

September 03, 2019

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

Sub.: Notice of the 25th Annual General Meeting ('AGM') of the Company.

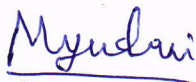
Pursuant to the provisions of the Regulation 30 read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of the 25th AGM of the Company scheduled to be held on Monday, September 30, 2019 at 3.30 p.m. (IST) at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400 064. The attendance slip, proxy form, e-communication registration form and route map forms part of this Notice.

The Notice of the aforesaid AGM is also available on our website of the Company at the link: <https://www.justdial.com/cms/investor-relations/annual-report>.

Kindly take the above on record.

Thanking you,

Yours truly,

For Just Dial Limited**Manan Udani
Company Secretary****Encl: As above****Just Dial Limited**

CIN NO: L74140MH1993PLC150054

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

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

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

☎ 88888-88888 | www.justdial.com

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting (“AGM”) of the Members of **Just Dial Limited** (the “**Company**”) will be 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 to transact the following business:

ORDINARY BUSINESS:

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;
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.
3. To appoint auditors and fix their remuneration and in this regard consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, **M/s. Deloitte Haskins and Sells LLP**, Chartered Accountants (Firm Registration No. 117366W/W-100018) be and are hereby appointed as Statutory Auditors of the Company, in the place of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, retiring Statutory Auditors, for a period of 5 (five) consecutive years from the conclusion of this 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting, at a remuneration of ₹55,00,000/- (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2019-20 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise the remuneration of statutory auditor for the financial years 2020-21 to 2023-24 on the recommendation of the Audit Committee of the Company and such other approvals as may be required and also to do all such acts, deeds, matters and things, as may be necessary, incidental or ancillary to the foregoing resolution.”

SPECIAL BUSINESS:

4. To re-appoint Mr. Ramani Iyer (DIN:00033559) as an Whole-time Director of the Company and in this regard consider and if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (‘Act’), if any and the rules made thereunder read with Schedule V of the Act (including any statutory modification or re-enactment thereof) and Articles of Association of the Company, Mr. Ramani Iyer (DIN:00033559), who was appointed as an Whole-time Director at the 20th Annual General Meeting of the Company for a period of 5 years and whose term of office expired at July 31, 2019 and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as Whole-time Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, for a period of 5 (Five) years with effect from August 01, 2019 to July 31, 2024 on the terms and conditions and the remuneration payable w.e.f. August 01, 2019 as follows:

I. Remuneration:

- i) Monthly Fixed Salary in the scale of ₹8,75,000/- to ₹15,00,000/- with the authority to the Board or any committee thereof to fix the salary within the said scale from time to time.
- ii) Incentive up to 1.00% of the net profit of the Company with the authority to the Board or any committee thereof to fix the incentive within the aforesaid percentage of the net profit of the Company from time to time.
- iii) Perquisites: Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any committee thereof from time to time.
- iv) Medical Reimbursement: Reimbursement of expenses incurred for self and family as per the policy of the Company.
- v) Personal Accident Insurance: Personal Accident Insurance as per the policy of the Company.
- vi) Company’s contribution towards Provident Fund as per the rules of the Company.
- vii) Gratuity: As per rules of the Company.
- viii) Earned Leave: As per rules of the Company.
- ix) Chauffeur driven car for use on company’s business and telephone at residence will not be considered as perquisites. Personal long

distance calls and use of car for private purpose shall be billed by the Company.

- II. Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.
- III. Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Ramani Iyer, the Company has no profits or its profits are inadequate, the Company will pay him remuneration by way of salary, benefits and perquisites and allowances, Bonus/Performance Linked Incentive, Long-Term Incentive as approved by the Board in compliance with provision of Companies Act, 2013 and/or Listing regulations.
- IV. The Whole-time Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
- V. The Company shall reimburse to the Whole-time Director entertainment, traveling and all other expenses incurred by him for the business of the Company.
- VI. During the remaining tenure of his office as Whole-time Director, he shall be liable to retire by rotation.
- VII. The appointment may be terminated at any time by either party thereto by giving to the other party three months notice of such termination and neither party will have any claim against other for damages or compensation by reason of such termination. In any event, the Whole-time Director shall not be entitled for any compensation in cases mentioned in Section 202(2) of the Companies Act, 2013.
- VIII. The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and the functions of the Whole-time Director will be under the overall authority of the Managing Director.
- IX. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of Directors.
- X. The Whole-time Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management Personnel.
- XI. Mr. Ramani Iyer (DIN:00033559) satisfies all the conditions set out in Part-I of Schedule V of the

Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

- XII. The above may be treated as a written memorandum setting out the terms of reappointment of Mr. Ramani Iyer (DIN:00033559) under Section 190 of the Act.

