/CFD/POLICYCELL 1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, including any amendment: or statutory modifications for the time being in force (the "SEBI Circulars"). The Letter of Offer and the Tender Form wi be made available on the website of the Company at www.justdial.com, the Stock Exchanges at www.bseindia.com www.nseindia.com and www.msei.in, the Registrar to the Buy-back at www.kfintech.com and the Manager to the Buy back at www.nomuraholdings.com/company/group/asia/india/index.html in terms of SEBI Circular dated May 14, 2020 on the "Relaxations relating to procedural matters - Takeovers and Buy-back" (the "COVID-19 Relaxation Circular").

 The price at which the Company proposes to undertake the Buy-back, being ₹700 (Rupees Seven Hundred Only) per Equity Share (the "Buy-back Offer Price") has been arrived at after considering various factors, including the volume weighted average prices/closing prices of the Equity Shares of the Company on NSE and BSE, where the Equity Shares are listed and traded, the net-worth of the Company and the impact of the Buy-back on the earnings per Equit Share. The Buy-back Offer Price represents (i) premium of 87.18% on BSE and 73.49% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back; (ii) premium of 109.38% on BSE and 108.39% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back; and (iii) premium of 100.83% on BSE and 100.77% on NSE over the closing market price October 1, 1998 Sale of the Equity Shares on BSE and NSE as on April 27, 2020 i.e. the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back. The Equity Shares of the Company have not been traded on MSEIL since the date of listing.

#### NECESSITY/RATIONALE FOR BUY-BACK

- optimising returns to shareholders:
- (ii) enhancing overall shareholder value;
- (iii) achieving optimum capital structure;
- (iv) mitigating the effects of short-term market volatility; and

#### (v) enhancing shareholders' confidence. MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK

### MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES

#### PARTICIPATE IN THE BUY-BACK 5.1 The aggregate shareholding of the promoters and of the directors of the promoter, where the promoter is a company

Sr. No	Name	Designation	Number of Equity Shares	% of Shareholding
1.	V. S. S. Mani	Promoter	1,94,72,804	30.00
2.	Ramani Iyer	Promoter	3,83,163	0.59
3.	V. Krishnan	Promoter	4,82,444	0.74
4.	Anita Mani	Promoter	11,60,760	1.79
5.	Eshwary Krishnan	Promoter Group	2,02,228	0.31
-	Total		2,17,01,399	33.44
1000		ig of the Directors and Key Mana iph 5.1 above) as on the date of the		
Sr. No	Name	Designation	Number of Equity Shares	% of Shareholding

Name	Aggregate No. of Shares Purchased or Sold	Nature of Transaction	Maximum Price (in ₹)	Date of Maximum Price	Minimum Price (in ₹)	Date of Minimum Price
Anita Mani	5,63,251	Market Purchase	492.65	February 25, 2020	276.40	March 25, 2020
Ramani Iyer	(1,50,000)	Market Sale	517.50	February 4, 2020	517.50	February 4, 2020
V. Krishnan	(18,100)	Market Sale	587.00	December 24, 2019	488.15	February 18, 2020
	(81,400)	Invocation of Pledge	534.12	November 18, 2019	302.59	March 17, 2020
Eshwary Krishnan	(1,54,948)	Shares lent under SLB Mechanism	NA	NA	NA	NA
	1,54,948	Release of Shares lent	NA	NA.	NA	NA

#### Details of the date and price of acquisition of the Equity Shares that the promoters and persons in control intend to tender are provided below:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition Sale Price per Equity Share (in ₹
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,275	Other than cash	10	***
March 31, 1997	Allotment	20,350	Other than cash		
October 1, 1998	Purchase	42,381	Cash	10	10.00
November 19,1998	Allotment	11,800	Cash	10	10.00
May 25, 2000	Sale	(38,908)	Cash	10	1,435.95
March 1, 2003	Allotment	85,000	Cash	10	10.00
March 31, 2004	Allotment	1,70,000	Cash	10	10.00
October 28, 2005	Allotment	2,73,400	Cash	10	10.00
February 10, 2006	Gifted	(50,000)	Gift	10	
March 21, 2006	Purchase	2,278	Cash	10	440.00
May 30, 2006	Purchase	15,298	Cash	10	440.00
September 28, 2006	Purchase	1,749	Cash	10	440.00
September 28, 2006		(39,636)	Gift	10	-
December 19, 2006	Buy-back of Equity Shares by our Company	(26,243)	Cash	10	2,574.00
February 24, 2007	Sale	(500)	Cash	10	10.00
February 24, 2007	Buy-back of Equity Shares by our Company	(13,393)	Cash	10	2,651.00
April 25, 2007	Sale	(6,806)	Cash	10	440.00
June 22, 2007	Received as gift	11,170	Gift	10	
June 22, 2007	Sale	(2,792)	Cash	10	4,607.00
June 22, 2007	Sale	(53,058)	Cash	10	4,595.00
August 24, 2009	Purchase	3	Cash	10	3,250.00
April 24, 2010	Allotment	2,22,95,790	Bonus issue in the ratio of 55:1	10	10.
March 25, 2011	Gifted	(3,87,224)	Gift	10	**
May 11, 2012	Allotment pursuant to conversion of Preference Shares Series B	1	<b>3</b> 5	10	50
August 8, 2012	Sale	(9,82,276)	Cash	10	488.66
June 1, 2013	Sale (IPO)	(15,57,658)	Cash	10	525.30
March 17, 2016	Buy-back of Equity Shares by our Company	(2,58,671)	Cash	10	1,550.00
August 25, 2016	Purchase	3,20,000	Cash	10	481.97
August 26, 2016	Purchase	1,69,597	Cash	10	499.80
August 29, 2016	Purchase		Cash	10	499.90
August 31, 2016	Purchase	12,000	Cash	10	503.62
September 2, 2016		928	Cash	10	478.37
September 29, 2016	CONTRACTOR AND TRACTOR AND TRA	1,80,000	Cash	10	430.72
September 30, 2016	Purchase	20,000	Cash	10	419.38
2010/10/10 10 10 10 10 10 10 10 10 10 10 10 10 1					

(7,46,441) Cash

1,94,72,804

10

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,775	Other than cash	10	
March 31, 1997	Allotment	24,150	Other than cash	10	
October 1, 1998	Sale	(14,781)	Cash	10	10.00
November 19, 1998	Allotment	6,300	Cash	10	10.00
May 25, 2000	Sale	(9,727)	Cash	10	1,435.95
April 24, 2010	Allotment	5,34,985	Bonus issue in the ratio of 55:1	10	-
February 24, 2015	Received as gift	84,000	Gift	10	
March 17, 2016	Buy-back of Equity Shares by our Company	(8,224)	Cash	10	1,550.00
January 9, 2019	Buy-back of Equity Shares by our Company	(22,979)	Cash	10	800.00
February 25, 2020	Purchase	50,000	Cash	10	492.65
February 27, 2020	Purchase	50,000	Cash	10	479.10
March 2, 2020	Purchase	2,00,000	Cash	10	483.87
March 12, 2020	Purchase	1,07,969	Cash	10	389.03
March 13, 2020	Purchase	90,302	Cash	10	361.19
March 25, 2020	Purchase	64,980	Cash	10	276.40
Total		11,60,760			13230333,20
(iii). Mr. Ramani lyer					
Date of	Nature of Transaction	No. of Equity	Nature of	Face	Issue/Acquisition

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Sale Price per Equity Share (in ₹)
March 31, 1997	Allotment	2,550	Cash	10	10.00
October 1, 1998	Sale	(2,550)	Cash	10	10.00
February 10, 2006	Received as gift	25,000	Gift	10	•8
September 28, 2006	Received as gift	19,818	Gift	10	
June 22, 2007	Gifted	(5,585)	Gift	10	•
April 24, 2010	Allotment	21,57,815	Bonus issue in the ratio of 55:1	10	•
June 29, 2011	Sale	(1,63,763)	Cash	10	344.88
June 1, 2013	Sale (IPO)	(6,18,174)	Cash	10	525.30
February 24, 2015	Gifted	(84,000)	Gift	10	
April 6, 2015	Sale	(20,000)	Cash	10	1,316.00
April 8, 2015	Sale	(1,00,000)	Cash	10	1,368.63
March 17, 2016	Buy-back of Equity Shares by our Company	(15,879)	Cash	10	1,550.00
June 27, 2016	Sale	(30,000)	Cash	10	626.82
March 7, 2017	Sale	(75,000)	Cash	10	559.20
January 9, 2019	Buy-back of Equity Shares by our Company	(40,280)	Cash	10	800.00
July 31, 2019	Sale	(2,55,000)	Cash	10	691.12
August 1, 2019	Sale	(1,08,336)	Cash	10	698.14
August 2, 2019	Sale	(53,453)	Cash	10	694.91
August 5, 2019	Sale	(1,00,000)	Cash	10	697.39
February 4, 2020	Sale	(1,50,000)	Cash	10	517.50
Total		3,83,163		4 0	
(iv). Mr. V. Krishnan:					
Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	* *	Issue/Acquisition/ Sale Price per

