



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

Part A

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

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

## Reliance Retail Ventures Limited

CIN: U51909MH2006PLC166166 Phone: +91 22 35553800

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



voting rights in the TC (specify holding in each category) acquired/sold			
<b>d)</b> Shares in nature of encumbrance (pledge / lien / non-disposal undertaking/ others) in favour of Acquirer	82,49,347	13.25	12.91
<b>e)</b> Total (a+b+c+/- d)	82,49,347	13.25	12.91

After the acquisition /sale, holding of: Refer Note 1			
<b>a)</b> Shares carrying voting rights			
<b>b)</b> VRs otherwise than by equity shares	-	-	-
<b>c)</b> Warrants/convertible securities/any other instrument that entitles the Acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
<b>d)</b> Shares in nature of encumbrance (pledge / lien / non-disposal undertaking / others)	82,49,347	13.25	12.91
<b>e)</b> Total (a+b+c+d)	82,49,347	13.25	12.91
Mode of acquisition /sale (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance, etc.)	Encumbrance (restrictions under the agreements entered into <i>inter alia</i> between the Acquirer, the Target Company and certain existing promoters of the Target Company) Refer Note 1		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares etc:	NA		
Date of acquisition / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/ any other instrument that entitles the Acquirer to receive shares in the TC	July 16, 2021 Refer Note 1		
Equity share capital /total voting capital of the TC before the said acquisition /Sale	INR 62,27,28,260 (6,22,72,826 equity shares of Rs. 10/- each) as on June 30, 2021		
Equity share capital/total voting capital of the TC after the said acquisition /Sale	INR 62,27,28,260 (6,22,72,826 equity shares of Rs. 10/- each) as on June 30, 2021		
Total diluted share/voting capital of the TC after the said acquisition /Sale	INR 63,87,49,340 (6,38,74,934 equity shares of Rs. 10/- each) as on July 16, 2021		

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Note 1:

On July 16, 2021:

- (a) the Acquirer and certain existing promoters of the Target Company, namely, Mr. Venkatachalam Sthanu Subramani (the "Seller") and Mrs. Anita Mani (as confirming party) have entered into a share purchase agreement (the "SPA"), pursuant to which the Acquirer has agreed to acquire 1,30,61,163 equity shares of the Target Company ("Sale Shares") from the Seller in accordance with the terms of the SPA.
- (b) the Target Company, the Acquirer and certain existing promoters of the Target Company, namely, the Seller and Mrs. Anita Mani, have entered into a share subscription agreement (the "SSA") pursuant to which the Acquirer has agreed to subscribe to 2,11,77,636 equity shares of the Target Company ("Subscription Shares") in accordance with the terms of the SSA.
- (c) the Acquirer, the Target Company and certain members of the existing promoter and promoter group of the Target Company namely, the Seller, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan, have entered into a shareholders' agreement (the "SHA").

In terms of the SHA, from the date of the SHA (i.e. July 16, 2021), the Seller and Mrs. Anita Mani shall not and shall procure that Ms. Manasi Iyer shall not transfer any securities of the Target Company without prior written consent of the Acquirer. This restriction does not apply to: (i) transfer of Sale Shares in accordance with the SPA; (ii) any transfer of equity shares (other than Sale Shares) by the Seller on recognised stock exchanges, at any time between July 16, 2021 and prior to the earlier of the date of: (a) the acquisition of any part of the Sale Shares under the SPA and (b) the subscription and allotment of Subscription Shares under the SSA.

Given that the conditions and restrictions in the SHA as described above are likely to fall within the definition of the term "encumbrance" as provided under Chapter V of the SEBI (SAST) Regulations, the enclosed disclosure is being made by the Acquirer under Regulation 29(1) read with Regulation 29(4) of the SEBI (SAST) Regulations by way of abundant caution. It is clarified that the above disclosure does not mean that the Acquirer has acquired the above equity shares of the TC in terms of Regulations 3 and 4 of the SEBI (SAST) Regulations.

Note:

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

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

Thanking you,

Yours faithfully,

**For Reliance Retail Ventures Limited**

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

**K. Sridhar**

**Company Secretary**

Date: July 20, 2021

Place: Mumbai

**Reliance Retail Ventures Limited**

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