RESOLVED FURTHER THAT the remuneration payable to Mr. Ramani Iyer (DIN:00033559) shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and 198 of the Companies Act, 2013 and/or Regulation 17 of Listing Regulations, such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

5. To appoint Ms. Bhavna Thakur (DIN:07068339) as an Independent Director of the Company and in this regard consider and, if thought fit, to pass, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (**'Act'**), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), as amended from time to time, Ms. Bhavna Thakur (DIN:07068339), who was appointed as an Additional Director and designated as Independent Director of the Company by the Board of Directors with effect from April 1, 2019 in terms of Section 161(1) of the Act and Article 115 of the Articles of Association of the Company and who holds the office upto the date of this Annual General Meeting and who is eligible for appointment at this Annual General Meeting and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, to hold office for a period of 5 (five) consecutive years commencing with effect from April 01, 2019 up to March 31, 2024 and shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

6. To re-appoint Mr. B. Anand (DIN:02792009) as an Independent Director of the Company and in this regard consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended from time to time, Mr. B. Anand (DIN:02792009), who was appointed as an Independent Director at the 20th Annual General Meeting of the Company and who holds office up to September 30, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, to hold office for a second term for a period of 5 (five) consecutive years commencing with effect from October 01, 2019 up to September 30, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

7. To re-appoint Mr. Malcolm Monteiro (DIN:00089757) as an Independent Director of the Company and in this regard consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**),

as amended from time to time, Mr. Malcolm Monteiro (DIN:00089757), who was appointed as an Independent Director at the 20th Annual General Meeting of the Company and who holds office up to September 30, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors to hold office for a second term for a period of 5 (five) consecutive years commencing with effect from October 01, 2019 up to September 30, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

8. To re-appoint Mr. Sanjay Bahadur (DIN:00032590) as an Independent Director of the Company and in this regard consider and if thought fit, to pass, the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 (**‘Act’**), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**), as amended from time to time, Mr. Sanjay Bahadur (DIN:00032590), who was appointed as an Independent Director at the 20th Annual General Meeting of the Company and who holds office up to September 30, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, to hold office for a second term for a period of 5 (five) consecutive years commencing with effect from October 01, 2019 up to September 30, 2024 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any committee thereof be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Place: Mumbai

Date: July 22, 2019

Registered office:

Just Dial Limited

CIN: L74140MH1993PLC150054

501/B, 5th Floor, Palm Court,

Building M, Besides Goregaon Sports Complex,

New Link Road, Malad (West), Mumbai – 400064.

Tel.: 022-28884060 Fax: 022-28893789

Website: www.justdial.com Email: investors@justdial.com

Sachin Jain

Company Secretary

NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning Special Business to be transacted at the AGM is annexed hereto and forms part of this Notice.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. DULY COMPLETED AND SIGNED INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHALL BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM. THE PROXY FORM FOR AGM IS ANNEXED TO THIS NOTICE.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The Proxy holder shall prove his/her identity at the time of attending the AGM.

3. Corporate members intending to send their authorized representative to attend the AGM are requested to send the Company a certified true copy of the Board Resolution together with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote at the AGM on their behalf.

4. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Pulak Chandan Prasad (DIN:00003557), is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Director has furnished the requisite declarations for his re-appointment. The Board of Directors of the Company recommends his re-appointment.

6. Information of Director proposed to be appointed/re-appointed at the forthcoming AGM as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings is provided in the Annexure A to E to the Notice.

7. For convenience of the members and for proper conduct of the Meeting, entry to the place of the AGM will be regulated by way of attendance slip, which is annexed to this Notice. The members/proxies should bring attendance slip duly filled in and signed for attending the meeting and handover the same at the entrance of the premises. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold shares in physical form are requested to write their folio number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent.

9. Members holding shares in physical form are requested to send all the communications pertaining to shares of the Company including share transfer lodgments, intimation of changes pertaining to their bank account details, mandates, nominations, change of address, e-mail id etc., if any, immediately to the Company's Registrar and Share Transfer Agent viz; Karvy Fintech Private Limited ("Karvy") at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500032. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants (DPs) only.

10. The Securities and Exchange Board of India ('SEBI') and the Ministry of Corporate Affairs ('MCA') has mandated that existing members of the Company who hold securities in physical form and intend to transfer their securities after April 01, 2019, can do so only in dematerialized form. Therefore, members holding shares in physical certificate form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio

management as well as for ease of transfer, if required. Members can contact Company's Registrar and Share Transfer Agent viz; Karvy Fintech Private Limited for assistance in this regard.

11. Members are requested to quote folio numbers in all their correspondence and consolidate holding into one folio in case of multiplicity of folios with names in identical order.
12. Non-resident members are requested to inform the Company at its Registered Office immediately in relation to the change in the residential status on return to India for permanent settlement.
13. The Company does not have any amount, which is required to be transferred, in terms of Section 124 of the Companies Act, 2013, to Investor Education and Protection Fund of the Central Government, during the current Financial Year.

Members of the Company are requested to note that as per the provisions of Section 124 of the Companies Act, 2013, dividend/share application money not encashed/claimed by the members of the Company, within a period of 7 (Seven) years from the date of declaration of dividend/amounts due for refund, as the case may be, shall be transferred to the Investor Education and Protection Fund (IEPF) by the Company.

Members are requested to contact the RTA of the Company for claiming unclaimed dividend/share application money. The details of unclaimed dividend/share application money are available on the Company's website at www.justdial.com and on the website of the Ministry of Corporate Affairs at www.mca.gov.in.

14. Pursuant to the provisions of Section 101 and Section 136 of the Companies Act, 2013 read with Rule 18 of Companies (Management and Administration) Rules, 2014 and Rule 11 of Companies (Accounts) Rules, 2014, Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail Id either with the Company or with the Depository.

Accordingly, the Company will send the Annual Report for the Financial Year 2018-19 by electronic mode to all those members at their registered e-mail ids provided to the Company by the respective Depositories and RTA. Members who have not registered their e-mail id, physical copies of the Annual Report 2018-19 are being sent by the modes permitted under Companies Act, 2013. The physical copies of the Annual Report will also be available at the Registered Office of the Company for inspection during business hours on all working days except Saturdays, Sundays and National Holidays up to the date of the 25th AGM. The Annual Report is also available on the Company's website at <https://www.justdial.com/cms/investor-relations/annual-report>. In case any member(s) requested for physical copy of the

above-mentioned documents, the same shall be sent to the respective member(s) free of cost.