Allotment

2.550 Cash

res	ectively for two weeks p	receding the date of i	ntimation to the	he Stock Exchanges fo	r the Board	Meeting to consider	March 31, 1997	Allotment	2,550		10	10.00
the	proposal of the Buy-back	; and (iii) premium of	100.83% on E	3SE and 100.77% on N	SE over the	closing market price	October 1, 1998	Sale	(2,550)	57575.61.0	10	10.00
of th	ne Equity Shares on BSE	and NSE as on Apr	127, 2020 i.e	. the date of intimation	to the Stoc	k Exchanges for the		Received as gift	25,000		10	
	rd Meeting to consider th						September 28, 2006	Received as gift	19,818	Gift	10	8.58
	EIL since the date of listing	Control of the Contro			St. 32		June 22, 2007	Gifted	(5,585)	Gift	10	
	CESSITY/RATIONALE F	M. A					April 24, 2010	Allotment	21,57,815	Bonus issue in	10	
			name to value	en aventura firmala ka ika	Chambald	and which are aver	4.00-1000-2000-2-5	27 C 2 C 27 C 27 C		the ratio of 55:1	800000000	
	Buy-back is being und						March 25, 2011	Received as gift	3,87,224	Gift	10	343
	above its ordinary capita						June 29, 2011	Sale	(1,63,763)	Cash	10	344.88
	cost-efficient manner. A		any's manag	ement strives to increa	se Shareho	olders' value and the	August 8, 2012	Sale	(3,73,000)	Cash	10	488.66
Buy	-back would result in, am	ongst other things:					June 1, 2013	Sale (IPO)	(6,32,144)		10	525.30
(i)	optimising returns to shar	reholders;					March 17, 2015	Creation of Pledge	1,00,000		10	1,178.35
(ii)	enhancing overall sharel	holder value:					March 31, 2015	Sale	(13,225)		10	1,323.03
0.25, 5,0	achieving optimum capita						April 1, 2015	Sale	(27,140)		10	1,326.39
A25550			ette s				April 21, 2015	Sale	(6,000)	and the first of t	10	1,070.48
100000	mitigating the effects of s		tility; and				July 10, 2015	Sale	(15,000)		10	1,181.66
(v)	enhancing shareholders	confidence.					August 20, 2015	Sale	(2,700)	and the second s	10	960.93
. MA	XIMUM AMOUNT REQU	IRED UNDER THE B	UY-BACK					Gifted		A Company of the Comp		300.33
The	maximum amount requi	red under the Buy-ba	ick will not ex	rceed ₹ 2.20.00.00.000	/Rupees T	wo Hundred Twenty	December 3, 2015		(2,00,000)		10	4.550.00
	res Only) being up to app						March 17, 2016	Buy-back of Equity Shares by our Company	(15,141)		10	1,550.00
	urities Premium Account						March 21, 2016	Sale	(13,680)	A Company of the Comp	10	642.40
				daione and consolidat	ou illiancia	i statements of the	March 22, 2016	Sale	(2,823)		10	700.03
	npany for the financial yea	경기 경기 때문에 가장하다 얼마나 얼마나 하시다는 때문에					March 23, 2016	Sale	(13,497)	C10.00.00.00.00	10	741.85
. MA	XIMUM PRICE FOR BUY	Y-BACK OF THE EQI	JITY SHARES	S			March 29, 2016	Gifted	(60,316)		10	
The	Equity Shares are propo	sed to be bought back	at a price of ?	700 per Equity Share.			March 30, 2016	Creation of Pledge	90,600		10	748.75
The	Buy-back Offer Price has	s been arrived at after	considering	various factors, includir	a the volum	ne weighted average	June 20, 2016	Sale	(5,000)	Cash	10	658.34
	es/closing prices of the e		The second secon		Section 1		June 29, 2016	Creation of Pledge	1,50,000	Cash	10	601.45
100	ed, the net worth of the C						July 12, 2016	Release of Pledge	15,500	Cash	10	578.45
		~3.65 N 1.67 N 19 N 1		90000000000000000000000000000000000000		TOTAL ALLESS AND COLUMN	July 14, 2016	Release of Pledge	55,000	Cash	10	572.90
	TAILS OF SHAREHOLD		RS AND PE	RSONS IN CONTRO	L AND THE	EIR INTENTION TO	September 29, 2016		(3,700)		10	450.13
	RTICIPATE IN THE BUY-					makalin saman oleh mengalik dilangan	October 25, 2016	Creation of Pledge	50,000	100 C / C / C   C	10	448.20
.1 The	aggregate shareholding	of the promoters an	d of the direct	tors of the promoter, wi	nere the pro	moter is a company	October 26, 2016	Creation of Pledge	70,000		10	450.05
and	of persons who are in cor	ntrol of the Company	as on the date	of the Notice and Boar	Approval,	is as follows:	November 22, 2016		(25,000)	and the same of th	10	372.65
r. No	Name		gnation	Number of Equity S		of Shareholding	November 23, 2016	THE PERSON OF	(27,000)	TOTAL PROPERTY.	10	370.10
-	V. S. S. Mani		Constitution of the last of th	THE RESIDENCE AND ADDRESS OF THE PARTY OF TH			November 25, 2016		(6,513)	Name and Address of the Address of t	10	370.95
-	THE PARTY OF THE P	Prom	NAME OF TAXABLE PARTY.	1,94,7		30.00	November 30, 2016		(42,700)		10	376.43
-	Ramani Iyer	Prom	-	The state of the s	3,163	0.59	February 17, 2017			Cash	10	460.50
	V. Krishnan	Prom			2,444	0.74						12/20/20/20/20/20/20/20
_	Anita Mani	Prom			0,760	1.79	February 21, 2017	Release of Pledge		Cash	10	506.80
	Eshwary Krishnan	Prom	oter Group		2,228	0.31	April 28, 2017	Release of Pledge	43,000		10	502.45
	Total	of the Directors and	Vou Manage	2,17,0		33.44	July 14, 2017	Creation of Pledge	48,000		10	357.55
	aggregate shareholding						January 25, 2018	Release of Pledge		Cash	10	578.85
	rs mentioned in paragrap		e date of the iv				February 1, 2018	Sale	(59,000)	* ************************************	10	508.96
r. No	Name	Designation	- 5	Number of Equity S		of Shareholding	February 19, 2018		(50,000)		10	450.33
	Abhishek Bansal	Whole-time Direct	or and CFO		6,527	0.01	February 20, 2018		(42,700)		10	438.09
	Sanjay Bahadur	Director			6,500	0.01	February 27, 2018	Creation of Pledge	1,75,000		10	449.25
	Total	9	- 1	1	3,027	0.02	March 1, 2018	Gifted	(20,280)	Gift	10	1,50
2 The	anner acts a suph or of an	salfied association lead	udion the Car	it. Charas aveabased	ar a ald burn	assans mantiograd in	April 12, 2018	Sale	(13,950)	Cash	10	453.95
	aggregate number of sp			4 (1) <b>1</b> (1) 1 (1			April 13, 2018	Sale	(2,235)	Cash	10	446.88
	agraph 5.1 from a period		ling the date of	of Board Approval till th	e date of th	ne Notice for the Buy	June 22, 2018	Sale	(27,266)	Cash	10	558.44
	ck, being May 22, 2020 is		lee :	1 4 2 2	Malassa	Data of	July 11, 2018	Creation of Pledge	40,000	Cash	10	584.55
Name	Aggregate No. of Shares Purchased	Nature of	Maximum Deies (in T	Date of	Minimum Price (in 7	Date of Minimum Price	July 13, 2018	Creation of Pledge	45,000	Cash	10	571.30
	or Sold	Transaction	Price (in K	Maximum Price	Price (in ₹	) winimum Price	October 9, 2018	Invocation of Pledge	(1,03,880)	Cash	10	430.18
nita Ma		Market Purchase	492.65	February 25, 2020	276.40	March 25, 2020	October 25, 2018	Release of Pledge	42,710	- Contractive and Contractive	10	447.75
amani			517.50	February 4, 2020	517.50		January 9, 2019	Buy-back of Equity Shares by our Company	(22,842)	-0000000000000000000000000000000000000	10	800.00
Krish		Market Sale	587.00	December 24, 2019		February 18, 2020	July 9, 2019	Release of Pledge	24,000		10	812.25
		Invocation of Pledge	534.12	November 18, 2019	302.59	and the second s	July 26, 2019	Creation of Pledge	28,000		10	710.50
shwar	The state of the s	Shares lent under	NA NA	NA NA	NA		August 7, 2019	Release of Pledge	10,000		10	712.50
rishnar		SLB Mechanism	1000	144	147	IN/A	August 14, 2019	Creation of Pledge	10,000		10	671.80
naniidi	100000000000000000000000000000000000000	Release of Shares ler	t NA	NA.	NA	NA.	August 21, 2019	Release of Pledge	10,000		10	682.60
		under SLB Mechanisr	100 Page 100	IN/A	INA	INA	August 30, 2019	Creation of Pledge	10,000	A Administration of the Control of t	10	712.25
	The second secon		_	in the state of			September 5, 2019	1000 100 CO	10,000	CONTRACTOR OF THE PROPERTY OF	10	713.60
	r Equity Shares which were						September 9, 2019	The state of the s	10,000		10	744.50
	ept as provided in parag		<ul> <li>In the Country of the C</li></ul>						10,000			
sec	urities including the Equit	ty Shares of the Com	pany for the la	ast six months prior to t	ne date of th	ne Board Approval at	September 20, 2019	The state of the s	10000000		10	678.40
Whi	ch the Buy-back was appr	roved and from the da	te of the Boar	d Approval till the date of	of the Notice		September 23, 2019	A LOUIS CONTROL OF THE CONTROL OF TH	10,000		10	696.80
	erms of the Buy-Back R					500 100/47/10 DECOM	September 30, 2019		(11,833)		10	684.50
	-back. The promoters an						November 13, 2019		24,000		10	512.55
	o their respective shareh							Creation of Pledge	24,000		10	512.55
	uired in compliance with the				o outou (III	aren emmerment, as		Invocation of Pledge	(10,000)	The Association of the Associati	10	526.65
1,000,000							December 3, 2019	TOTAL TOTAL CONTRACTOR AND	12,000	A PROCESS APPROXIMENT OF THE PROPERTY OF THE P	10	543.65
	of the date and price of	acquisition of the E	ulty Shares	that the promoters an	a persons	in control intend to		Creation of Pledge	13,000		10	577.65
	re provided below:						December 24, 2019		(4,100)		10	587.00
). Mr.	V. S. S. Mani:						January 31, 2020		24,000		10	562.30
Date of		re of Transaction	IAI-	. of Equity Nature	-f Enci	Issue/Acquisition/	February 3, 2020	Sale	(10,000)	Cash	10	521.73
	Matu	to of Francaction	INO	or entitled Matura	AT LESCE	- Hagusipuluisiliulii	The state of the s	Constinue of Diodes	14,000		10	E24 10

Note: Please note that since the price cannot be derived for the creation and release of the pledge on Equity Shares, closing price of National Stock Exchange of India Limited is considered as the price as on the date of the relevant transaction.

February 7, 2020 | Creation of Pledge

February 11, 2020 Creation of Pledge

February 18, 2020 Sale

March 3, 2020

March 4, 2020

March 12, 2020

March 13, 2020

March 17, 2020

May 26, 2020

Total

February 18, 2020 Invocation of Pledge

February 27, 2020 Invocation of Pledge

Sale

Release of Pledge

Release of Pledge

Creation of Pledge

Creation of Pledge

Invocation of Pledge

14,000 Cash

15,000 Cash

(11,400) Cash

(4.000) Cash

(10,000) Cash

96,000 Cash

3,000 Cash

30,000 Cash

19.000 Cash

(50,000) Cash

(9,350) Cash

4,73,094

10

10

10

10

10

10

10

10

10

10

10

534.10

505.20

487.29

488.15

483.94

498.50

487.75

374.60

380.15

302.59

353.53

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition/ Sale Price per Equity Share (in ₹
December 3, 2015	Received as gift	2,00,000	Gift	10	
February 23, 2018	Sale	(9,403)	Cash	10	463.33
February 26, 2018	Sale	(877)	Cash	10	466.71
March 1, 2018	Received as gift	20,280	Gift	10	
January 9, 2019	Buy-back of Equity Shares by our Company	(7,772)	Cash	10	800.00
January 14, 2020	Shares lent under SLB Mechanism	(1,54,948)	NA	10	NA*
February 6, 2020	Release of Shares lent under SLB Mechanism	1,00,000	NA	10	NA*
March 5, 2020	Release of Shares lent under SLB Mechanism	54,948	NA	10	NA*
Total	**************************************	2,02,228			

#### Note: For Equity Shares which were lent or released under the SLB Mechanism, the value of the transaction has been considered as ni PROCESS AND METHODOLOGY FOR THE BUY-BACK

6.1 The Buy-back shall be available to all Shareholders holding Equity Shares either in physical and/or dematerialized form as on the Record Date. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations. Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.

6.2 The Company has appointed Nomura Financial Advisory and Securities (India) Private Limited, as the registered broker to the Company (the "Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange 800.00

mechanism for the Buy-back. The details of the Company Broker are as follows:

Nomura Financial Advisory and Securities (India) Private Limited

SEBI Registration No.: INB/INF/INE 231299034 (NSE), INB011299030 (BSE)

Ceejay House, Level 11, Plot F.

Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018 Tel: +91 22 4037 4037

Fax: +91 22 4037 4111

E-mail: justdialbuyback@nomura.com 6.3 The Company will request BSE, who has been appointed as the designated stock exchange (the "Designated Stock Exchange"), to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by

**NOMURA** 

Eligible Shareholders who wish to tender Equity Shares in the Buy-back. 6.4 At the beginning of the tendering period, the order for buying up to 31,42,857 Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a "Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Shareholders.

#### 6.5 Procedure to be followed by:

6.5.1 Shareholders holding Equity Shares in physical form:

(a). In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender Equity Shares in the Buy-back through tender offer route. However, such tendering shall be as per the provisions of the Buy-back Regulations.

(b). Eligible Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buy-back will be required to approach their Shareholder Broker along with the complete set of documents for verification procedures to be carried out. The documents include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter Identity Card or (iii) Passport.

(c). For orders for physical Equity Shares, the Shareholder Broker should place bids on the Acquisition Window with relevant details as mentioned on physical share certificate(s). The Shareholder Broker shall be required to print the Transaction Registration Slip ("TRS") generated by the Exchange Bidding System. TRS will contain the details of the order submitted including the bid identification number, the application number, the folio number, certificate number, distinctive numbers and the number of Equity Shares tendered in case of Equity shares held in the physical form and the number of Equity Shares tendered either by registered post or courier or hand delivery to the Registrar within two days of bidding by such Shareholder Broker. The envelope should be super scribed as "Just Dial Buy-back 2020". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to such Shareholder Broker or the Eligible Shareholder.

(d). Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as "unconfirmed physical bids". Once, the Registrar confirms the bids it will be treated as "Confirmed Bids". (e). Any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should

ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buy-back, so that they can participate in the Buy-back.

(f). An unregistered shareholder holding physical shares may also tender his Equity Shares for Buy-back by submitting the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any.

#### 6.5.2 Shareholders holding Equity Shares in dematerialized form:

(a). All Shareholders who desire to tender Equity Shares (held by them in dematerialised form) in the Buy-back would have to do so through their respective Shareholder Broker by indicating to such Shareholder Broker, the details of the Equity Shares they intend to tender under the Buy-back.

(b). Each Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Designated Stock Exchange. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited (the "Clearing Corporation"), by using the early pay in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the order/bid by the

(c). The details of the Special Account shall be provided in the issue opening circular that will be issued by the Designated stock Exchange or the Clearing Corporation.

(d). For custodian participant orders, for dematerialised Equity Shares, early pay-in is mandatory prior to confirmation of the order by the custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.

(e). The reporting requirements for non-resident shareholders under Reserve Bank of India. Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholders places

(f). Upon placing the bid, the Shareholder Broker shall provide a TRS generated by the exchange bidding system to the Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number, DPID, client ID, number of Equity Shares tendered, etc.

(g). It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory. After the receipt of the dematerialized Equity Shares in the account of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buy-back shall be deemed to have been accepted for Shareholders holding the Equity Shares in dematerialized form.

(h). The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case of return of Equity Shares due to rejection or partial acceptance. Excess Equity Shares or unaccepted Equity Shares, indematerialised form, if any, tendered by the Shareholders would be transferred by the Clearing Corporation directly to the respective Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to such Shareholder.

(i). Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity Shares in respect of the Tender Form to be sent. Such documents may include (but not be limited to):

 Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form; · Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and

 In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions). (j). Modification or cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance.

(k). The cumulative quantity of Equity Shares tendered under the Buy-back shall be made available on the website of BSE (www.bseindia.com) throughout the Buy-back period and will be updated at specific intervals during the

(I). Detailed instructions for participation in the Buy-back as well as the relevant time table will be included in the Letter of Offer to be sent to the Eligible Shareholder(s).

## METHOD OF SETTLEMENT

Upon finalization of the basis of acceptance as per the Buy-Back Regulations: 7.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

7.2 The Company will pay funds pertaining to the Buy-back to the Company's Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Equity Shares held in the dematerialized form shall be affected as per the SEBI Circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares held in the dematerialized form accepted under the Buy-back, such beneficial owners will receive funds pay-out in their bank account as provided in the depository system directly by the Clearing Corporation and in case of Equity Shares held in the physical form, the Clearing Corporation will release the funds to the

available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons, then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders. 7.3 The Equity Shares held in the dematerialized form bought back would be transferred directly to the demat escrow account of the Company opened for the Buy-back (the "Company Demat Escrow Account") provided it is indicated

Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not

by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account or receipt of the Equity Shares from the clearing and settlement mechanism of BSE. 7.4 The Eligible Shareholders of the Equity Shares held in the dematerialized form will have to ensure that they keep the

depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares held in the dematerialized form, due to rejection or due to non-acceptance in the Buy-back. 7.5 Excess Equity Shares held in the dematerialised form or unaccepted Equity Shares held in the dematerialised form, if

any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Equity Shares held in the physical form pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buy-back. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares held in the physical form, in case the Equity Shares held in the physical form accepted by the Company are less than the Equity Shares held in the physical form tendered in the Buy-back. 7.6 The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

7.7 In case of certain client types viz. non-resident Shareholders (where there may be specific Reserve Bank of India and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay out would be given to their respective seller member's settlement accounts for releasing the same to the respective eligible seller's account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the eligible seller pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

7.8 Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the respective Shareholder Broker upon the Shareholders for tendering Equity Shares in the Buy-back. The Buy-back consideration received by the Shareholders, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders tendering their Equity Shares in the Buy-back.

