

April 30, 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: Outcome of the Board Meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations").

Further to our intimation dated April 27, 2020 and in terms of Regulation 30 of the Listing Regulations, we wish to inform you that the Board of Directors of the Company, at its meeting held today i.e. April 30, 2020, has inter alia approved the proposal for Buy-back of up to 31,42,857 (Thirty One Lakhs Forty Two Thousand Eight Hundred and Fifty Seven) Equity Shares (representing 4.84% of the total paid-up equity share capital of the Company), at a maximum price of Rs. 700/- (Rupees Seven Hundred Only) per Equity Share ("**Maximum Buy-back Price**") payable in cash, for an aggregate maximum amount of up to Rs. 220,00,00,000/- (Rupees Two Hundred Twenty Crores Only) ("**Maximum Buy-back Size**") excluding transaction costs viz. brokerage, advisor's fees, intermediaries fees, public announcement publication fees, filing fees, turnover charges, applicable taxes such as securities transaction tax, goods and services tax, income tax, stamp duty and other incidental and related expenses ("**Transaction Costs**"), which represents 23.92% of the total paid-up Equity Share Capital and free reserves (including Securities Premium Account) as per the latest audited financial statements of the Company for the financial year ended March 31, 2019, through the "**Tender Offer**" route as prescribed under Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 ("**Buy-back Regulations**") and the Companies Act, 2013 ("**Act**") and rules made thereunder, on a proportionate basis from the equity shareholders / beneficial owners of Equity Shares of the Company, as on the record date to be decided at a later stage, subject to the approval of the shareholders of the Company by way of a special resolution through Postal Ballot and all other applicable statutory / regulatory approvals.

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

Tel. : 022-28884060 / 66976666 • Fax : 022-28823789

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The Board has also considered and approved the draft postal ballot notice seeking approval of members for aforesaid Buy-Back.

The meeting commenced at 11.00 a.m. and concluded at 11.45 a.m.

The details required to be disclosed in accordance with the SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as Annexure A.

The Company will provide relevant updates in relation to the Buyback as per applicable law in due course.

We request you to take the same on record.

Thanking You,

Yours truly,

For Just Dial Limited

Manan Udani
Company Secretary

Encl: As above

Annexure – A

Sr. No.	Particulars	Disclosures
1.	Number of securities proposed for buyback	Maximum 31,42,857 Equity Shares at maximum buy-back price of Rs. 700/- per Equity Share. The maximum number of Equity Shares proposed to be bought back may increase in case the actual price of the Buy-back is less than the maximum price of the Buy-back, however in any case, it will not be more than 25% of paid up equity share capital and free reserves of the Company in terms of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018. Further, the Company shall ensure compliance with the minimum public shareholding requirement as per conditions for continuous listing prescribed in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Number of securities proposed for buyback as a percentage of existing paid up capital	Not exceeding 25% of the paid up equity share capital and free reserves of the Company. Up to 31,42,857 Equity Shares representing up to 4.84% of the paid-up equity share capital of the Company.
3.	Buyback price	Maximum price of Rs. 700/- per equity share.
4.	Actual securities in number and percentage of existing paid up capital bought back	Up to 31,42,857 Equity Shares representing up to 4.84% of the paid-up equity share capital of the Company. However, the actual number of Equity Shares to be bought back during the Buy-back will depend upon the actual price paid (excluding the Transaction Costs) for the Equity Shares bought back and the aggregate actual amount utilised in the Buy-back.
5.	Pre & post shareholding pattern	The details of pre shareholding pattern is enclosed herewith as Annexure B. Since, actual number of securities to be bought back and category of shareholders from whom it will be bought back is uncertain, post shareholding pattern will be provided on completion of the Buy-back.

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Annexure – B

Pre-Buyback Shareholding Pattern of the Company as on April 24, 2020

Category	Pre-Buyback	
	No. of Equity Shares	% of Equity Shares
(A) Promoter and Promoter Group	2,17,01,399	33.44
(B) Public	4,32,02,293	66.56
(C) Non Promoter-Non Public		
(C1) Shares underlying DRs	-	-
(C2) Shares held by Employee Trust	-	-
Grand Total	6,49,03,692	100.00