Rule 18 of the Companies (Management and Administration) Rules, 2014 requires a company to provide advance opportunity at least once in a Financial Year to the members to register his/her e-mail ids and any changes therein. In accordance with the said requirements, we request the members who do not have their e-mail ids registered, get the same registered with the Company or any changes therein by submitting a duly filled-in 'E-communication Registration Form' annexed to the notice of AGM, as well as, available on the Company's website at <https://www.justdial.com/cms/investor-relations/downloads>.

15. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provision of Section 72 of the Companies Act, 2013. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filed in to the Company's Registrar and Share Transfer Agent viz; Karvy Fintech Pvt. Ltd. at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad – 500032 or call on +91-40-6716 1500, 3321 1000 or Toll Free no.: 1800-345-4001 or Email on einward.ris@karvy.com. Members holding shares in electronic mode may contact their respective Depository Participants, with whom they are maintaining their demat accounts, for availing this facility.
16. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office of the Company or email at investors@justdial.com at least seven working days prior to the date of the Meeting so that the requisite information can be readily made available at the meeting.
17. The requisite Statutory Registers as per the provision of Companies Act, 2013 will be available for inspection at AGM of the Company.
18. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on resolutions proposed to be passed in the Meeting by electronic means, to members holding shares as on Monday, September 23, 2019 (end of day) being the cut-off date for the purpose of Rule 20(4)(vii) of the rules fixed for determining voting rights of members, entitled to participate in the remote e-voting process, through the e-voting platform provided by Karvy Fintech Pvt. Ltd. or vote at the AGM.

The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on Thursday, September 26, 2019 and end of remote e-voting: Up to 5.00 p.m. (IST) on Sunday, September 29, 2019.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The instructions for remote e-voting are as under:

A. For members who receive notice of annual general meeting through e-mail:

Notes for Individual Shareholders (Individuals, HUF, NRI etc)

- a. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.
- b. Enter the login credentials [i.e., user id and password mentioned overleaf]. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with Karvy for remote e-voting, you can use your existing user id and password for casting your vote.
- c. After entering the details appropriately, click on LOGIN.
- d. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and one special character. Kindly note that this password can be used by the Demat holders for voting on resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for remote e-voting through Karvy e-voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the 'Secret Question' and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- e. You need to login again with the new credentials.
- f. On successful login, the system will prompt you to select the EVENT i.e., Just Dial Limited.
- g. On the voting page, enter the number of shares as on the cut-off date under FOR / AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR / AGAINST taken together should not exceed the total shareholding. You may also

choose the option ABSTAIN and the shares held will not be counted under either head.

- h. Voting has to be done for each item of the notice separately. In case you do not cast your vote on any specific item, it will be treated as abstained.
- i. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://evoting.karvy.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@karvy.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to evoting@karvy.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.karvy.com, under help section or write an email to evoting@karvy.com.

B. For members who receive the notice of annual general meeting in physical form:

Members may opt for remote e-voting, for which the user id and initial password is provided on the attendance slip. Please follow steps under heading A above to vote through e-voting platform.

C. Voting facility at Annual General Meeting:

At the Annual General Meeting, at the end of the discussion of the resolutions on which voting is to be

held, the Chairman shall, with the assistance of the Scrutinizer, allow voting for all those members who are present but have not cast their vote electronically using the remote e-voting facility.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at Annual General Meeting.

D. Other Instructions:

- a. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date, Monday September 23, 2019.
- b. Mr. Vijay Babaji Kondalkar (Membership No. ACS 15697 and CP No. 4597) or failing him Mr. Manish Rajnarayan Gupta (Membership No. ACS 43802 and CP No.16067) partners of M/s VKMG & Associates LLP, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the venue of the Annual General Meeting in a fair and transparent manner.
- c. The Scrutinizer shall immediately after the conclusion of voting at the ensuing Annual General Meeting first count the vote cast at the meeting, thereafter unblock the votes through remote e-voting in the presence of at least two (2) witness, not in the employment of the Company and make not later than 48 hours from the conclusion of the meeting, a consolidated scrutiners report of the total votes cast in favour or against, if any, to the chairman of the Company or a person authorised by him in writing who shall countersign the same.
- d. Members holding multiple folios/ demat accounts shall choose the voting process separately for each folio/ demat account.
- e. A member can opt for only one mode of voting i.e. either voting through remote e-voting or by Ballot Paper at AGM. If a member cast votes by both modes, then voting done through remote e-voting shall prevail and Ballot Paper shall be treated as Invalid.
- f. The resolutions shall be deemed to be passed on the date of the general meeting, subject to receipt of sufficient votes.
- g. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.justdial.com and on the website of Karvy at <https://evoting.karvy.com/> and communicated to the BSE Limited (BSE), National Stock Exchange of India Limited (NSE) and Metropolitan Stock Exchange of India Limited (MSEI) where the shares of the Company are listed.
- h. In case a person has become member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. Monday, September 23, 2019, the member may approach Karvy for issuance of User ID and Password for exercising the right to vote by electronic means:
 - i. If e-mail or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - ii. Member may call Karvy's toll free number 1-800-3454-001.
 - iii. Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,2013 AND INFORMATION PURSUANT TO REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3:

The Second term of existing Statutory Auditor, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants will expire in the forthcoming Annual General Meeting of the Company and they are not eligible for re-appointment as Statutory Auditor of the Company as per the provision of section 139(2) of the Companies Act, 2013.