7.9 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations. 8. RECORD DATE AND SHAREHOLDER ENTITLEMENT

8.1. In terms of the Buy-back Regulations, the Company has fixed July 3, 2020 as the Record Date for the purpose of determining the entitlement and the names of the holders of the Equity Shares who are eligible to participate in the Buy-back.

 In accordance with the Buy-back Regulations and such other circulars or notifications, as may be applicable, in due course, each Eligible Shareholder as on the Record Date shall receive a Letter of Offer along with a Tender Form (including Form SH-4 as applicable), indicating the entitlement of the shareholder for participating in the Buy-back. Further, in terms of the COVID-19 Relaxation Circular, the Letter of Offer and the Tender Form will be made available on the website of the Company at www.justdial.com, the Stock Exchanges at www.bseindia.com, www.nseindia.com and www.msei.in, the Registrar to the Buy-back at www.kfintech.com and the Manager to the Buy-back at www.nomuraholdings.com/company/ group/asia/india/index.html.

www.readwhere.com

January 9, 2019

Total

Buy-back of Equity Shares by our Company

# चार दिन तेजी के बाद सूचकांक 561 अंक टूटा, निफ्टी 166 अंक कमजोर

मुंबई, 24 जून (भाषा)।

शेयर बाजारों में चार कारोबारी सत्रों की तेजी का सिलसिला बुधवार को थम गया। कमजोर वैश्विक रुख के बीच मासिक डेरिवेटिव्स अनुबंधों के निपटाने से पहले निवेशकों द्वारा बैंकिंग और वित्तीय कंपनियों के शेयरों में मुनाफा वसूली से बाजार ने शुरुआती लाभ गंवा दिया और सूचकांक 561 अंक की बड़ी गिरावट के साथ बंद हुआ। कारोबारियों ने कहा कि कमजोर वैश्विक रुख के बीच कोरोना के बढ़ते मामलों और रुपए में कमजोरी से बाजार में गिरावट आई।

बंबई शेयर बाजार का 30 शेयरों वाला सुचकांक 561.45 अंक या 1.58 फीसद के नुकसान से 34,868.98 अंक पर बंद हुआ। कारोबार के दौरान यह 35,706.55-34,794.93 अंक के दायरे में रहा। नेशनल स्टॉक एक्सचेंज का निफ्टी भी 165.70 अंक या 1.58 फीसद के नुकसान से 10,305.30

व्यापारियों के संगठन कन्फेडरेशन ऑफ

आल इंडिया ट्रेडर्स (कैट) ने चीन के सामान

के बहिष्कार के लिए मुकेश अंबानी और 50

अन्य उद्योगपतियों से सहयोग मांगा है। इन

उद्योगपतियों में रतन टाटा, अजीम प्रेमजी,

गौतम अडाणी, अजय पीरामल, आनंद महिंद्रा

और सनील मित्तल शामिल हैं। कैट ने इन

उद्योगपतियों से अपील की है कि वे अपने

कारोबार में चीनी सामान का इस्तेमाल बंद

करें और चीन के सामान के बहिष्कार

कैट ने 'भारतीय सामान-हमारा अभिमान'

के नाम से चीनी सामानों का बहिष्कार का

अभियान 10 जून, 2020 को शुरू किया है।

कैट ने एनआर नारायणमूर्ति, आदि गोदरेज,

नुस्ली वाडिया, विक्रम किर्लोस्कर, कुमार

मंगलम बिड़ला, शिव नडार, राहुल बजाज,

ज्योत्स्ना सुरी, उदय कोटक, पल्लोनजी मिस्त्री,

शशि रुइया, मधुकर पारेख, सतीश रेड्डी, पंकज

पटेल, नीलेश गुप्ता और हर्ष मरीवाला से भी

इस अभियान में सहयोग देने को कहा है। कैट

के राष्ट्रीय अध्यक्ष बीसी भरतिया व राष्ट्रीय

नई दिल्ली, 24 जून (भाषा)।

अभियान में शामिल हों।

अंक पर आ गया। दिन में यह ऊपर में 10,553.15 अंक और नीचे में 10,281.95 अंक तक गया था। सूचकांक की कंपनियों में इंडसइंड बैंक का शेयर सबसे अधिक 7.43 फीसद ट्टा। आइसीआइसीआइ बैंक, पावरग्रिड, बजाज फिनसर्व, एक्सिस बैंक और एसबीआइ के शेयर भी नुकसान में रहे। दूसरी ओर एशियन पेंट्स, आइटीसी, नेस्ले इंडिया, टेक महिंद्रा, रिलायंस इंडस्ट्रीज और टीसीएस के शेयर 3.82 फीसद तक चढ़ गए।

जियोजित फाइनेंशियल सर्विसेज के शोध प्रमुख विनोद नायर ने कहा कि सकारात्मक रुख के साथ खुलने के बावजूद वैश्विक बाजारों के नकारात्मक संकेतों से बाजार गिरावट के साथ बंद हुए। दुनिया भर, विशेष रूप से अमेरिका में कोरोना के बढते मामलों से वैश्विक बाजारों में बेचैनी है। भारत में भी वायरस के मामले तेजी से बढ़ रहे हैं, जिससे निवेशकों की धारणा प्रभावित हुई है। नायर ने कहा कि सभी क्षेत्रों के सुचकांक नुकसान में

अन्य उद्योगपतियों को भेजे पत्र में कहा कि एक

सफल उद्यमी और भारतीय उद्योग के कर्णधारों

में से एक होने के कारण कैट ने सभी

उद्योगपतियों से चीनी वस्तुओं के बहिष्कार के

राष्ट्रीय अभियान में शामिल होने के लिए

अभियान देश की अर्थव्यवस्था में एक नया

परिवर्तन लाएगा और भारत को दुनिया में

एक नई आर्थिक महाशक्ति के रूप में

स्थापित करेगा। इस दृष्टि से देश के सभी

प्रमुख वर्गों के जुड़ने से चीन पर भारत की

निर्भरता काफी हद तक कम होगी। भारतीय

कंपनियां चीन से मुख्य रूप से वाहन,

इलेक्ट्रॉनिक्स, फार्मास्युटिकल्स और सौर

ऊर्जा उत्पादों का आयात करती हैं। मारुति

सजकी के चेयरमैन आरसी भार्गव और

बजाज ऑटो के प्रबंध निदेशक राजीव

बजाज ने कहा है कि चीनी सामान के

बहिष्कार का अभियान व्यावहारिक नहीं है

क्योंकि चीनी कलपर्जे अधिक प्रतिस्पर्धी हैं।

ऐसे में वाहन विनिर्माण के लिए इनकी

अत्यंत जरूरत है। दिलचस्प तथ्य यह है कि

कैट ने राहल बजाज से भी इस अभियान में

कैट ने सभी उद्योगपितयों से कहा कि यह

आमंत्रित किया है।

रहे। बैंक सुचकांक में सबसे अधिक गिरावट आई। वायदा व विकल्प निपटान की वजह से गुरुवार को भी बाजार में उतार-चढ़ाव रहेगा। बीएसई मिडकैप और स्मॉलकैप में 1.24 फीसद तक का नुकसान रहा। हालांकि, अर्थव्यवस्थाएं अब खुलने लगी हैं लेकिन कोविड-19 के बढ़ते मामलों की वजह से वैश्विक बाजारों में गिरावट आई।

अन्य एशियाई बाजारों में हांगकांग का हैंगसेंग और जापान का निक्की नुकसान में रहे। वहीं चीन का शंघाई कम्पोजिट और दक्षिण कोरिया का कॉस्पी लाभ के साथ बंद हए। शरुआती कारोबार में पेरिस. फ्रेंकफर्ट और लंदन के बाजार दो फीसद से अधिक टुट गए। अंतरराष्ट्रीय बेंचमार्क ब्रेंट कच्चा तेल वायदा 1.15 फीसद की गिरावट के साथ 42.14 डॉलर प्रति बैरल पर आ गया। अंतर बैंक विदेशी मुद्रा विनिमय बाजार में रुपया छह पैसे के नुकसान से 75.72 (अस्थायी) प्रति डॉलर पर बंद हुआ।

## चीन से आयात पर निर्भरता कम करेगा वाहन कलपूर्जा उद्योग

नई दिल्ली, 24 जून (भाषा)।

देश का वाहन कलपूर्जा उद्योग सीमा तनाव के बीच चीन से आयात पर निर्भरता कम करने के लिए कदम उठा रहा है। करीब 57 अरब डॉलर का वाहन कलपुर्जा उद्योग 'स्थानीयकरण' और चीन के आयात से जोखिम को कम करने की पहल कर रहा है। भारतीय वाहन कलपूर्जा विनिर्माता संघ (एसीएमए) ने बुधवार को यह जानकारी दी।

घरेलू वाहन उद्योग भी चीनी आयात पर निर्भरता कम करना चाहता है। कोरोना महामारी की वजह से वाहन उद्योग को महत्त्वपूर्ण कलपूर्जों की कमी से जूझना पड़ा था। अभी चीन से बाहर की कंपनियां वाहन कलपूर्जों की प्रमुख आपूर्तिकर्ता हैं। 2018-19 में भारत ने 17.6 अरब डॉलर के वाहन कलपर्जों का आयात किया था। इसमें से 27 फीसद यानी 4.75 अरब डॉलर का आयात चीन से हुआ था।

एसीएमए के महानिदेशक विनी मेहता ने कहा कि कोविड-19 महामारी और उसके कारण हुई पूर्णबंदी की वजह से सभी अर्थव्यवस्थाओं और उद्योगों ने आयात पर निर्भरता घटाने पर विचार करना शुरू कर दिया है। उन्होंने कहा कि देश के वाहन उद्योग ने अपने जोखिम को कम करना शुरू किया है। वह गंभीरता से स्थानीयकरण पर ध्यान दे रहा है।

फेसबुक-जियो सौदे को मंजूरी नई दिल्ली, 24 जून (भाषा)।

भारतीय प्रतिस्पर्धा आयोग (सीसीआइ) ने बधवार को कहा कि उसने फेसबक को दिग्गज उद्योगपति मुकेश अंबानी की कंपनी रिलायंस इंडस्ट्रीज की डिजिटल इकाई जियो प्लेटफॉर्म्स में 9.99 फीसद हिस्सेदारी खरीदने को मंजुरी दे दी है।

फेसबुक ने अप्रैल में 5.7 अरब डॉलर (43,574 करोड़ रुपए) में जियो प्लेटफॉर्म्स में 9.99 फीसद हिस्सेदारी खरीदने की घोषणा की थी। अमेरिकी सोशल नेटवर्किंग कंपनी ने निवेश के लिए अलग इकाई जादू होलिंडग्स एलएलसी का गठन किया है। यह देश में प्रौद्योगिकी क्षेत्र में सबसे बडा एकल प्रत्यक्ष विदेशी निवेश (एफडीआइ) है। सीसीआइ ने ट्विटर पर लिखा है- उसने जाद होलिंडग्स एलएलसी द्वारा जियो प्लेटफॉर्म्स में 9.9 फीसद हिस्सेदारी के अधिग्रहण को मंजूरी दे दी है। जियो प्लेटफार्म्स का गठन पिछले साल अक्टूबर में किया गया था। इसमें रिलायंस की डिजिटल क्षेत्र में सभी पहल को शामिल किया गया है।

## भारतीय कंपनियों की रेटिंग और नीचे आने का जोखिम: एसएंडपी

नई दिल्ली, 24 जून (भाषा)।

रेटिंग एजंसी एसएंडपी ग्लोबल रेटिंग्स ने कहा है कि भारत में कंपनियों की रेटिंग या साख के और नीचे जाने का जोखिम है। रेटिंग एजंसी ने कहा कि यदि कंपनियों की आय में सुधार 18 महीने से अधिक लंबा खिंचता है तो उनकी साख और घट सकती है।

एसएंडपी ग्लोबल रेटिंगस ने बयान में कहा कि भारतीय कंपनियों की करीब 35 फीसद क्रेडिट रेटिंग्स का परिदृश्य या तो नकारात्मक है या वह नकारात्मक प्रभाव के साथ निगरानी में है। एसएंडपी ग्लोबल रेटिंग्स के साख विश्लेषक नील गोपालकृष्णन ने कहा कि ज्यादातर रेटिंग्स के मामले में हमारा मानना है कि कंपनियों की आय अगले 12 से 18 माह में सुधर जाएगी। यदि यह सुस्ती इससे अधिक लंबी खिंचती है, तो कंपनियों की रेटिंग के और नीचे जाने का जोखिम रहेगा।

