



Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Just Dial Limited (" Target Company " / " TC ")
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Reliance Retail Ventures Limited
Whether the acquirer belongs to Promoter/Promoter group	Refer Note 1
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 under consideration, holding of:			
a) Shares carrying voting rights	Refer Note 1 (B)		
b) Shares in the nature of encumbrance (pledge / lien/ non-disposal undertaking/ others)	Refer Note 2		
c) Voting rights (VR) otherwise than by 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			
a) (1) Shares carrying voting rights acquired / sold Refer Note 1(B)	1,30,61,163	15.63 [#]	15.36 [#]
(2) Shares carrying voting rights acquired / sold	2,11,77,636	25.35 [#]	24.90 [#]
b) VRs acquired / sold otherwise than by shares	-	-	-

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c) Warrants/convertible securities /any other instrument that entitles the Acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked /released by the Acquirer			
e) Total (a+b+c+/- d)	3,42,38,799	40.98[#]	40.26[#]
After the acquisition /sale, holding of :			
a) Shares carrying voting rights	3,42,38,799	40.98	40.26
b) Shares encumbered with the acquirer	Refer Note 2		
c) VRs otherwise than by 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) after acquisition	-	-	-
e) Total (a+b+c+d)	3,42,38,799	40.98	40.26
Mode of acquisition /sale (e.g. open market/ public issue/ rights issue/ preferential allotment / inter-se transfer/ encumbrance, etc.)	Refer Note 1(B) with respect to acquisition of voting rights on 1,30,61,163 equity shares. Further, 2,11,77,636 equity shares carrying voting rights were acquired by way of preferential allotment		
Date of acquisition /sale of shares / VR or date of receipt of intimation of allotment of shares whichever is applicable	September 1, 2021. Also, refer to Note 1(B).		
Equity share capital /total voting capital of the TC before the said acquisition /Sale	INR 62,36,79,950 (6,23,67,995 equity shares of INR 10/- each) : Pre-preferential allotment equity shares		
Equity share capital/total voting capital of the TC after the said acquisition /Sale	INR 83,54,56,310 (8,35,45,631 equity shares of INR 10/- each) : Post-preferential allotment equity shares		
Total diluted share/voting capital of the TC after the said acquisition /Sale	INR 85,04,05,700 (8,50,40,570 equity shares of Rs. 10/- each) as on September 1, 2021		

[#] Shareholding percentages are on the basis of post preferential allotment share / voting capital.

Note 1:

(A) Prior to the acquisition for which the present disclosure is being filed, the Acquirer did not belong to the promoter and promoter group of the TC.

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- (B) Please refer to the disclosure under Regulation 29(1) filed by the Acquirer on July 22, 2021 disclosing the acquisition by the Acquirer on July 20, 2021 of 1,30,61,163 equity shares ("Sale Shares"). The Sale Shares were being held in a share escrow account in accordance with the terms of Regulation 22(2A) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"). On September 1, 2021, the Acquirer deposited in the cash escrow account, opened by the Acquirer in terms of Regulation 17 of the SEBI (SAST) Regulations, such amount which together with the initial cash deposit made by the Acquirer in terms of Regulation 17(1) of the SEBI (SAST) Regulations, equals the entire consideration payable under the open offer assuming full acceptance of the open offer. Accordingly, in terms of Regulation 22(2) of the SEBI (SAST) Regulations, on September 1, 2021, the Sale Shares were credited to the demat account of the Acquirer and the Acquirer can exercise voting rights on these Sale Shares.
- (C) Post the acquisition for which the present disclosure is being filed and in accordance with the terms of the shareholders' agreement dated July 16, 2021 entered into between the Acquirer, the TC and certain members of the existing promoter and promoter group of the TC namely, Mr. Venkatachalam Sthanu Subramani, Mrs. Anita Mani, Mr. V Krishnan and Mrs. Eshwary Krishnan (the "SHA"), the Acquirer has taken sole control of the TC and is the Promoter of the TC with effect from September 1, 2021.

Note 2:

Please refer the disclosure dated July 22, 2021 under Regulation 29(2) read with Regulation 29(4) of SEBI (SAST) Regulations filed by the Acquirer by way of abundant caution in view of the conditions and restrictions in the SHA on 88,89,347 equity shares held by certain members of the promoter group of the TC, which are likely to fall with the definition of the term "encumbrance" as provided under Chapter V of the SEBI (SAST) Regulations.

In the present disclosure, these 88,89,347 equity shares encumbered in favour of the Acquirer have not been shown in the table above and aggregated since it may lead to the mistaken impression that the Acquirer has acquired a total of 4,31,28,146 equity shares of the TC under 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 be 'K. Sridhar', is written over a faint blue circular stamp.

K. Sridhar

Company Secretary

Date: September 3, 2021

Place: Mumbai

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