The Company has received a consent from M/s. Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) to be appointed as Statutory Auditors for a term of 5 (five) consecutive years from the ensuing 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company along with eligibility certificate as required under section 141 of the Companies Act, 2013 and rules made thereunder.

The Board of Directors of the Company ('the Board') at their meeting held on May 13, 2019 based on the recommendation of the Audit Committee proposed to appoint M/s. Deloitte Haskins and Sells LLP, Chartered Accountants, as Statutory Auditors of the Company in the place of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, retiring Statutory Auditors, for a period of 5 (Five) years from the conclusion of ensuing 25th Annual General Meeting till the conclusion of 30th Annual General Meeting of the Company.

Information as required pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided below:

Details	Particulars
Proposed fees payable to the statutory auditor(s)	₹55 Lacs (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2019-20 including limited review of quarterly financial results and audit of internal financial controls over financial reporting.
Terms of appointment	M/s. Deloitte Haskins and Sells LLP, Chartered Accountants is proposed to be appointed for a term of five (5) consecutive years from the conclusion of the 25 th AGM till the conclusion of 30 th AGM of the Company
In case of a new auditor, any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	There is a change in audit fees payable to M/s. Deloitte Haskins and Sells, LLP from that paid to M/s. S. R. Batliboi & Associates LLP. M/s. S. R. Batliboi & Associates LLP conducting the audit of the Company from last 10 years, accordingly considering the experience and industry rate an amount of ₹68 Lacs towards statutory audit fees for financial year 2018-19 including limited review of quarterly financial results and audit of internal financial controls over financial reporting However, M/s. Deloitte Haskins and Sells, LLP is a new Statutory Auditor for the Company, accordingly members of Audit Committee/Board of Directors of the Company had negotiated with M/s. Deloitte Haskins and Sells, LLP in respect of Audit fees and decided to pay ₹55,00,000/- (excluding applicable taxes and out-of-pocket expenses) towards the statutory audit fees for financial year 2019-20 including limited review of quarterly financial results and audit of internal financial controls over financial reporting which is less than the audit fees paid to M/s. S. R. Batliboi & Associates LLP.
Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed	Deloitte Haskins and Sells LLP is a leading audit firm in India with over 2,500 employees, 80 partners and 79 directors. As a firm, Deloitte India (all functions including audit, tax, financial advisory and consulting) has over 10,000 professionals, 403 partners and 500 directors. In Mumbai, Deloitte India has over 170 partners, 220 directors and over 4,400 professionals. In Mumbai audit function itself, Deloitte has 36 partners, 44 directors and more than 1,000 professionals. Deloitte India has nearly 125 years history in India. Deloitte India has offices in 14 cities across India. Deloitte Haskins & Sells LLP ('DHS LLP' or 'the firm') is a member of Deloitte Haskins & Sells & Affiliates being the Network of Firms registered with the ICAI. DHS LLP is also a member firm of Deloitte. DHS LLP and its affiliate firms in India (collectively referred to as 'Deloitte India') leverage global tools, technology, and best practices of Deloitte. The Deloitte India Audit and Assurance practice provides professional services to some of the largest and most reputed companies across various sectors. Current audit client portfolio includes ACC, ITC, Infosys. Wipro, Larsen & Toubro, Piramal Enterprises, IDFC Bank, Airtel, Asian Paints etc.

Pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Act and the rules made thereunder, approval of the members of the Company by way of Ordinary Resolution be and is hereby sought to appoint Deloitte Haskins and Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as the Statutory Auditors of the Company, in place of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, retiring Statutory Auditors, to hold office for a period of 5 (five) consecutive years from the conclusion of this 25th AGM till the conclusion of the 30th AGM of the Company to be held in the year 2024.

The relevant documents in relation to aforesaid appointment will be available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of AGM of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution

The Board recommends the resolution set forth in Item No. 3, as an Ordinary Resolution for the approval of the members.

ITEM NO. 4:

Mr. Ramani Iyer, (DIN:00033559) was appointed as Whole-time Director of the Company by the Shareholders of the Company at the 20th Annual General Meeting held on September 24, 2014, for a period of five years with effect from August 01, 2014 and whose term of office is going to expire at July 31, 2019.

Mr. Ramani Iyer aged about 50 years, having 26 years of experience in the field of strategic planning and execution. He was appointed as a Director of the Company on October 28, 2005. Mr. Ramani Iyer is a Co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.

Looking at the performance evaluation report of Mr. Ramani Iyer as a member of the Board and/or committee on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering his background, experience and contributions to the Company, the Board of Directors of the Company ('the Board') at their meeting held on May 13, 2019 based on the recommendation of the Nomination and Remuneration Committee, proposed to re-appoint Mr. Ramani Iyer for a further period of 5 years effective from August 01, 2019 to July 31, 2024 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 4, which has been approved by the Nomination and Remuneration Committee and Board of Directors at their meeting held on May 13, 2019. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Ramani Iyer for the office of Whole-time Director.

The Company has received from Mr. Ramani Iyer (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act.

In terms of Section 196, 197, 203 and other applicable provisions of the Act, read with Schedule V of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the re-appointment of Mr. Ramani Iyer for a further period of 5 (five) years effective from August 01, 2019 to July 31, 2024 is being placed before the Shareholders at AGM for their approval by way of an Ordinary resolutions.