गोपालकृष्णन ने कहा कि नकारात्मक परिदृश्य और निगरानी वाली सात में से दो कंपनियों की रेटिंग्स अव्यवहार्य ग्रेड श्रेणी में है। इन कंपनियों की आमदनी को लेकर अधिक उतार-चढ़ाव रहने की आशंका है। ऐसे में इनकी रेटिंग के नीचे जाने का जोखिम और अधिक बढ जाता है। रेटिंग एजंसी ने कहा कि भारतीय कंपनियां साख में कमी को लेकर बेहतर स्थिति में नहीं हैं। इसकी वजह है कि इन कंपनियों का पुंजीगत व्यय ऋण वित्त पोषित है। इसके अलावा इन कंपनियों द्वारा पिछले दो-तीन साल में अधिग्रहण किए गए हैं। उन्होंने कहा कि इसकी वजह से कंपनियों की रेटिंग पहले ही नीचे आ रही है। उदाहरण के लिए एकल बी रेटिंग वाली कंपनियों की संख्या 2019 के अंत तक बढकर 33 फीसद हो गई, जो 2016 में 13 फीसद थी।

## इस वित्त वर्ष में 5.3 फीसद सिकुड़ेगी भारतीय अर्थव्यवस्था: इंडिया रेटिंग्स

नई दिल्ली, 24 जून (भाषा)।

इंडिया रेटिंग्स एंड रिसर्च ने भारतीय अर्थव्यवस्था के 2020-21 में 5.3 फीसद सिकुड़ने का अनुमान लगाया है। देश के इतिहास में यह सकल घरेलु उत्पाद (जीडीपी) की सबसे निचली वृद्धि दर होगी। रेटिंग एजंसी ने बुधवार को कहा कि अर्थव्यवस्था में संकुचन का यह छठा अवसर होगा।

रेटिंग एजंसी की रपट में कहा गया है कि कोविड-19 महामारी की वजह से उत्पादन की रफ्तार और स्तर पर बहुत अधिक प्रभाव पड़ा है। आपूर्ति शृंखला और व्यापार शृंखला टूट गई है। विमानन, होटल और आतिथ्य क्षेत्र में गतिविधियां पूरी तरह ठप (हालांकि, अब कुछ गतिविधियां शुरू हो रही हैं) हो गई हैं। ऐसे में 2020-21 में आर्थिक गतिविधियों के सामान्य होने की उम्मीद नहीं है। रपट में कहा गया है कि पुरे वित्त वर्ष के दौरान अर्थव्यवस्था में गिरावट आएगी ही, हर तिमाही के दौरान भी

अर्थव्यवस्था नीचे आएगी। हालांकि, एजंसी का मानना है कि 2021-22 में अर्थव्यवस्था पटरी पर लौटेगी और पांच से छह फीसद की वृद्धि दर्ज करेगी। रपट कहती है कि आधार प्रभाव और घरेलू व वैश्विक अर्थव्यवस्था की स्थिति सामान्य होने की वजह से अगले वित्त वर्ष में अर्थव्यवस्था वृद्धि दर्ज करेगी।

इंडिया रेटिंग्स ने कहा कि 2020-21 में भारत के सकल घरेलू उत्पाद (जीडीपी) में 5.3 फीसद की गिरावट आएगी। रपट कहती है कि यह देश के इतिहास में सबसे निचली जीडीपी की वृद्धि दर होगी। भारत के जीडीपी आंकड़े 1950-51 से उपलब्ध हैं। इसके अलावा यह छठा अवसर होगा जबकि अर्थव्यवस्था में गिरावट आएगी। इससे पहले 1957-58, 1965-66, 1966-67, 1972-73 और 1979-80 में भारतीय अर्थव्यवस्था में गिरावट आई थी। इससे पहले 1979-80 में आर्थिक वृद्धि दर सबसे निचले स्तर पर गई थी। तब देश की आर्थिक वृद्धि दर शून्य से 5.2

सरकार ने कोविड-19 के प्रतिकूल प्रभाव से निपटने के लिए 12 मई, 2020 को 20.97 लाख करोड़ रुपए यानी जीडीपी के 10 फीसद के बराबर आर्थिक पैकेज की घोषणा की थी। हालांकि, इंडिया रेटिंग्स की गणना के अनुसार इस पैकेज का सीधा वित्तीय प्रभाव सिर्फ 2.145 लाख करोड रुपए या जीडीपी का 1.1 फीसद है। इसमें मौद्रिक उपाय और आम बजट के मौजूदा प्रस्ताव शामिल नहीं हैं। रपट में कहा गया है कि आर्थिक पैकेज में ऋण और नकदी प्रबंधन के जो उपाय किए गए हैं और साथ में रिजर्व बैंक के पूर्व में घोषित उपायों से अर्थव्यवस्था के आपर्ति पक्ष के मद्दों को हल करने में मदद मिलेगी। रपट कहती है कि कोविड-19 से संबंधित बंद से पहले से ही भारतीय अर्थव्यवस्था में मांग पक्ष की समस्या थी। रपट में कहा गया है कि बंद और उसके अर्थव्यवस्था व आजीविका पर प्रभाव से उपभोक्ता मांग और प्रभावित हुई है।

# एमएसएमई को 20,000 करोड़ का गारंटी कवर देने की योजना की शुरुआत

नई दिल्ली, 24 जून (भाषा)।

केंद्रीय मंत्री नितिन गडकरी ने बुधवार को दबाव झेल रहे दो लाख सक्ष्म. लघ व मध्यम उद्यमों (एमएसएमई) को अतिरिक्त ऋण सविधा देने में गारंटी कवर के लिए 20,000 करोड की ऋण गारंटी योजना की शुरुआत की।

यह वित्त पोषण योजना उन एमएसएमई की मदद के लिए शुरू की गई है जो काफी दबाव में हैं और बैंकों ने उन्हें गैर-निष्पादित संपत्ति (एनपीए) की श्रेणी में डाल दिया है। ऐसे दबाव झेल रहे एमएसएमई के प्रवर्तकों को अतिरिक्त ऋण सुविधा उपलब्ध कराने के लिए इस ऋण गारंटी योजना की शुरुआत की गई है। इस

योजना को संकटग्रस्त संपत्ति कोष, एमएसएमई के लिए अधीनस्थ ऋण।' योजना के तहत 20,000 करोड़ रुपए का गारंटी कवर ऐसे प्रवर्तकों को उपलब्ध कराया जाएगा जोकि अपनी कर्ज में फंसी एमएसएमई इकाई में इक्विटी के रूप में और निवेश कर सकते हैं और उसके लिए बैंकों से कर्ज लेना चाहते हैं।

महासचिव प्रवीन खंडेलवाल ने अंबानी और शामिल होने का आग्रह किया है।

8.3. The Equity Shares to be bought back as a part of the Buy-back are divided in two categories. (i). Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the Buy-back Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not

चीनी वस्तुओं के बहिष्कार के लिए

कैट ने उद्यमियों से मांगा सहयोग

more than ₹ 2,00,000 (Rupees Two Lakh Only); and (ii). General category for all other shareholders

8.4. In accordance with the proviso to Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buy-back or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of

8.5. Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buy-back. This entitlement for each shareholder will be 5. calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.

8.6. In order to ensure that the same Eligible Shareholder with multiple demat accounts or folios does not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (small shareholder or general category) and their entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-back as per the shareholder records received from the Depositories.

8.7. Shareholders' participation in Buy-back will be voluntary. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buy-back entitlement for any shareholder is not a round number, then the 6. fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back

8.8. The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the

8.9. The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals shall be required to be taken by such non-resident shareholders.

We confirm that there are no defaults subsisting in repayment of deposits and interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or banking company.

10. The Board has made full enquiry into the affairs and prospects of the Company and are of the opinion:

 that immediately following the date of the Board Approval and the date of the Shareholders' Approval, there will be no grounds on which the Company could be found to be unable to pay its debts;

(ii) as regards the Company's prospects for the year immediately following the date of Board Approval i.e. April 30, 2020 as well as the date of the Shareholders' Approval and, having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Approval as well as within a period of one year from the date of Shareholders' Approval; and

(iii) that in forming its opinions aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016, as amended.

## 11. AUDITOR'S REPORT

To.

Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the report dated May 22, 2020 received from Deloitte Haskins and Sells LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below: Quote

The Board of Directors Just Dial Limited Palm Court Building M. 501/B, 5th floor, New link road

Malad (W), Mumbai - 400 064

Dear Sirs/Madam, Subject: Statutory Auditor's report in respect of proposed buyback of equity shares by Just Dial Limited (the Company) in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) (the Buyback Regulations).

This Report is issued in accordance with the terms of our engagement letter dated May 15, 2020. The Board of Directors of Just Dial Limited (the Company) have approved a proposal for buy-back of equity shares by the Company (subject to the approval of its shareholders) at its meeting held on April 30, 2020 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ("the Act") and the Buyback Regulations.

We have been requested by the Management of the Company to provide a report on the accompanying statement of permissible capital payment (including premium) ("Annexure A") as at March 31, 2019 (hereinafter referred to as the "Statement") prepared by the management of the Company, which we have initialled for identification purposes only.

Management's Responsibility for the Statement

The preparation of the statement in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and in compliance with the Buyback Regulations, is the responsibility of the management of the Company including the computation of the amount of the permissible capital payment (including premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. Auditors Responsibility

Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that We inquire into the state of affairs of the Company in relation to the audited standalone and consolidated financia statements for the year ended March 31, 2019.

capital payment for the proposed buyback of equity shares as stated in Annexure A, agrees with the audited ended March 31, 2019 ended March 31, 2019. The standalone and consolidated financial statements for the year ended March 31, 2019. Ballot is approved. have been audited by the predecessor auditors who have issued an unmodified audit opinion dated May 13, 2019.

(iii). The amount of permissible capital payment as stated in Annexure A, has been properly computed considering the annual audited standalone and consolidated financial statements as at March 31, 2019 in accordance with Section Unquote 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and

(iv). The Board of Directors of the Company, in their meeting held on April 30, 2020 have formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of the board meeting i.e. April 30, 2020 as well as within a period of one year from the date on which the special resolution for the proposed buy-back of equity shares through Postal Ballot will be passed and declared.

We conducted our examination of the Statement in accordance with the Guidance note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) (Guidance Note). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related

## Services engagements

Based on our tracing and the enquiries conducted as stated above, we report that:

We have enquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2019 which has been approved by the Board of Directors of the Company on May 13, 2019:

(ii). The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith as Annexure A, in our view has been properly determined in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations. The amounts of Equity share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019; and

(iii). The Board of Directors of the Company, in their meeting held on April 30, 2020 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the board meeting resolution dated April 30, 2020 as well as within a period of one year from the date on which the special resolution for the proposed buy-back of equity shares through Postal Ballot will be passed and declared.

## Restriction on Use

Place: Mumbai

Date: May 22, 2020

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act, and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement and other documents pertaining to buy back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers of the buy-back in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

> For Deloitte Haskins and Sells LLP Chartered Accountants (Firm's Registration No. 117366W/W-100018)

A. B. Jani Partner Membership: 46488 UDIN: 20046488AAAAAU4281

Particulars	Standalone	Consolidated
Equity share capital as on March 31, 2019	6,476	6,476
Total (A)	6,476	6,476
Free Reserves as on March 31, 2019	320007	2000-300
General reserve	1,990	1,990
Retained earnings	82,268	82,275
Securities premium account	1,229	1,230
Total (B)	85,487	85,495
Grand Total (A+B)	91,963	91,971
Maximum amount permissible for Buy-Back	10000000000000000000000000000000000000	000,770,000
Permissible capital payment towards buyback of equity shares shares in accordance with Section 68(2)(c) of the Act (25% of	22,990.8	22,992.8

Note 1: Calculation in respect of the Permissible capital payment towards buyback of equity shares in accordance with (ii). We examine and report whether the financial information considered for computation of amount of permissible. Section 68(2)(c) of the Act is done based on the annual audited standalone and consolidated financial statements for the year

standalone and consolidated financial statements for the year ended March 31, 2019 in accordance with Section Note 2: In the absence of any definition of or guideline for "Insolvent" in the Buyback Regulations, the Company has 68(2) of the Act and Regulation 4(i) of the Buyback Regulations and the computation is arithmetically correct. In this considered a situation for not being able to continue as a going concern for a period of one year (as a minimum period respect, we have traced the amounts stated in Annexure A as Equity share capital, General reserve, Retained mentioned in Ind AS 1 issued by the Institute of Chartered Accountants of India) from April 30, 2020 (date of Board resolution earnings and Securities premium account from the standalone and consolidated financial statements for the year for buy back) and from the date on which the special resolution for the proposed buy-back of equity shares through Postal

Date: 22-05-2020

Place: Mumbai

Whole-time Director & CFO

12. COMPLIANCE OFFICER Manan Udani

Company Secretary and Compliance Officer 501/B, 5th Floor

Palm Court, Building-M Besides Goregoan Sports Complex

New Link Road, Malad (West) Mumbai 400 064

Tel.: +91 22 2888 4060

E-mail: investors@justdial.com

Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

In case of any queries, the Shareholders may also contact the RTA during working hours, being 10:00 a.m. to 4:30 p.m.

on all working days except Saturday, Sunday and public holidays at the following address: KFin Technologies Private Limited

(Formerly known as Karvy Fintech Private Limited)

Selenium, Tower-B, Plot No. 31 & 32,

Financial District Nanakramguda, Serilingampally Mandal,

Hyderabad, Telangana - 500 032 Tel: +91 40 6716 2222

Fax: +91 40 2343 1551 E-mail: justdial.buyback20@kfintech.com

Contact Person: M Murali Krishna SEBI Registration Number: INR000000221

14. MANAGER TO THE BUY-BACK NOMURA

Nomura Financial Advisory and Securities (India) Private Limited Ceejay House, Level 11, Plot F, Shivsagar Estate,

