

30<sup>th</sup> September, 2019

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 535648</i>	<b>National Stock Exchange of India Limited</b> Listing Department Exchange Plaza Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (East), Mumbai – 400051 <i>Scrip Symbol: JUSTDIAL</i>	<b>Metropolitan Stock Exchange of India Limited</b> 4 <sup>th</sup> Floor, Vibgyor Towers, Plot No. C 62, G Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (East), Mumbai – 400098 <i>Scrip Symbol: JUSTDIAL</i>
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**Kind Attn: Head – Listing Department / Dept of Corporate Communications****Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the 25<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

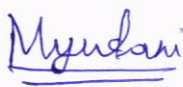
In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed gist of the proceedings of the 25<sup>th</sup> Annual General Meeting of Just Dial Limited held on Monday, September 30, 2019 at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400 064.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Just Dial Limited

**Manan Udani**  
**Company Secretary**

Encl: as above

**Just Dial Limited**

CIN NO: L74140MH1993PLC150054

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

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

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

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**GIST OF PROCEEDINGS OF THE TWENTY FIFTH ANNUAL GENERAL MEETING OF JUST DIAL LIMITED (THE "COMPANY") HELD ON MONDAY, SEPTEMBER 30, 2019 AT 3.30 P.M. AT MAGNOLIA BANQUET, SAROVAR GRAND HOMETEL, MIND SPACE, CHINCHOLI BUNDER, BEHIND INORBIT MALL, OFF NEW LINK ROAD, MALAD (WEST), MUMBAI – 400064.**

As per the Notice dated July 22, 2019, the Twenty Fifth Annual General Meeting (AGM) of the Company was held on Monday, 30<sup>th</sup> September, 2019 at 3.30 p.m. at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400064.

1. At 3.30. p.m., Mr. Manan Udani, Company Secretary of the Company welcomed all the Members and Directors of the Company. He requested Mr. B. Anand to occupy the Chair. Mr. B. Anand, occupied the chair.
2. He announced that 44 Members of the Company were present in person and no proxies were received and further informed that the Statutory Registers, Proxy Registers and other requisite documents were available during the Meeting, for inspection by the Members.
3. He further requested the Chairman to start the proceedings of the Meeting.
4. Mr. B. Anand, welcomed all the members. He further announced that as the requisite quorum was present the meeting was put to order.


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5. The Directors, Key Managerial Personnel and Invitees present at the AGM were as follows:

**Directors:**

Mr. B. Anand	Chairman - Independent Director
Mr. V. S. S. Mani	Managing Director & CEO
Mr. Malcolm Monteiro	Independent Director
Mr. Ramani Iyer	Whole-time Director

**Key Managerial Personnel:**

Mr. Abhishek Bansal	Chief Financial Officer
Mr. Manan Udani	Company Secretary

The Statutory Auditors and Secretarial Auditor of the Company were also present in the Meeting.

6. He then introduced the Directors and Officers present on the dais to the Members of the Company and informed that due to pre occupation, some Directors of the Company were unable to be present at the meeting. Mr. Sanjay Bahadur, being the Chairman of Stakeholders Relationship Committee, in his absence authorized Mr. V. S. S. Mani, member of the Committee to attend the Meeting on his behalf. With the permission of the members notice of the 25<sup>th</sup> AGM was taken as read. He further informed that Auditors Reports on the standalone and consolidated Financials of the Company were unmodified and with the permission of the members were taken as read. He further informed that Statutory and Secretarial Auditors' Report does not contain any qualifications, observations or comments or other remarks which have any material adverse effect on the functioning of the company.

7. The Chairman then requested the Members present to raise any queries on the Audited Accounts and other related matters. None of the Members raised any query.



8. At the request of the Chairman, Mr. V. S. S. Mani, Managing Director & CEO of the Company briefed the Members about the business of the Company.
9. The Chairman informed the members that in accordance with the provisions of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility through Karvy Fintech Private Limited to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda items specified in the Notice of the 25<sup>th</sup> AGM. The remote e-voting period had commenced on 26<sup>th</sup> September, 2019 at 9.00 a.m. (IST) and ended on 29<sup>th</sup> September, 2019 at 5.00 p.m. (IST). The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

He further informed that the Board of Directors had appointed Mr. Vijay Kondalkar (Membership No. ACS 15697 and CP No. 4597) or failing him Mr. Manish Gupta (Membership No. ACS 43802 and CP No.16067) partners of M/s VKMG & Associates LLP, Practicing Company secretaries, as the Scrutinizer for the purpose of Scrutinizing the voting process (both remote e-Voting and Voting process through ballot papers at the AGM) in a fair and transparent manner, for the resolutions included in the Notice of the 25<sup>th</sup> AGM. The chairman further informed that the results will be declared in 48 hours based on scrutinizer's report after taking into consideration the votes cast through remote e-voting and vote cast through ballot form and the same would be displayed on the website of the company and the agency (Karvy Fintech Private Limited) post intimation to stock exchanges.

Thereafter, the Chairman had ordered for Voting through ballot forms on the following items of businesses included in the Notice of the 25<sup>th</sup> AGM and requested Scrutinizer to conduct the Voting in fair and transparent manner.

*M. S. S.*



Resolution No.	Resolution	Resolution Type
<b>ORDINARY BUSINESS:</b>		
1.	To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint a Director in place of Mr. Pulak Chandan Prasad (DIN:00003557), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.	Ordinary
3.	Appointment of M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Statutory Auditors of the Company in the place of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, retiring Statutory Auditors and to fix their remuneration.	Ordinary
<b>SPECIAL BUSINESS:</b>		
4.	Re-appointment of Mr. Ramani Iyer (DIN:00033559) as a Whole-time Director of the Company.	Ordinary
5.	Appointment of Ms. Bhavna Thakur (DIN:07068339) as an Independent Director of the Company.	Ordinary
6.	Re-appointment of Mr. B. Anand (DIN:02792009) as an Independent Director of the Company.	Special
7.	Re-appointment of Mr. Malcolm Monteiro (DIN:00089757) as an Independent Director of the Company.	Special
8.	Re-appointment of Mr. Sanjay Bahadur (DIN:00032590) as an Independent Director of the Company.	Special

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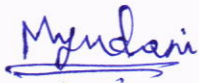


10. After casting of votes by the eligible Members, the Scrutinizer closed the Ballot process and took custody of the ballot Box.

There being no further business to transact, the meeting ended with the vote of thanks to the Chair at 4.00 p.m.

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

For Just Dial Limited



**Manan Udani**  
Company Secretary



**Place: Mumbai**  
**Date: September 30, 2019**