The terms of appointment/remuneration between the Company and Mr. Ramani Iyer as Whole-time Director will be available for inspection in physical or electronic form at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of AGM of the Company.

The details and disclosures as required of Mr. Ramani Iyer (DIN:00033559) under Regulation 36 of Listing Regulations, and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in Annexure A.

Mr. Ramani Iyer (DIN:00033559), being an appointee and Mr. V. S. S. Mani, (DIN:00202052), Mr. V. Krishnan (DIN:00034473) and Ms. Anita Mani (DIN:02698418), being relatives and any other relatives of Mr. Ramani Iyer are interested in the resolution set forth in Item No. 4, to the extent of their shareholding in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this resolution

The Board recommends the resolution set forth in Item No. 4, as an Ordinary Resolution for the approval of the members.

ITEM NO. 5:

On the recommendation of the Nomination and Remuneration Committee, Ms. Bhavna Thakur (DIN:07068339) was appointed as an Additional Director and designated as Independent Director by the Board of Directors of the Company with effect from April 01, 2019 and who shall hold the office upto the date of ensuing AGM.

Ms. Bhavna Thakur aged 43 years holds BA LLB (Hons.) from NLSIU, Bangalore and Masters in law from Columbia University, NY. She is Head of Capital Markets at Everstone. Everstone is an India and South East Asia focused Private Equity and Real Estate Investor, Headquartered in Singapore, Everstone had 165 employees across 5 offices (Singapore, Mumbai, Delhi, Bengaluru and Mauritius) and manages over USD 5 billion, She has over 21 years of corporate finance,

investment banking, M&A and capital markets experience. Previously, she worked with Citigroup, Morgan Stanley in Mumbai and Paul Weiss, Wharton Garrison LLP and Davis Polk and Wardwell LLP in London and New York.

Looking at the experience and expertise of Ms. Bhavna Thakur, the Board of Directors of the Company ('the Board') at their meeting held on May 13, 2019 based on the recommendation of the Nomination and Remuneration Committee, proposed to appoint Ms. Bhavna Thakur as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years effective from April 01, 2019 up to March 31, 2024. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Ms. Bhavna Thakur for the office of Independent Director.

The Company has received from Ms. Bhavna Thakur (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('**Listing Regulations**').

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the appointment of Ms. Bhavna Thakur as an Independent Director of the Company for a term of five consecutive years effective from April 01, 2019 up to March 31, 2024 is being placed before the Shareholders at AGM for their approval by way of an Ordinary resolution.

In the opinion of the Board, Ms. Bhavna Thakur is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, for appointment as an Independent Director and is independent of the Management of the Company.

Copy of the draft letter for appointment of Ms. Bhavna Thakur as an Independent Director setting out the terms and conditions is available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

The details and disclosures as required of Ms. Bhavna Thakur (DIN:07068339) under Regulation 36 of Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is given in Annexure B.

Ms. Bhavna Thakur, being an appointee and her relatives are interested in the resolution set forth in Item No. 5, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolution set forth in Item No. 5.

The Board recommends the resolution set forth in Item No. 5, as an Ordinary Resolution for the approval of the members.

ITEM NO. 6 TO 8:

Mr. B. Anand (DIN:02792009), Mr. Malcolm Monteiro (DIN: 00089757) and Mr. Sanjay Bahadur (DIN:00032590), were appointed as Independent Directors of the Company by the Shareholders of the Company at the 20th AGM held on September 24, 2014, for a consecutive period of five years with effect from October 01, 2014 up to September 30, 2019.

Looking at the performance evaluation reports of Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur as members of the Board and/or committees on all the criteria as defined in SEBI Guidance Note on Board Evaluation and individual performance evaluation scores and considering that the continued association of Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur would be beneficial to the Company, the Board of Directors of the Company ('the Board') at their meeting held on May 13, 2019, based on the recommendation of the Nomination and Remuneration Committee, proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation, for a second term of five consecutive years effective from October 01, 2019 up to September 30, 2024. Further, the Company has, in terms of Section 160(1) of the Act, received notices in writing from a member proposing the candidature of Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur for the office of Independent Directors.

The Company has received from Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur (i) Consents in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act, (iii) Declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 and Regulation 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('**Listing Regulations**').

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, as amended, the re-appointments of Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur as Independent Directors of the Company for a second term of five consecutive years effective from October 01, 2019 up to September 30, 2024 are required approval of the shareholders by way of Special resolutions.

In the opinion of the Board, Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur are persons of integrity and fulfill the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended, for appointment as Independent Directors and are independent of the Management of the Company.

Copy of the draft letters for appointment of Mr. B. Anand, Mr. Malcolm Monteiro and Mr. Sanjay Bahadur as Independent Directors setting out the terms and conditions are available for inspection in physical or electronic form at the registered office of the company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting of the Company.

The details and disclosures as required of Mr. B. Anand (DIN: 02792009), Mr. Malcolm Monteiro (DIN:00089757) and Mr. Sanjay Bahadur (DIN:00032590) under Regulation 36 of Listing Regulations and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India are given in Annexure C, D and E respectively.

Mr. B. Anand (DIN:02792009), Mr. Malcolm Monteiro (DIN: 00089757) and Mr. Sanjay Bahadur (DIN:00032590) being appointees and their relatives are interested in the

resolutions set forth in Item No. 6, 7 and 8, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the resolutions set forth in Item No. 6, 7 and 8.

The Board recommends the resolutions set forth in Item No. 6, 7 and 8, as Special Resolution for the approval of the members.