Dr. Annie Besant Road, Worli, Mumbai 400 018

Tel: +91 22 4037 4037 Fax: +91 22 4037 4111

SEBI Registration No.: INM000011419 E-mail: justdialbuyback@nomura.com

Website: www.nomuraholdings.com/company/group/asia/india/index.html

Contact Person: Vishal Kanjani

15. DIRECTORS RESPONSIBILITY

Place: Mumbai

Date: June 24, 2020

In terms of Regulation 24(i)(a) of the Buy-Back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Just Dial Limited

V. S. S. Mani Abhishek Bansal Managing Director and CEO Whole-time Director and CFO

Manan Udani

Company Secretary and Compliance Officer

www.readwhere.com



## JUST DIAL LIMITED

Registered Office: Palm Court, Building-M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad (West), Mumbai – 400 064, Maharashtra Tel: +91 22 2888 4060 Fax: +91 22 2889 3789 Website: www.justdial.com, E-mail: investors@justdial.com

PUBLIC ANNOUNCEMENT

FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF JUST DIAL LIMITED

This public announcement ("Public Announcement") is made in relation to the buy-back of equity shares each having a face value of ₹10 each (the "Equity Shares") by Just Dial Limited (the "Company") through a tender offer pursuant to the provisions of Regulation 7(i) and Schedule II of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as mended (the "Buy-Back Regulations"), from the shareholders/beneficial owners of the Company (the "Shareholders"). OFFER TO BUY-BACK UP TO 31,42,857 FULLY PAID-UP EQUITY SHARES AT A PRICE OF ₹ 700 PER EQUITY SHARE ON A PROPORTIONATE BASIS THROUGH A TENDER OFFER

A. DISCLOSURES IN ACCORDANCE WITH SCHEDULE II OF THE BUY-BACK REGULATIONS 1. DETAILS OF THE BUY-BACK OFFER AND THE OFFER PRICE

1.1. The Board of Directors of the Company (the "Board") at its meeting held on April 30, 2020 approved the proposal for the buy-back of up to 31,42,857 (Thirty One Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) Equity Shares  $(representing up \ to \ 4.84\% \ of \ the \ total \ number \ of \ Equity \ Shares \ of \ the \ paid-up \ Equity \ Share \ capital \ of \ the \ Company) \ at \ a$  $price\ of\ \ref{thm:cash}\ for\ an\ aggregate\ amount\ not\ exceeding$ ₹ 220,00,00,000 (Rupees Two Hundred Twenty Crores Only) excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses (the "Maximum Buy-back Size"), which is approximately up to 23.92% of the total paid-up Equity Share capital and

free reserves (including Securities Premium Account) of the Company for the financial year ended March 31, 2019, as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 ("Board Approval"), on a proportionate basis, through a tender offer (the "Buy-back") in accordance with the provisions of the Companies Act, 2013, as amended and the rules made thereunder (the "Companies Act"), and in compliance with the Buy-back Regulations, including any amendments, statutory modifications or re-enactments thereof, for the time being in force. The Shareholders approved the Buy-back, by way of a special resolution, on June 23, 2020, (the "Shareholders' Approval") pursuant to the postal ballot notice dated May 22, 2020 ("Notice"). The Buy-back is subject to receipt of any approvals of statutory, regulatory or governmental authorities, as may be required, under applicable laws, including the Securities and Exchange Board of India ("SEBI"), and the stock exchanges on which  $the \ Equity \ Shares \ are \ listed, \ namely, \ the \ National \ Stock \ Exchange \ of \ India \ Limited \ ("NSE"), \ the \ BSE \ Limited \ ("BSE")$  $and\ Metropolitan\ Stock\ Exchange\ of\ India\ Limited\ ("\textbf{MSEIL"}, together\ with\ NSE\ and\ BSE, the\ "\textbf{Stock}\ Exchanges").$ 2. The Buy-back shall be undertaken on a proportionate basis from the Shareholders as of July 3, 2020, (the "Record

 $\textbf{Date"}) \ through \ the \ tender \ offer \ process \ prescribed \ under \ Regulation \ 4(iv)(a) \ of \ the \ Buy-Back \ Regulations. \ Additionally,$ the Buy-back shall be, subject to applicable laws, facilitated by tendering of Equity Shares by such Shareholders and settlement of the same, through the "Mechanism for acquisition of shares through Stock Exchange pursuant to tender  $offers \, under \, Takeovers, Buy-Back \, and \, Delisting" \, as \, specified \, by \, SEBI \, in \, the \, circular \, bearing \, number \, CIR/CFD/POLICYCELL/CIRCULAR \, and \, Delisting" \, as \, specified \, by \, SEBI \, in \, the \, circular \, bearing \, number \, CIR/CFD/POLICYCELL/CIRCULAR \, and \, Delisting" \, as \, specified \, by \, SEBI \, in \, the \, circular \, bearing \, number \, CIR/CFD/POLICYCELL/CIRCULAR \, and \, Delisting" \, as \, specified \, by \, SEBI \, in \, the \, circular \, bearing \, number \, CIR/CFD/POLICYCELL/CIRCULAR \, and \, Delisting \,$ 1/2015 dated April 13, 2015 read with circular bearing number CFD/DCR2/CIR/P/2016/131 dated December 9, 2016 and circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2018/011 dated January 19, 2018, including any amendments or statutory modifications for the time being in force (the "SEBI Circulars"). The Letter of Offer and the Tender Form will be made available on the website of the Company at www.justdial.com, the Stock Exchanges at www.bseindia.com, www.nseindia.com and www.msei.in, the Registrar to the Buy-back at www.kfintech.com and the Manager to the Buy  $back\ at\ www.nomuraholdings.com/company/group/asia/india/index.html\ in\ terms\ of\ SEBI\ Circular\ dated\ May\ 14,2020$ on the "Relaxations relating to procedural matters – Takeovers and Buy-back" (the "COVID-19 Relaxation Circular"). .3. The price at which the Company proposes to undertake the Buy-back, being ₹700 (Rupees Seven Hundred Only) per

Equity Share (the "Buy-back Offer Price") has been arrived at after considering various factors, including the volume weighted average prices/closing prices of the Equity Shares of the Company on NSE and BSE, where the Equity Shares are listed and traded, the net-worth of the Company and the impact of the Buy-back on the earnings per Equity Share. The Buy-back Offer Price represents (i) premium of 87.18% on BSE and 73.49% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back; (ii) premium of 109.38% on BSE and 108.39% on NSE over the volume weighted average price of the Equity Shares on BSE and NSE respectively for two weeks preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back; and (iii) premium of 100.83% on BSE and 100.77% on NSE over the closing market price of the Equity Shares on BSE and NSE as on April 27, 2020 i.e. the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buy-back. The Equity Shares of the Company have not been traded on MSEIL since the date of listing

NECESSITY/RATIONALE FOR BUY-BACK

The Buy-back is being undertaken by the Company to return surplus funds to its Shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. Additionally, the Company's management strives to increase Shareholders' value and the Buy-back would result in, amongst other things:

(i) optimising returns to shareholders:

- (ii) enhancing overall shareholder value
- (iii) achieving optimum capital structure;
- (iv) mitigating the effects of short-term market volatility; and (v) enhancing shareholders' confidence.

MAXIMUM AMOUNT REQUIRED UNDER THE BUY-BACK

The maximum amount required under the Buy-back will not exceed ₹ 2,20,00,00,000 (Rupees Two Hundred Twen Crores Only) being up to approximately 23.92% of the total paid-up Equity Share capital and free reserves (including Securities Premium Account) as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019.

MAXIMUM PRICE FOR BUY-BACK OF THE EQUITY SHARES

Director

The Equity Shares are proposed to be bought back at a price of ₹700 per Equity Share. The Buy-back Offer Price has been arrived at after considering various factors, including the volume weighted average prices/closing prices of the equity shares of the Company on NSE and BSE where the Equity Shares are listed ar traded, the net worth of the Company and the impact of the Buy back on the earnings per Equity Share.

DETAILS OF SHAREHOLDING OF PROMOTERS AND PERSONS IN CONTROL AND THEIR INTENTION T PARTICIPATE IN THE BUY-BACK

5.1 The aggregate shareholding of the promoters and of the directors of the promoter, where the promoter is a compar and of persons who are in control of the Company as on the date of the Notice and Board Approval, is as follows:

Sr. No	Name	Designation	Number of Equity Shares	% of Shareholding
1.	V. S. S. Mani	Promoter	1,94,72,804	30.00
2.	Ramani Iyer	Promoter	3,83,163	0.59
3.	V. Krishnan	Promoter	4,82,444	0.74
4.	Anita Mani	Promoter	11,60,760	1.79
5.	Eshwary Krishnan	Promoter Group	2,02,228	0.31
	Total		2,17,01,399	33.44
	a aggregate charabalding of the Direct			

5.2 The aggregate shareholding of the Directors and Key Managerial Personnel (KMP) of the Company (excluding the company) of the Company (excluding the company). promoters mentioned in paragraph 5.1 above) as on the date of the Notice and Board Approval, is as follow Number of Equity Shares | % of Shareholding Designation Name Sanjay Bahadur Total

5.3 The aggregate number of specified securities, including the Equity Shares, purchased or sold by persons mentioned paragraph 5.1 from a period of six months preceding the date of Board Approval till the date of the Notice for the Notice for the Board Approval till the date of the Notice for the

Name	Aggregate No. of	Nature of	Maximum	Date of	Minimum	Date of
	Shares Purchased	Transaction	Price (in ₹)	Maximum Price	Price (in ₹)	Minimum Price
	or Sold		, ,			
Anita Mani	5,63,251	Market Purchase	492.65	February 25, 2020	276.40	March 25, 2020
Ramani Iyer	(1,50,000)	Market Sale	517.50	February 4, 2020	517.50	February 4, 2020
V. Krishnan	(18,100)	Market Sale	587.00	December 24, 2019	488.15	February 18, 2020
	(81,400)	Invocation of Pledge	534.12	November 18, 2019	302.59	March 17, 2020
Eshwary	(1,54,948)	Shares lent under	NA	NA	NA	NA
Krishnan		SLB Mechanism				
	1,54,948	Release of Shares lent	NA	NA	NA	NA
		under SLB Mechanism				

Note: For Equity Shares which were lent or released under the SLB Mechanism, the value of the transaction has been considered as ni 5.4 Except as provided in paragraph 5.3 above, the promoters and persons in control have not purchased or sold ar securities including the Equity Shares of the Company for the last six months prior to the date of the Board Approval which the Buy-back was approved and from the date of the Board Approval till the date of the Notice.

5.5 In terms of the Buy-Back Regulations, the promoters and persons in control have the option to participate in th Buy-back. The promoters and persons in control have expressed their intention to participate in the Buy-back and off up to their respective shareholding as on the Record Date, or such number of shares based on their entitlement. required in compliance with the Buy-Back Regulations or the terms of the Buy-back.

Details of the date and price of acquisition of the Equity Shares that the promoters and persons in control intend tender are provided below (i). Mr. V. S. S. Mani:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Value	Issue/Acquisition/ Sale Price per Equity Share (in ₹)
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,275	Other than cash	10	-
March 31, 1997	Allotment	20,350	Other than cash	10	-
October 1, 1998	Purchase	42,381	Cash	10	10.00
November 19,1998	Allotment	11,800	Cash	10	10.00
May 25, 2000	Sale	(38,908)	Cash	10	1,435.95
March 1, 2003	Allotment	85,000	Cash	10	10.00
March 31, 2004	Allotment	1,70,000	Cash	10	10.00
October 28, 2005	Allotment	2,73,400	Cash	10	10.00
February 10, 2006	Gifted	(50,000)	Gift	10	-
March 21, 2006	Purchase	2,278	Cash	10	440.00
May 30, 2006	Purchase	15,298	Cash	10	440.00
September 28, 2006	Purchase	1,749	Cash	10	440.00
September 28, 2006	Gifted	(39,636)	Gift	10	-
December 19, 2006	Buy-back of Equity Shares by our Company	(26,243)	Cash	10	2,574.00
February 24, 2007	Sale	(500)	Cash	10	10.00
February 24, 2007	Buy-back of Equity Shares by our Company	(13,393)	Cash	10	2,651.00
April 25, 2007	Sale	(6,806)	Cash	10	440.00
June 22, 2007	Received as gift	11,170	Gift	10	-
June 22, 2007	Sale	(2,792)	Cash	10	4,607.00
June 22, 2007	Sale	(53,058)	Cash	10	4,595.00
August 24, 2009	Purchase	3	Cash	10	3,250.00
April 24, 2010	Allotment	2,22,95,790	Bonus issue in the ratio of 55:1	10	-
March 25, 2011	Gifted	(3,87,224)	Gift	10	-
May 11, 2012	Allotment pursuant to conversion of Preference Shares Series B	1	_	10	-
August 8, 2012	Sale	(9,82,276)	Cash	10	488.66
June 1, 2013	Sale (IPO)	(15,57,658)	Cash	10	525.30
March 17, 2016	Buy-back of Equity Shares by our Company	(2,58,671)	Cash	10	1,550.00
August 25, 2016	Purchase	3,20,000	Cash	10	481.97
August 26, 2016	Purchase	1,69,597		10	499.80
August 29, 2016	Purchase	1,380		10	499.90
August 31, 2016	Purchase	12,000		10	503.62
September 2, 2016				10	478.37
September 29, 2016		1,80,000		10	430.72
September 30, 2016		20,000		10	419.38
January 9, 2019	Buy-back of Equity Shares by our Company	(7,46,441)	Cash	10	800.00
Total		1,94,72,804			

ii). Mrs.AnitaMani Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition/ Sale Price per Equity Share (in ₹
October 11, 1993	Subscription to memorandum	10	Cash	10	10.00
March 31, 1995	Allotment	3,775	Other than cash	10	-
March 31, 1997	Allotment	24,150	Other than cash	10	-
October 1, 1998	Sale	(14,781)	Cash	10	10.00
November 19, 1998	Allotment	6,300	Cash	10	10.00
May 25, 2000	Sale	(9,727)	Cash	10	1,435.95
April 24, 2010	Allotment	5,34,985		10	-
			the ratio of 55:1		
February 24, 2015	Received as gift	84,000	Gift	10	-
March 17, 2016	Buy-back of Equity Shares by our Company	(8,224)	Cash	10	1,550.00
January 9, 2019	Buy-back of Equity Shares by our Company	(22,979)	Cash	10	800.00
February 25, 2020	Purchase	50,000	Cash	10	492.65
February 27, 2020	Purchase	50,000	Cash	10	479.10
March 2, 2020	Purchase	2,00,000	Cash	10	483.87
March 12, 2020	Purchase	1,07,969	Cash	10	389.03
March 13, 2020	Purchase	90,302	Cash	10	361.19
March 25, 2020	Purchase	64,980	Cash	10	276.40
Total		11,60,760			

