

July 29, 2020

To

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 (East), 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.: Annual Secretarial Compliance Report for the year ended on March 31, 2020

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the year ended March 31, 2020 issued by Mr. Vijay Babaji Kondalkar, partner of M/s. VKMG & Associates LLP, Company Secretaries.

Please take the same on record.

Thanking You,

Yours truly,

For Just Dial Limited

Manan Udani
Company Secretary

Encl: as above

Just Dial Limited

CIN: L74140MH1993PLC150054

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

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Secretarial Compliance Report of Just Dial Limited for the year financial ended
March 31, 2020

To,
Just Dial Limited,
501/B, 5thFloor, Palm Court,
Building - M, Besides Goregaon Sports Complex,
New Link Road, Malad (West),
Mumbai – 400064

I, Vijay Babaji Kondalkar, partner of VKMG & Associates LLP, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Just Dial Limited (“the Company”),
- (b) the filings/ submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);
- (c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (d) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
- (e) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- (f) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018, as amended; (Non applicable to the Company during the review period)
- (g) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; (Non applicable to the Company during the review period)
- (h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Non applicable to the Company during the review period)
- (i) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; (Non applicable to the Company during the review period)
- (j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Non applicable to the Company during the review period).
and circulars/ guidelines issued thereunder.

and based on the above examination, I hereby report that, during the Review Period:

- (a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 20(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015: The chairperson of the Stakeholder Relationship Committee shall be present at Annual General Meeting.	The chairperson of the Stakeholder Relationship Committee was not present at Annual general meeting of the Company held on 30 th September, 2019.	As per the explanation provided by the officer of the Company, due to pre-occupation, the Chairman of Stakeholder Relationship could not attend the Annual general meeting of the Company held on 30 th September, 2019, however in his absence Mr. V.S.S. Mani, member of the Committee attend the Meeting on his behalf.

- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



- (c) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<p>In respect of observation made in Secretarial Compliance report for the year ended 31st March, 2019 i.e. the chairperson of the audit committee was not present at Annual general meeting of the Company held on 28th September, 2018, as required under Regulation 18(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the officer of the Company has already provided the justification that the Chairman of Audit Committee was out of india on some urgent professional work and commitments, hence he could not attend the meeting and same has been reported in the Secretarial Compliance report for the year ended 31st March, 2019, accordingly no further comments/action/steps were required.</p>				

- (e) The Company has suitably modified the terms of appointment of auditor to give effect to clause 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300



Vijay Babaji Kondalkar
Partner
ACS-15697, CP-4597



Place : Mumbai
Date : 25-05-2020
UDIN : A015697B000276848