By Order of the Board of Directors

Place: Mumbai
Date: July 22, 2019

Registered office:

Just Dial Limited

CIN: L74140MH1993PLC150054

501/B, 5th Floor, Palm Court,

Building M, Besides Goregaon Sports Complex,

New Link Road, Malad (West), Mumbai – 400 064.

Tel.: 022-28884060 Fax: 022-28893789

Website: www.justdial.com Email: investors@justdial.com

Sachin Jain
Company Secretary

Annexure to the Notice

Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting

[Pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meeting]

ANNEXURE A

Name of the Director	Mr. Ramani Iyer
DIN	00033559
Date of Birth	06-04-1969
Age	50 Years
Date of First Appointment on the Board	28-10-2005
Qualification	Diploma in Hotel Management from Delhi Institute of Management and Services
Brief Resume, Experience and Expertise in Functional Area	Mr. Ramani Iyer is a Non-Independent, Whole-time Director of the Company. He was appointed as a Director of the Company on October 28, 2005, He has been associated with the Company since its incorporation and has approximately 26 years of experience, working with the Company in the field of strategic planning and execution. He is a co-founder of the Company and has played a key role with responsibilities including business development, business expansion, operations, strategic planning and execution.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Please refer the resolution set forth in item no.4 of the notice.
List of Other Bodies Corporate in which Directorships Held	1. Just Dial Global Private Limited 2. Elephantgod Enterprises Private Limited 3. Just Connect Electricals Private Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Just Dial Limited	Nil
Shareholding in the Company	10,49,952 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	Mr. V.S.S. Mani and Mr. V. Krishnan are brothers of Mr. Ramani Iyer and Ms. Anita Mani is a wife of Mr. V.S.S. Mani.

ANNEXURE B

Name of the Director	Ms. Bhavna Thakur
DIN	07068339
Date of Birth	18-03-1976
Age	43 Years
Date of First Appointment on the Board	01-04-2019
Qualification	BA LLB (Hons.) from NLSIU, Bangalore and Masters in law from Columbia University, NY
Brief Resume, Experience and Expertise in Functional Area	Ms. Bhavna Thakur is Head of Capital Markets at Everstone. Everstone is an India and South East Asia focused Private Equity and Real Estate Investor, Headquartered in Singapore, Everstone had 165 employees across 5 offices (Singapore, Mumbai, Delhi, Bengaluru and Mauritius) and manages over USD 5 billion, She has over 21 years of corporate finance, investment banking, M&A and capital markets experience. Previously, she worked with Citigroup, Morgan Stanley in Mumbai and Paul Weiss, Wharton Garrison LLP and Davis Polk and Wardwell LLP in London and New York, respectively.
Remuneration last drawn	Not Applicable
Remuneration sought to be paid	Sitting fees of ₹1,00,000/- for attending each meeting of the Board and Committee of Board and commission of ₹7,00,000/- p.a.
Number of Meetings of the Board attended during the year	NA
List of Other Bodies Corporate in which Directorships Held	Visage Holdings and Finance Private Limited
Membership(s)/Chairmanship(s) of the committees of Directors of other Companies	Visage Holdings and Finance Private Limited a. Audit Committee – Member b. Nomination and Remuneration Committee - Chairperson
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Ms. Bhavna Thakur, other members of the Board and Key Managerial Personnel of the Company.

ANNEXURE C

Name of the Director	Mr. B. Anand
DIN	02792009
Date of Birth	12-03-1964
Age	55 years
Date of First Appointment on the Board	02-08-2011
Qualification	B.Com from Nagpur University and is an associate member of the ICAI
Brief Resume, Experience and Expertise in Functional Area	Mr. B. Anand is the Chairman and an Independent, Non-Executive Director of the Company. He was appointed as an Independent Director of the Company on August 02, 2011. He has approximately 32 years of experience in the fields of corporate finance, strategy and investment banking. He is currently the Chief Executive Officer of Nayara Energy Limited. He has previously worked with Trafigura India Private Limited, Future Group, Vedanta Resources plc, Motorola India Private Limited, Credit Lyonnais Bank SA, HSBC Bank plc, Infrastructure Leasing and Financial Services Limited and Citibank, N.A.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Sitting fees of ₹1,00,000/- for attending each meeting of the Board and Committee of Board and commission of ₹7,00,000/- p.a.
List of Other Bodies Corporate in which Directorships Held	Nil
Membership(s)/Chairmanship(s) of the committees of Boards other than Just Dial Limited	Nil
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. B. Anand, other members of the Board and Key Managerial Personnel of the Company.

ANNEXURE D

Name of the Director	Mr. Malcolm Monteiro
DIN	00089757
Date of Birth	07-06-1953
Age	66 years
Date of First Appointment on the Board	02-08-2011
Qualification	Bachelor's degree in Electrical Engineering from the Indian Institute of Technology, Mumbai and a Post-Graduate degree in Business Management from the Indian Institute of Management, Ahmedabad
Brief Resume, Experience and Expertise in Functional Area	Mr. Malcolm Monteiro an Independent, Non-Executive Director of the Company. He was appointed as an Independent Director of the Company on August 02, 2011. He is the Chief Executive Officer - India, DHL e-Commerce. He is also a Director on the Board of Blue Dart Express Limited and has good experience in the fields of business management.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Sitting fees of ₹1,00,000/- for attending each meeting of the Board and Committee of Board and commission of ₹7,00,000/- p.a.
List of Other Bodies Corporate in which Directorships Held	Blue Dart Express Limited
Membership(s)/Chairmanship(s) of the committees of Boards other than Just Dial Limited	Blue Dart Express Limited a. Stakeholders Relationship Committee – Chairman b. Nomination and Remuneration Committee – Member c. Audit Committee – Member d. Corporate Social Responsibility Committee – Member e. Risk Management Committee - Member
Shareholding in the Company	Nil
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Malcolm Monteiro, other members of the Board and Key Managerial Personnel of the Company.