(iii). Mr. Ramani Iyer		No. of Equity	Natura of	Face	Issue/Acquisition/
Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Value (in ₹)	Issue/Acquisition/ Sale Price per Equity Share (in ₹)
March 31, 1997	Allotment	2,550	Cash	10	10.00
October 1, 1998	Sale	(2,550)	Cash	10	10.00
February 10, 2006	Received as gift	25,000	Gift	10	-
September 28, 2006	Received as gift	19,818	Gift	10	-
June 22, 2007	Gifted	(5,585)	Gift	10	-
April 24, 2010	Allotment	21,57,815	Bonus issue in	10	-
			the ratio of 55:1		
June 29, 2011	Sale	(1,63,763)	Cash	10	344.88
June 1, 2013	Sale (IPO)	(6,18,174)	Cash	10	525.30
February 24, 2015	Gifted	(84,000)	Gift	10	-
April 6, 2015	Sale	(20,000)	Cash	10	1,316.00
April 8, 2015	Sale	(1,00,000)	Cash	10	1,368.63
March 17, 2016	Buy-back of Equity Shares by our Company	(15,879)	Cash	10	1,550.00
June 27, 2016	Sale	(30,000)	Cash	10	626.82
March 7, 2017	Sale	(75,000)	Cash	10	559.20
January 9, 2019	Buy-back of Equity Shares by our Company	(40,280)	Cash	10	800.00
July 31, 2019	Sale	(2,55,000)	Cash	10	691.12
August 1, 2019	Sale	(1,08,336)	Cash	10	698.14
August 2, 2019	Sale	(53,453)	Cash	10	694.91
August 5, 2019	Sale	(1,00,000)	Cash	10	697.39
February 4, 2020	Sale	(1,50,000)	Cash	10	517.50
Total		3,83,163			

Vi. Wil. V. Krisinian.					
Date of Transaction	Nature of Transaction	No. of Equity Shares		Value	Issue/Acquisition/ Sale Price per Equity Share ( in ₹)
March 31, 1997	Allotment	2,550	Cash	10	10.00
October 1, 1998	Sale	(2,550)	Cash	10	10.00
February 10, 2006	Received as gift	25,000	Gift	10	-
September 28, 2006	Received as gift	19,818	Gift	10	-
June 22, 2007	Gifted	(5,585)	Gift	10	-
April 24, 2010	Allotment		Bonus issue in	10	-
		1	44 45 4 F F C . A	1	

(iv) Mr V Krichnau

	April 24, 2010	Allotment	21,57,815	Bonus issue in	10	-
ver	March 25, 2011	Pagaiyad as gift	2 07 224	the ratio of 55:1 Gift	10	
tive	March 25, 2011 June 29, 2011	Received as gift Sale	3,87,224 (1,63,763)	Cash	10	344.88
the	August 8, 2012	Sale	(3,73,000)	Cash	10	488.66
	June 1, 2013	Sale (IPO)		Cash	10	525.30
	March 17, 2015	Creation of Pledge		Cash	10	1,178.35
	March 31, 2015	Sale	(13,225)	Cash	10	1,323.03
	April 1, 2015	Sale		Cash	10	1,326.39
	April 21, 2015	Sale		Cash	10	1,070.48
	July 10, 2015	Sale		Cash	10	1,181.66
	August 20, 2015	Sale		Cash	10	960.93
	December 3, 2015	Gifted	(2,00,000)	Gift	10	-
nty	March 17, 2016	Buy-back of Equity Shares by our Company	(15,141)	Cash	10	1,550.00
ling	March 21, 2016	Sale	(13,680)	Cash	10	642.40
the	March 22, 2016	Sale		Cash	10	700.03
	March 23, 2016	Sale		Cash	10	741.85
	March 29, 2016	Gifted		Gift	10	
	March 30, 2016	Creation of Pledge		Cash	10	748.75
age	June 20, 2016	Sale		Cash	10	658.34
and	June 29, 2016	Creation of Pledge		Cash	10	601.45
	July 12, 2016	Release of Pledge		Cash	10	578.45
то	July 14, 2016	Release of Pledge	,	Cash	10	572.90
	September 29, 2016			Cash	10 10	450.13
any	October 25, 2016	Creation of Pledge		Cash Cash	10	448.20
,	October 26, 2016 November 22, 2016	Creation of Pledge		Cash	10	450.05 372.65
_	November 23, 2016			Cash	10	372.05
9	November 25, 2016			Cash	10	370.10
9	November 30, 2016		( , ,	Cash	10	376.43
4	February 17, 2017	Release of Pledge		Cash	10	460.50
9	February 21, 2017	Release of Pledge		Cash	10	506.80
1	April 28, 2017	Release of Pledge		Cash	10	502.45
4	July 14, 2017	Creation of Pledge		Cash	10	357.55
the	January 25, 2018	Release of Pledge		Cash	10	578.85
	February 1, 2018	Sale		Cash	10	508.96
g	February 19, 2018	Sale		Cash	10	450.33
1	February 20, 2018	Sale		Cash	10	438.09
1	February 27, 2018	Creation of Pledge		Cash	10	449.25
2	March 1, 2018	Gifted	(20,280)	Gift	10	-
al in	April 12, 2018	Sale	(13,950)	Cash	10	453.95
d in	April 13, 2018	Sale	(2,235)	Cash	10	446.88
Buy	June 22, 2018	Sale	(27,266)	Cash	10	558.44
$\neg$	July 11, 2018	Creation of Pledge		Cash	10	584.55
се	July 13, 2018	Creation of Pledge		Cash	10	571.30
	October 9, 2018	Invocation of Pledge		Cash	10	430.18
20	October 25, 2018	Release of Pledge		Cash	10	447.75
20	January 9, 2019	Buy-back of Equity Shares by our Company		Cash	10	800.00
20	July 9, 2019	Release of Pledge	-	Cash	10	812.25
20	July 26, 2019	Creation of Pledge		Cash	10	710.50
A	August 7, 2019	Release of Pledge	.,	Cash	10	712.50
$\overline{}$	August 14, 2019 August 21, 2019	Creation of Pledge Release of Pledge		Cash Cash	10	671.80 682.60
A	August 21, 2019 August 30, 2019	Creation of Pledge		Cash	10	712.25
	September 5, 2019			Cash	10	712.25
nil.	September 9, 2019		10,000		10	744.50
any	September 20, 2019			Cash	10	678.40
l at	September 23, 2019			Cash	10	696.80
	September 30, 2019		,	Cash	10	684.50
the	November 13, 2019			Cash	10	512.55
ffer	November 13, 2019			Cash	10	512.55
as		Invocation of Pledge		Cash	10	526.65
	December 3, 2019	Release of Pledge	12,000	Cash	10	543.65
l to	December 5, 2019	Creation of Pledge	13,000	Cash	10	577.65
	December 24, 2019	Sale	(4,100)	Cash	10	587.00
	January 31, 2020	Release of Pledge		Cash	10	562.30
on/	February 3, 2020	Sale		Cash	10	521.73
r	February 7, 2020	Creation of Pledge		Cash	10	534.10
n ₹)	February 11, 2020	Creation of Pledge	'	Cash	10	505.20
[	February 18, 2020	Invocation of Pledge		Cash	10	487.29
	February 18, 2020	Sale	( , ,	Cash	10	488.15
	February 27, 2020	Invocation of Pledge		Cash	10	483.94
	March 3, 2020	Release of Pledge		Cash	10	498.50
	March 4, 2020	Release of Pledge		Cash	10	487.75
	March 12, 2020	Creation of Pledge		Cash	10 10	374.60
_	March 13, 2020 March 17, 2020	Creation of Pledge		Cash	10	380.15 302.59
_	May 26, 2020	Invocation of Pledge Sale		Cash Cash	10	353.53
	IVIGY 20, 2020	Outo	(5,550)	Casii	ıυ	000.00

Note: Please note that since the price cannot be derived for the creation and release of the pledge on Equity Shares, closing price of National Stock Exchange of India Limited is considered as the price as on the date of the relevant transaction.

(V). Mrs. Eshwary Krishnan:					
Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of Consideration	Face Value (in ₹)	Issue/Acquisition/ Sale Price per Equity Share (in ₹
December 3, 2015	Received as gift	2,00,000	Gift	10	-
February 23, 2018	Sale	(9,403)	Cash	10	463.33
February 26, 2018	Sale	(877)	Cash	10	466.71
March 1, 2018	Received as gift	20,280	Gift	10	-
January 9, 2019	Buy-back of Equity Shares by our Company	(7,772)	Cash	10	800.00
January 14, 2020	Shares lent under SLB Mechanism	(1,54,948)	NA	10	NA*
February 6, 2020	Release of Shares lent under SLB Mechanism	1,00,000	NA	10	NA*
March 5, 2020	Release of Shares lent under SLB Mechanism	54,948	NA	10	NA*
Total		2,02,228			

Note: For Equity Shares which were lent or released under the SLB Mechanism, the value of the transaction has been considered as ni PROCESS AND METHODOLOGY FOR THE BUY-BACK

The Buy-back shall be available to all Shareholders holding Equity Shares either in physical and/or dematerialized for as on the Record Date. The Buy-back shall be undertaken on a proportionate basis through the tender offer process prescribed under Regulation 4(iv)(a) of the Buy-Back Regulations. Additionally, the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the Shareholders and settlement of the same, through the stock exchange mechanism as specified in the SEBI Circulars.

2 The Company has appointed Nomura Financial Advisory and Securities (India) Private Limited, as the registered broker to the Company (the "Company Broker") to facilitate the process of tendering of Equity Shares through the stock exchange mechanism for the Buy-back. The details of the Company Broker are as follows:

Nomura Financial Advisory and Securities (India) Private Limited

Ceejay House, Level 11, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018

Tel: +91 22 4037 4037 Fax: +91 22 4037 4111

SEBI Registration No.: INB/INF/INE 231299034 (NSE), INB011299030 (BSE)

E-mail: justdialbuyback@nomura.com 3.3 The Company will request BSE, who has been appointed as the designated stock exchange (the "Designated Stock Exchange"), to provide a separate acquisition window ("Acquisition Window") to facilitate placing of sell orders by Eligible Shareholders who wish to tender Equity Shares in the Buy-back.

**NOMURA** 

6.4 At the beginning of the tendering period, the order for buying up to 31,42,857 Equity Shares shall be placed by the Company through the Company Broker. During the tendering period, the order for selling the Equity Shares will be placed by the Shareholders through their respective stock brokers (each, a "Shareholder Broker") during normal trading hours of the secondary market. In the tendering process, the Company Broker may also process the orders received from the Shareholders.

6.5 Procedure to be followed by:

.5.1 Shareholders holding Equity Shares in physical form:

(a). In accordance with the Frequently Asked Questions issued by SEBI, "FAQs - Tendering of physical shares in buy-back offer/ open offer/ exit offer/delisting" dated February 20, 2020, shareholders holding securities in physical form are allowed to tender Equity Shares in the Buy-back through tender offer route. However, such tendering shall be as per the provisions of the Buy-back Regulations

(b). Eligible Shareholders who are holding Equity Shares in the physical form and intend to participate in the Buy-back will be required to approach their Shareholder Broker along with the complete set of documents for verification procedures to be carried out. The documents include the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled and signed by the transferors (i.e. by all registered Eligible Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorizing the transfer in favor of the Company, (iii) self-attested copy of the Eligible Shareholder's PAN Card, (iv) any other relevant documents such as power of attorney, corporate authorization (including board resolution/specimen signature), notarized copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, as may be applicable. In addition, if the address of the Eligible Shareholder has undergone a change from the address reflected in the Register of Members of the Company, the Eligible Shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: (i) valid Aadhar Card, (ii) Voter Identity Card or (iii) Passport.

(c). For orders for physical Equity Shares, the Shareholder Broker should place bids on the Acquisition Window with relevant details as mentioned on physical share certificate(s). The Shareholder Broker shall be required to print the Transaction Registration Slip ("TRS") generated by the Exchange Bidding System. TRS will contain the details of the order submitted including the bid identification number, the application number, the folio number, certificate number, distinctive numbers and the number of Equity Shares tendered in case of Equity shares held in the physical form and the number of Equity Shares tendered either by registered post or courier or hand delivery to the Registrar within two days of bidding by such Shareholder Broker. The envelope should be super scribed as "Just Dial Buy-back 2020". One copy of the TRS will be retained by Registrar and it will provide acknowledgement of the same to such Shareholder Broker or the Eligible Shareholder.