ANNEXURE E

Name of the Director	Mr. Sanjay Bahadur
DIN	00032590
Date of Birth	09-11-1962
Age	57 years
Date of First Appointment on the Board	02-08-2011
Qualification	Bachelor's degree in Civil Engineering from Delhi College of Engineering
Brief Resume, Experience and Expertise in Functional Area	Mr. Sanjay Bahadur is an Independent, Non-Executive Director of the Company. He was appointed as an Independent Director of the Company on August 02, 2011. He has over three decades of experience in the field of construction. He is presently the Chief Executive Officer of Pidilite Industries Limited for its Global Constructions and Chemicals division. He has previously worked with Larsen & Toubro Limited, Aeons Construction Products Limited, Unitech Prefab Limited and ACC Concrete Limited.
Number of Meetings of the Board attended during the year	Information pertaining to number of Board/Committee Meetings attended during the year is provided in the Corporate Governance Report.
Remuneration last drawn	Please refer Form No. MGT-9, forming part of the Annual Report 2018-19
Remuneration sought to be paid	Sitting fees of ₹1,00,000/- for attending each meeting of the Board and Committee of Board and commission of ₹7,00,000/- p.a.
List of Other Bodies Corporate in which Directorships Held	<ol style="list-style-type: none"> 1. NRCA Roofing India Private Limited* 2. Building Envelope Systems India Limited 3. Nina Percept Private Limited 4. Dr. Fixit Institute Of Structural Protection & Rehabilitation 5. Cipy Poly Urethanes Private Limited 6. Bamco Supply and Services Limited, Thailand 7. Pidilite Bamco Limited, Thailand 8. Pidilite Innovation Centre Pte. Ltd. 9. PT Pidilite Indonesia 10. Pidilite Middle East Limited 11. Pidilite International Pte. Ltd. <p>*under process of striking off</p>
Membership(s)/Chairmanship(s) of the committees of Boards other than Just Dial Limited	Nil
Shareholding in the Company	6,500 Equity Shares
Relationship with other Directors and Key Managerial Personnel of the Company	There is no inter-se relationship between Mr. Sanjay Bahadur, other members of the Board and Key Managerial Personnel of the Company.



India's No.1 local search engine

JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

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

Tel.: 022-28884060, Fax: 022-28893789

Website: www.justdial.com Email:investors@justdial.com

Attendance Slip

25th Annual General Meeting – September 30, 2019

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER:.....
.....

I hereby record my presence at the **25th Annual General Meeting** of 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.

.....
Signature of Shareholder/Proxy

* Applicable for investors holding shares in electronic form.

Note: Please fill attendance slip and hand it over at the entrance of the meeting premises. Joint shareholders may obtain additional Slip at the venue of the Meeting.



JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

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New Link Road, Malad (West), Mumbai – 400064

Tel.: 022-28884060, Fax: 022-28893789

Website: www.justdial.com Email:investors@justdial.com

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74140MH1993PLC150054
Name of the Company : JUST DIAL LIMITED
Registered Office : 501/B, 5th Floor, Palm Court, Building M, Besides
Goregaon Sports Complex, New Link Road, Malad (West), Mumbai –400064.

Name of the member(s) :

Registered Address :

Email ID :

Folio No/Client ID :

DP ID :

I/We, being the member(s) of..... Equity Shares of the above named Company, hereby appoint

- 1) Name : Address :
Email ID : Signature :, or failing him
- 2) Name : Address :
Email ID : Signature :, or failing him
- 3) Name : Address :
Email ID : Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **25th Annual General Meeting** of the Company to be 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Assent/Dissent	
		For (Assent)	Against (Dissent)
ORDINARY BUSINESS			
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;		
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.		
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.		
SPECIAL BUSINESS			
4.	Re-appointment of Mr. Ramani Iyer (DIN:00033559) as a Whole-time Director of the Company.		
5.	Appointment of Ms. Bhavna Thakur (DIN:07068339) as an Independent Director of the Company.		
6.	Re-appointment of Mr. B. Anand (DIN:02792009) as an Independent Director of the Company.		
7.	Re-appointment of Mr. Malcolm Monteiro (DIN:00089757) as an Independent Director of the Company.		
8.	Re-appointment of Mr. Sanjay Bahadur (DIN:00032590) as an Independent Director of the Company.		

Signed this..... day of 2019.

.....
Signature of shareholder

.....
Signature of the proxy holder (s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



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JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

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

Tel.: 022-28884060, Fax: 022-28893789

Website: www.justdial.com Email:investors@justdial.com

E-COMMUNICATION REGISTRATION FORM

Dear Shareholder,

Pursuant to provisions of Rule 11 of Companies (Accounts) Rules, 2014 and Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Companies can send Annual Report in electronic mode to shareholders who have registered their email addresses for the purpose. Further, according to provisions of Regulation 18 of the Companies (Management and Administration) Rules, 2014, the Company is required to provide an advance opportunity at least once in a financial year, to the member to register his e-mail address and changes therein and such request may be made by only those members who have not got their email id recorded or to update a fresh email id and not from the members whose e-mail ids are already registered.

We therefore request to all our shareholders to intimate by sending the duly filled form given below to receive communication from the Company in electronic mode to our Investor Service Department at the Registered Office of the Company. You can also download the attached registration form from our website at <https://www.justdial.com/cms/investor-relations/downloads>

Let's be part of this 'Green Initiative'!

Please note that as a member of the Company you will be entitled to receive all such communications in physical form, upon request.

Best Regards,

Sachin Jain
Company Secretary

E-COMMUNICATION REGISTRATION FORM

To,
Karvy Fintech Private Limited ("Karvy")
Unit : JUST DIAL LIMITED
Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District,
Nanakramguda, Serilingampally, Hyderabad – 500 032.
Phone No.: +91-40-6716 1500 E-mail: einward.ris@karvy.com

Folio No. / DP ID and Client ID:

Name of 1st Registered Holder:

Name of Joint Holder(s):

Registered Address:

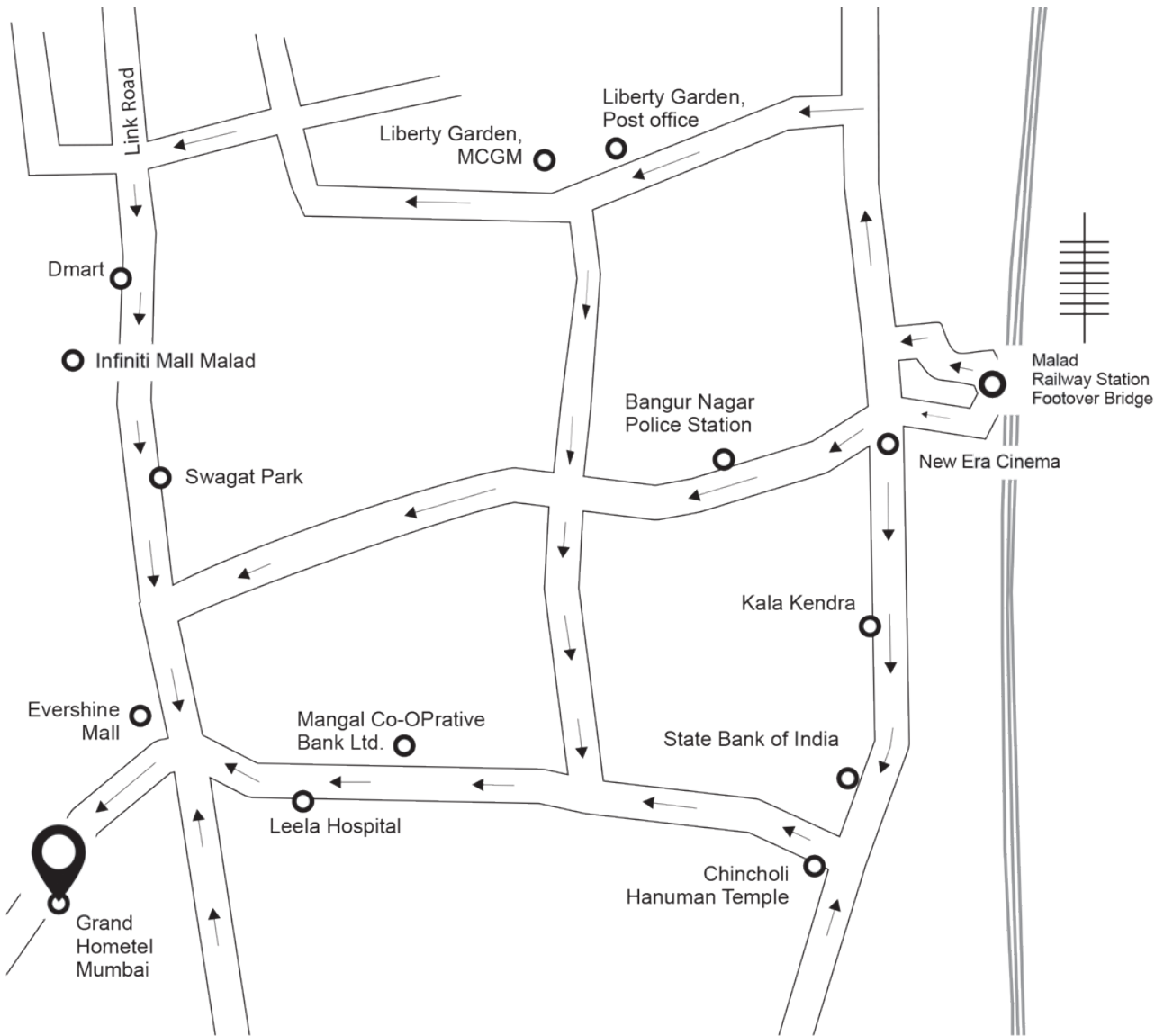
E-mail ID (to be registered):

I/We shareholder(s) of Just Dial Limited agree to receive communication from the Company in electronic mode. Please register my above e-mail id in your records for sending communication through e-mail.

Date:

Signature:

Note : Shareholder(s) are requested to keep the Company/Registrar and Share Transfer Agent/Depository Participants informed as and when there is any change in the e-mail address. Unless, the email address given above is changed by you by sending another communication in writing, the Company will continue to send all the communication to you on the above mentioned email address.



Route Map of AGM Venue: Magnolia Banquet, Sarovar Grand Homotel, Mind Space, Chincholi Bunder, behind Inorbit Mall, off New Link Road, Malad (West), Mumbai – 400064.