(d). Eligible Shareholders holding physical Equity Shares should note that physical Equity Shares will not be accepted unless the complete set of documents is submitted. Acceptance of the physical Equity Shares for Buy-back by the Company shall be subject to verification as per the Buy-back Regulations and any further directions issued in this regard. The Registrar will verify such bids based on the documents submitted on a daily basis and till such time the BSE shall display such bids as "unconfirmed physical bids". Once, the Registrar confirms the bids it will be treated as "Confirmed Bids".

(e). Any person who has submitted the Equity Shares held by them in the physical form for dematerialisation should ensure that the process of getting the Equity Shares dematerialised is completed before such Eligible Shareholders tender their Equity Shares in the Buy-back, so that they can participate in the Buy-back.

 $(f). \ An unregistered shareholder holding physical shares may also tender his Equity Shares for Buy-back by submitting tenders and the state of t$ the duly executed transfer deed for transfer of shares, purchased prior to Record Date, in his name, along with the offer form, copy of his PAN card and of the person from whom he has purchased shares and other relevant documents as required for transfer, if any

6.5.2 Shareholders holding Equity Shares in dematerialized form:

(a). All Shareholders who desire to tender Equity Shares (held by them in dematerialised form) in the Buy-back would have to do so through their respective Shareholder Broker by indicating to such Shareholder Broker, the details of the Equity Shares they intend to tender under the Buy-back.

(b). Each Shareholder Broker would be required to place an order/bid on behalf of the Eligible Shareholders who wish to tender Equity Shares in the Buy-back using the Acquisition Window of the Designated Stock Exchange. Before placing the bid, the Eligible Shareholder would be required to transfer the tendered Equity Shares to the special account of the Indian Clearing Corporation Limited (the "Clearing Corporation"), by using the early pay in mechanism as prescribed by the Designated Stock Exchange or the Clearing Corporation prior to placing the order/bid by the

(c). The details of the Special Account shall be provided in the issue opening circular that will be issued by the Designated stock Exchange or the Clearing Corporation.

(d). For custodian participant orders, for dematerialised Equity Shares, early pay-in is mandatory prior to confirmation of the order by the custodian participant. The custodian participant shall either confirm or reject the orders not later than the closing of trading hours on the last day of the tendering period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed custodian participant orders, order modification shall revoke the custodian participant confirmation and the revised order shall be sent to the custodian participant again for confirmation.

(e). The reporting requirements for non-resident shareholders under Reserve Bank of India, Foreign Exchange Management Act, 1999, as amended and any other rules, regulations, guidelines, for remittance of funds, shall be made by the Eligible Shareholders and/ or the Shareholder Broker through which the Eligible Shareholders places  $(f). \ Upon \ placing \ the \ bid, the \ Shareholder \ Broker \ shall \ provide \ a \ TRS \ generated \ by \ the \ exchange \ bidding \ system \ to \ the$ 

Eligible Shareholder. The TRS will contain the details of the order submitted like bid ID number, application number DPID, client ID, number of Equity Shares tendered, etc. (g). It is clarified that in case of dematerialized Equity Shares, submission of the tender form and TRS is not mandatory.

After the receipt of the dematerialized Equity Shares in the account of the Clearing Corporation and a valid bid in the exchange bidding system, the bid for Buy-back shall be deemed to have been accepted for Shareholders holding the Equity Shares in dematerialized form (h). The Shareholders will have to ensure that they keep the DP Account active and unblocked to receive credit in case

of return of Equity Shares due to rejection or partial acceptance. Excess Equity Shares or unaccepted Equity Shares, indematerialised form, if any, tendered by the Shareholders would be transferred by the Clearing Corporation directly to the respective Shareholder's DP account. If the securities transfer instruction is rejected in the depository system, due to any issue then such securities will be transferred to the Shareholder Broker's depository pool account for onward transfer to such Shareholder.

(i). Shareholders shall also provide all relevant documents, which are necessary to ensure transferability of the Equity  $Shares in \, respect \, of \, the \, Tender \, Form \, to \, be \, sent. \, Such \, documents \, may \, include \, (but \, not \, be \, limited \, to):$ 

· Duly attested power of attorney, if any person other than the Eligible Shareholder has signed the tender form · Duly attested death certificate and succession certificate/ legal heirship certificate, in case any Eligible Shareholder has expired; and In case of companies, the necessary certified corporate authorizations (including board and/or general meeting resolutions)

(j). Modification or cancellation of orders and multiple bids from a single Eligible Shareholder will be allowed during the tendering period of the Buy-back. Multiple bids made by a single Eligible Shareholder for selling Equity Shares shall be clubbed and considered as "one bid" for the purposes of acceptance

(k). The cumulative quantity of Equity Shares tendered under the Buy-back shall be made available on the website of  ${\tt BSE} \ (www.bseindia.com) \ throughout \ the \ {\tt Buy-back} \ period \ and \ will \ be \ updated \ at \ specific \ intervals \ during \ the$ tendering period. (I). Detailed instructions for participation in the Buy-back as well as the relevant time table will be included in the Letter

of Offer to be sent to the Eligible Shareholder(s).

METHOD OF SETTLEMENT

 $Upon finalization of the \ basis of acceptance \ as per the \ Buy-Back \ Regulations:$ 7.1 The settlement of trades shall be carried out in the manner similar to settlement of trades in the secondary market.

7.2 The Company will pay funds pertaining to the Buy-back to the Company's Broker who will transfer the funds to the Clearing Corporation's bank account as per the prescribed schedule. The settlement of fund obligation for Equity Shares held in the dematerialized form shall be affected as per the SEBI Circulars and as prescribed by BSE and Clearing Corporation from time to time. For Equity Shares held in the dematerialized form accepted under the Buy-back, such beneficial owners will receive funds pay-out in their bank account as provided in the depository system directly by the Clearing Corporation and in case of Equity Shares held in the physical form, the Clearing Corporation will release the funds to the Shareholder Broker(s) as per secondary market payout mechanism. If such shareholder's bank account details are not available or if the funds transfer instruction is rejected by the Reserve Bank of India ("RBI")/ bank(s), due to any reasons then the amount payable to the concerned shareholders will be transferred to the Shareholder Broker for onward transfer to such shareholders. 7.3 The Equity Shares held in the dematerialized form bought back would be transferred directly to the demat escrow

account of the Company opened for the Buy-back (the "Company Demat Escrow Account") provided it is indicated by the Company's Broker or it will be transferred by the Company's Broker to the Company Demat Escrow Account on receipt of the Equity Shares from the clearing and settlement mechanism of BSE.

.4 The Eligible Shareholders of the Equity Shares held in the dematerialized form will have to ensure that they keep the depository participant ("DP") account active and unblocked to receive credit in case of return of Equity Shares held in the dematerialized form, due to rejection or due to non-acceptance in the Buy-back.

7.5 Excess Equity Shares held in the dematerialised form or unaccepted Equity Shares held in the dematerialised form, i any, tendered by the Eligible Shareholder would be returned to them by the Clearing Corporation directly to the respective Eligible Shareholder's DP account. Any excess Equity Shares held in the physical form pursuant to proportionate acceptance/ rejection will be returned back to the concerned Eligible Shareholders directly by the Registrar to the Buy- back. The Company is authorized to split the share certificate and issue new consolidated share certificate for the unaccepted Equity Shares held in the physical form, in case the Equity Shares held in the physical form accepted by the Company are less than the Equity Shares held in the physical form tendered in the Buy-back.

6 The Company Broker would issue a contract note to the Company for the Equity Shares accepted under the Buy-back.

7 In case of certain client types viz. non-resident Shareholders (where there may be specific Reserve Bank of India and other regulatory requirements pertaining to funds pay-out) who do not opt to settle through custodians, the funds pay out would be given to their respective seller member's settlement accounts for releasing the same to the respective eligible seller's account. For this purpose, the client type details would be collected from the Depositories, whereas amount payable to the eligible seller pertaining to the bids settled through custodians will be transferred to the settlement bank account of the custodian, each in accordance with the applicable mechanism prescribed by the Stock Exchanges and the Clearing Corporation from time to time.

7.8 Shareholders who intend to participate in the Buy-back should consult their respective Shareholder Broker for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the respective Shareholder Broker upon the Shareholders for tendering Equity Shares in the Buy-back. The Buy-back consideration received by the Shareholders in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company and the Manager to the Buy-back accept no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the Shareholders tendering their Equity Shares in the Buy-back.

7.9 The Equity Shares lying to the credit of the Demat Escrow Account and the Equity Shares bought back and accepted in physical form will be extinguished in the manner and following the procedure prescribed in the Buy-Back Regulations.

RECORD DATE AND SHAREHOLDER ENTITLEMENT

8.1. In terms of the Buy-back Regulations, the Company has fixed July 3, 2020 as the Record Date for the purpose of determining the entitlement and the names of the holders of the Equity Shares who are eligible to participate in the Buy-back.

8.2. In accordance with the Buy-back Regulations and such other circulars or notifications, as may be applicable, in due course each Eligible Shareholder as on the Record Date shall receive a Letter of Offer along with a Tender Form (including Form  $SH-4\,as\,applicable), indicating the entitlement of the shareholder for participating in the Buy-back. Further, in terms of the COVID-19$ Relaxation Circular, the Letter of Offer and the Tender Form will be made available on the website of the Company at www.justdial.com, the Stock Exchanges at www.bseindia.com, www.nseindia.com and www.msei.in, the Registrar to the Buy-back at www.kfintech.com and the Manager to the Buy-back at www.nomuraholdings.com/d group/asia/india/index html Cont.2

Aditya Birla Sun Life AMC Limited (Investment Manager for Aditya Birla Sun Life Mutual Fund) Registered Office: One India Bulls Centre, Tower 1, 17th Floor, Jupiter Mill Compound, 841, S.B Marg. Flohinstone Road. Mumbai - 400 013. Tel.: 4356 8000. Fax: 4356 8110/8111. CIN: U65991MH1994PI C080811

#### **Record Date for Dividend**

NOTICE IS HEREBY GIVEN THAT the Trustees of Aditya Birla Sun Life Mutual Fund have approved Tuesday, June 30, 2020\*, as the Record Date for declaration of dividend subject to availability of distributable surplus on the Record Date, in the following schemes:

Name of the Schemes	Plans/Options	Dividend Rate [₹ per unit # on face value of ₹ 10/- per unit]	NAV as on June 23, 2020 (₹)
Aditya Birla Sun Life Dynamic Bond Fund (An open ended dynamic debt scheme investing across duration)	Direct Plan - Quarterly Dividend Option	0.0389	10.0497
Aditya Birla Sun Life Dividend Yield Fund (An open ended equity scheme predominantly investing in dividend yielding stocks)	Regular Plan - Dividend Option	0.18	12.10
Aditya Birla Sun Life International Equity Fund - Plan A (An open ended equity scheme following international theme)	Regular Plan - Dividend Option	0.97	16.0864
Aditya Birla Sun Life International Equity Fund - Plan B	Regular Plan - Dividend Option	0.77	12.9574
(An open ended equity scheme following international theme)	Direct Plan - Dividend Option	0.89	14.9260

The NAV of the schemes, pursuant to payout of dividend would fall to the extent of payout and statutory levy (if applicable).

# As reduced by the amount of applicable statutory levy. \*or the immediately following Business Day if that day is a non-business day.

All unitholders whose names appear in the Register of Unitholders / Beneficial owners under the dividend options of the said schemes as at the close of business hours on the Record Date shall be eligible to receive the dividend so declared.

For Aditya Birla Sun Life AMC Limited

(Investment Manager for Aditya Birla Sun Life Mutual Fund)

Sd/-

**Authorised Signatory** Mutual Fund investments are subject to market risks, read all scheme

related documents carefully.

NOTICE

## MUTUAL FUND

NOTICE is hereby given that DSP Trustee Private Limited, (Formerly known as DSP BlackRock Trustee Company Private Limited) the Trustee to DSP Mutual Fund ("Fund"), has vide Resolution dated June 24, 2020, declared a dividend, as under, in the Dividend Option and Quarterly Dividend option under Regular Plan and Direct Plan of DSP FMP - Series 211 - 38M, close-ended income scheme of the Fund:

#### Record and Maturity Date of the scheme: June 30, 2020

Scheme	Plan/Option	Quantum of Dividend	Face Value per Unit (Rs.)	NAV as on June 23, 2020 (Rs.)
DSP FMP - Series 211 - 38M	Direct Plan – Dividend Option	Upto 100% of distributable surplus as on Record date	10.0000	12.4254
DSP FMP - Series 211 - 38M	Regular Plan – Dividend Option	Upto 100% of distributable surplus as on Record date	10.0000	12.3290
DSP FMP - Series 211 - 38M	Direct Plan – Quarterly Dividend Option	Upto 100% of distributable surplus as on Record date	10.0000	12.4255
DSP FMP - Series 211 - 38M	Regular Plan – Quarterly Dividend Option	Upto 100% of distributable surplus as on Record date	10.0000	12.3287

Distribution of the above dividend is subject to the availability and adequacy of distributable surplus.

Pursuant to payment of dividend, the NAV of the Dividend Option and Quarterly Dividend option under Regular Plan and Direct Plan of the aforesaid scheme would fall to the extent of payout, and statutory levy, if any.

Dividend will be paid to all those Unit Holders / Beneficial Owners, in the Dividend Option and Quarterly Dividend option under Regular Plan and Direct Plan of the above mentioned scheme, whose names appear in the records of the Registrar and Transfer Agent, Computer Age Management Services Limited/ Statement of Beneficiary Owners maintained by the Depositories as on the Record Date. The transferee(s)/lien holders/unit holders should ensure that the transfer or lien invocation or lien revocation formalities, as the case may be, are completed prior to the record date. If a request for transfer or lien invocation or lien revocation of the units is not received by the depositories before the record date for redemption, the redemption amount for the units shall be paid to the person whose name appear in the statement of beneficial owners maintained by the Depositories as on the Record Date. In such cases, any claims shall be settled inter se between the parties and no claim or action shall be brought against the AMC or Trustee or the Registrar and Transfer Agent. The payout shall be subject to tax deducted at source (TDS) as applicable.

Unit holders are advised to update any change of address / bank details, if any, with depository participant(s) in advance of the Record Date

> Any queries/clarifications in this regard may be addressed to: **DSP Investment Managers Private Limited ("AMC")** (Formerly known as DSP BlackRock Investment Managers Private Limited), CIN: U74140MH1996PTC099483, Investment Manager for DSP Mutual Fund, Mafatlal Centre, 10th Floor, Nariman Point, Mumbai 400 021 Tel. No.: 91-22 66578000, Fax No.: 91-22 66578181, Toll Free No: 1800 200 4499, www.dspim.com

Investors/unit holders are requested to update their email address and mobile number with the AMC.

Place: Mumbai

Date: June 24, 2020

Mutual Fund investments are subject to market risks, read all scheme related documents carefully.

- 8.3. The Equity Shares to be bought back as a part of the Buy-back are divided in two categories
  - (i). Reserved category for small shareholders (as defined in Regulation 2(i)(n) of the Buy-back Regulations, a "small shareholder" is a shareholder who holds Equity Shares having market value, on the basis of closing price on stock exchanges in which the highest trading volume in respect of such Equity Shares as on Record Date, is not more than ₹ 2.00,000 (Rupees Two Lakh Only); and
  - (ii). General category for all other shareholders.
- 8.4. In accordance with the proviso to Regulation 6 of the Buy-back Regulations, 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buy-back or number of Equity Shares entitled as per the shareholding of small shareholders as on the Record Date, whichever is higher, shall be reserved for the small shareholders as part of this Buy-back.
- 8.5. Based on the shareholding on the Record Date, the Company will determine the entitlement of each shareholder including small shareholders to tender their shares in the Buy-back. This entitlement for each shareholder will be 5. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide a reasonable assurance that: calculated based on the number of Equity Shares held by the respective shareholder as on the Record Date and the ratio of Buy-back applicable in the category to which such shareholder belongs.
- 8.6. In order to ensure that the same Eligible Shareholder with multiple demat accounts or folios does not receive a higher entitlement under the small shareholder category, the Equity Shares held by such Eligible Shareholder with a common PAN shall be clubbed together for determining the category (small shareholder or general category) and their entitlement under the Buy-back. In case of joint shareholding, the Equity Shares held in cases where the sequence of the PANs of the joint shareholders is identical shall be clubbed together. In case of Eligible Shareholders holding physical shares, where the sequence of PANs is identical and where the PANs of all joint shareholders are not available, the Registrar to the Buy-back will check the sequence of the names of the joint holders and club together the Equity Shares held in such cases where the sequence of the PANs and name of joint shareholders are identical. The shareholding of institutional investors like mutual funds, insurance companies, foreign institutional investors/ foreign portfolio investors etc. with common PAN are not proposed to be clubbed together for determining their entitlement and will be considered separately, where these Equity Shares are held for different schemes/ sub-accounts and have a different demat account nomenclature based on information prepared by the Registrar to the Buy-back as per the shareholder records received
- 8.7. Shareholders' participation in Buy-back will be voluntary. Shareholders holding Equity Shares of the Company may also accept a part of their entitlement. Shareholders holding Equity Shares of the Company also have the option of tendering additional shares (over and above their entitlement) and participate in the shortfall created due to non-participation of some other shareholders, if any. If the Buy-back entitlement for any shareholder is not a round number, then the fractional entitlement shall be ignored for computation of entitlement to tender Equity Shares in the Buy-back
- 8.8. The maximum tender under the Buy-back by any shareholder cannot exceed the number of Equity Shares held by the shareholder as on the Record Date.
- 8.9. The Buy-back from shareholders who are persons resident outside India, including the foreign portfolio investors, erstwhile overseas corporate bodies and non-resident Indian, etc., shall be subject to such approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India under Foreign Exchange Management Act, 1999, as amended, and the rules and regulations framed there under, and such approvals 8 shall be required to be taken by such non-resident shareholders.
- We confirm that there are no defaults subsisting in repayment of deposits and interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or banking company.
- 10. The Board has made full enquiry into the affairs and prospects of the Company and are of the opinion:
- (i) that immediately following the date of the Board Approval and the date of the Shareholders' Approval, there will be no grounds on which the Company could be found to be unable to pay its debts;
- (ii) as regards the Company's prospects for the year immediately following the date of Board Approval i.e. April 30,  $2020 \ as \ well \ as \ the \ date \ of \ the \ Shareholders' Approval \ \ and, having \ regard \ to \ the \ Board's \ intentions \ with \ respect \ to$ the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Approval as well as within a period of one year from the date of Shareholders' Approval; and
- (iii) that in forming its opinions aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Companies Act, 2013 or the Insolvency and Bankruptcy Code 2016, as amended.

#### 11. AUDITOR'S REPORT

 $Report\, addressed\, to\, the\, Board\, of\, Directors\, by\, the\, Company's\, Auditors\, on\, the\, permissible\, capital\, payment\, and\, p$ the opinion formed by directors regarding insolvency:

The text of the report dated May 22, 2020 received from Deloitte Haskins and Sells LLP, Chartered Accountants, the  $Statutory\,Auditors\,of\,the\,Company, addressed\,to\,the\,Board\,of\,Directors\,of\,the\,Company\,is\,reproduced\,below$ 

Quote

The Board of Directors Just Dia Limited

Palm Court Building M

501/B, 5th floor, New link road

Dear Sirs/Madam.

Subject: Statutory Auditor's report in respect of proposed buyback of equity shares by Just Dial Limited (the Company) in terms of clause (xi) of Schedule I of Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (as amended) (the Buyback Regulations).

- This Report is issued in accordance with the terms of our engagement letter dated May 15, 2020.
- The Board of Directors of Just Dial Limited (the Company) have approved a proposal for buy-back of equity shares by the Company (subject to the approval of its shareholders) at its meeting held on April 30, 2020 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended ("the Act") and the Buyback Regulations.

We have been requested by the Management of the Company to provide a report on the accompanying statement of Annexure A-Statement of Permissible Capital Payment in accordance with Section 68(2)(c) of the Companies Act, 2013 permissible capital payment (including premium) ("Annexure A") as at March 31, 2019 (hereinafter referred to as the "Statement") prepared by the management of the Company, which we have initialled for identification purposes only. Management's Responsibility for the Statement

Date: June 24, 2020

Place: Mumbai

- The preparation of the statement in accordance with Section 68(2)(c) of the Act, Regulation 4(i) of the Buyback Regulations and in compliance with the Buyback Regulations, is the responsibility of the management of the Company, including the computation of the amount of the permissible capital payment (including premium), the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statemen and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances. Auditors Responsibility
- (i). We inquire into the state of affairs of the Company in relation to the audited standalone and consolidated financial statements for the year ended March 31, 2019.
- capital payment for the proposed buyback of equity shares as stated in Annexure A, agrees with the audited ended March 31, 2019. ended March 31, 2019. The standalone and consolidated financial statements for the year ended March 31, 2019 Ballot is approved. have been audited by the predecessor auditors who have issued an unmodified audit opinion dated May 13, 2019.
- (iii). The amount of permissible capital payment as stated in Annexure A, has been properly computed considering the annual audited standalone and consolidated financial statements as at March 31, 2019 in accordance with Section Unquote 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations; and
- (iv). The Board of Directors of the Company, in their meeting held on April 30, 2020 have formed the opinion as specified in Clause (x) of Schedule I to the SEBI Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of the board meeting i.e. April 30, 2020 as well as within a period of one year from the date on which the special resolution for the proposed buy-back of equity shares through Postal Ballot will be passed and declared
- We conducted our examination of the Statement in accordance with the Guidance note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India (ICAI) (Guidance Note). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
- We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related

- Based on our tracing and the enquiries conducted as stated above, we report that:
- (I). We have enquired into the state of affairs of the Company in relation to its audited standalone and consolidated financial statements for the year ended March 31, 2019 which has been approved by the Board of Directors of the Company on May 13, 2019
- (ii). The amount of permissible capital payment (including premium) towards the proposed buy back of equity shares as computed in the Statement attached herewith as Annexure A, in our view has been properly determined in  $accordance\ with\ Section\ 68(2)(c)\ of\ the\ Act\ and\ Regulation\ 4(i)\ of\ the\ Buyback\ Regulations.\ The\ amounts\ of\ Equity$ share capital and free reserves have been extracted from the audited standalone and consolidated financial statements of the Company for the year ended March 31, 2019; and
- (iii). The Board of Directors of the Company, in their meeting held on April 30, 2020 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the board meeting resolution dated April 30, 2020 as well as within a period of one year from the date on which the special resolution for the proposed buy-back of equity shares through Postal Ballot will be passed and

  14. MANAGER TO THE BUY-BACK

## declared.

This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Section 68 and other applicable provisions of the Act, and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the explanatory statement to the notice for special resolution, public announcement and other documents pertaining to buy back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Managers of the buy-back in connection with the proposed buyback of equity shares of the Company for onward submission to relevant authorities in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations, and may not be suitable for any other purpose. This report should not be used for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Deloitte Haskins and Sells LLP Chartered Accountants (Firm's Registration No. 117366W/W-100018)

> A. B. Jani Partner Membership: 46488 UDIN: 20046488AAAAAU4281

	Particulars	Standalone	Consolidated
	Equity share capital as on March 31, 2019	6,476	6,476
	Total (A)	6,476	6,476
ck	Free Reserves as on March 31, 2019		
ıy,	General reserve	1,990	1,990
nd	Retained earnings	82,268	82,275
ne	Securities premium account	1,229	1,230
nt	Total (B)	85,487	85,495
III.	Grand Total (A+B)	91,963	91,971
	Maximum amount permissible for Buy-Back		
	Permissible capital payment towards buyback of equity shares	22,990.8	22,992.8
at:	shares in accordance with Section 68(2)(c) of the Act (25% of		
ial	paid up equity capital and free reserves)		

Note 1: Calculation in respect of the Permissible capital payment towards buyback of equity shares in accordance with (iii). We examine and report whether the financial information considered for computation of amount of permissible. Section 68(2)(c) of the Act is done based on the annual audited standalone and consolidated financial statements for the year

standalone and consolidated financial statements for the year ended March 31, 2019 in accordance with Section Note 2: In the absence of any definition of or guideline for "Insolvent" in the Buyback Regulations, the Company has 68(2) of the Act and Regulation 4(i) of the Buyback Regulations and the computation is arithmetically correct. In this considered a situation for not being able to continue as a going concern for a period of one year (as a minimum period respect, we have traced the amounts stated in Annexure A as Equity share capital, General reserve, Retained mentioned in Ind AS 1 issued by the Institute of Chartered Accountants of India) from April 30, 2020 (date of Board resolution earnings and Securities premium account from the standalone and consolidated financial statements for the year for buy back) and from the date on which the special resolution for the proposed buy-back of equity shares through Postal

> Abhishek Bansal Whole-time Director & CFO

Date: 22-05-2020 Place: Mumbai

12. COMPLIANCE OFFICER

Manan Udani Company Secretary and Compliance Officer

501/B, 5th Floor Palm Court, Building-M

Besides Goregoan Sports Complex

New Link Road, Malad (West) Mumbai 400 064

Tel.: +91 22 2888 4060

E-mail: investors@justdial.com

Shareholders may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours, being 10:00 a.m. to 5:00 p.m. on all working days except Saturday, Sunday and public holidays.

13. INVESTOR SERVICE CENTRE

In case of any queries, the Shareholders may also contact the RTA during working hours, being 10:00 a.m. to 4:30 p.m. on all working days except Saturday, Sunday and public holidays at the following address: KFin Technologies Private Limited

(Formerly known as Karvy Fintech Private Limited)

Selenium, Tower-B,

Plot No. 31 & 32, Financial District

Nanakramguda, Serilingampally Mandal, Hyderabad, Telangana - 500 032

Tel: +91 40 6716 2222 Fax: +91 40 2343 1551

E-mail: justdial.buvback20@kfintech.com Contact Person: M Murali Krishna

SEBI Registration Number: INR000000221

**NOMURA** 

Nomura Financial Advisory and Securities (India) Private Limited

Ceejay House, Level 11, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018

Tel: +91 22 4037 4037

Fax: +91 22 4037 4111 SEBI Registration No.: INM000011419

E-mail: justdialbuyback@nomura.com

Website: www.nomuraholdings.com/company/group/asia/india/index.html

Contact Person: Vishal Kaniani 15. DIRECTORS RESPONSIBILITY

Place: Mumba

Date: June 24, 2020

In terms of Regulation 24(i)(a) of the Buy-Back Regulations, the Board accepts full and final responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc., which may be issued in relation to the Buyback, and confirms that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

#### For and on behalf of the Board of Directors of Just Dial Limited

V. S. S. Mani Abhishek Bansal Manan Udani Managing Director and CEO Whole-time Director and CFO Company Secretary and Compliance Officer