

October 01, 2021

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 Building A, Unit 205 A, 2nd Floor, Piramal Agastya Corporate Park, L.B.S Road, Kurla West, Mumbai - 400070 <i>Scrip Symbol: JUSTDIAL</i>
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Sub: Disclosure of Voting Results in respect of 27th Annual General Meeting of the Company held on Thursday, September 30, 2021

Dear Sir/Madam,

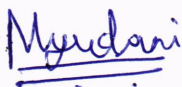
The details of voting results in respect of 27th Annual General Meeting of the Company held on Thursday, September 30, 2021 is enclosed in the format prescribed under Regulation 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting).

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 / 66976666 Fax : 022-28893789

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

☎ 88888-88888

| www.justdial.com

Company Name:		JUST DIAL LIMITED						
Date of the AGM/EGM:		30-09-2021						
Total number of shareholders on record date:		106073						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
No. of Shareholders attended the meeting through Video Conferencing:								
Promoters and Promoter Group:		2						
Public:		77						
Agenda-wise Disclosure								
Resolution No. 1 a)		To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors thereon						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,72,95,355	79.4282	1,72,95,355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,72,95,355	79.4282	1,72,95,355	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1,85,96,764	10,70,208	5.7548	10,62,907	7,301	99.3178	0.6822
	Poll		42,891	0.2306	42,891	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,13,099	5.9854	11,05,798	7,301	99.3441	0.6559
Total	8,35,45,631	6,15,82,501	73.7112	6,15,75,200	7,301	99.9881	0.0119	
Whether the resolution is passed or not ? (Yes / No): Yes								
Resolution No. 1 b)		To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon.						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,72,95,355	79.4282	1,72,95,355	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,72,95,355	79.4282	1,72,95,355	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1,85,96,764	10,70,205	5.7548	10,62,532	7,673	99.2830	0.7170
	Poll		42,891	0.2306	42,891	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,13,096	5.9854	11,05,423	7,673	99.3107	0.6893
Total	8,35,45,631	6,15,82,498	73.7112	6,15,74,825	7,673	99.9875	0.0125	
Whether the resolution is passed or not ? (Yes / No): Yes								

Resolution No. 2		To appoint Mr. Ranjit V. Pandit as an Independent Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,73,05,611	79.4753	1,73,05,611	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,73,05,611	79.4753	1,73,05,611	0	100.0000	0.0000
Public- Non Institutions	E-Voting	1,85,96,764	10,69,567	5.7514	10,61,410	8,157	99.2374	0.7626
	Poll		42,516	0.2286	42,516	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,12,083	5.9800	11,03,926	8,157	99.2665	0.7335
Total	8,35,45,631	6,15,91,741	73.7223	6,15,83,584	8,157	99.9868	0.0132	
Whether the resolution is passed or not ? (Yes / No): Yes								
Resolution No. 3		To appoint Mr. V. Subramaniam as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,73,05,611	79.4753	1,50,49,639	22,55,972	86.9639	13.0361
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,73,05,611	79.4753	1,50,49,639	22,55,972	86.9639	13.0361
Public- Non Institutions	E-Voting	1,85,96,764	10,69,568	5.7514	10,61,858	7,710	99.2791	0.7209
	Poll		42,516	0.2286	42,516	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,12,084	5.9800	11,04,374	7,710	99.3067	0.6933
Total	8,35,45,631	6,15,91,742	73.7223	5,93,28,060	22,63,682	96.3247	3.6753	
Whether the resolution is passed or not ? (Yes / No): Yes								
Resolution No. 4		To appoint Mr. Dinesh Thapar as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,73,05,611	79.4753	1,50,49,639	22,55,972	86.9639	13.0361
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,73,05,611	79.4753	1,50,49,639	22,55,972	86.9639	13.0361
Public- Non Institutions	E-Voting	1,85,96,764	10,69,569	5.7514	10,61,869	7,700	99.2801	0.7199
	Poll		42,516	0.2286	42,516	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,12,085	5.9800	11,04,385	7,700	99.3076	0.6924
Total	8,35,45,631	6,15,91,743	73.7223	5,93,28,071	22,63,672	96.3247	3.6753	
Whether the resolution is passed or not ? (Yes / No): Yes								

Resolution No. 5		To appoint Mr. Ashwin Khasgiwala as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,73,05,611	79.4753	1,49,84,119	23,21,492	86.5853	13.4147
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,73,05,611	79.4753	1,49,84,119	23,21,492	86.5853	13.4147
Public- Non Institutions	E-Voting	1,85,96,764	10,69,568	5.7514	10,61,590	7,978	99.2541	0.7459
	Poll		42,516	0.2286	42,516	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,12,084	5.9800	11,04,106	7,978	99.2826	0.7174
Total	8,35,45,631	6,15,91,742	73.7223	5,92,62,272	23,29,470	96.2179	3.7821	
Whether the resolution is passed or not ? (Yes / No): Yes								
Resolution No. 6		To appoint Ms. Geeta Fulwadaya as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,73,05,611	79.4753	1,49,84,119	23,21,492	86.5853	13.4147
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,73,05,611	79.4753	1,49,84,119	23,21,492	86.5853	13.4147
Public- Non Institutions	E-Voting	1,85,96,764	10,69,569	5.7514	10,61,435	8,134	99.2395	0.7605
	Poll		42,516	0.2286	42,516	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,12,085	5.9800	11,03,951	8,134	99.2686	0.7314
Total	8,35,45,631	6,15,91,743	73.7223	5,92,62,117	23,29,626	96.2176	3.7824	
Whether the resolution is passed or not ? (Yes / No): Yes								
Resolution No. 7		To appoint Ms. Divya Murthy as a Director						
Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000
Public- Institutions	E-Voting	2,17,74,820	1,73,05,611	79.4753	1,50,49,639	22,55,972	86.9639	13.0361
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		1,73,05,611	79.4753	1,50,49,639	22,55,972	86.9639	13.0361
Public- Non Institutions	E-Voting	1,85,96,764	10,69,546	5.7512	10,61,411	8,135	99.2394	0.7606
	Poll		42,516	0.2286	42,516	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		11,12,062	5.9799	11,03,927	8,135	99.2685	0.7315
Total	8,35,45,631	6,15,91,720	73.7223	5,93,27,613	22,64,107	96.3240	3.6760	
Whether the resolution is passed or not ? (Yes / No): Yes								

Resolution No. 8	To adopt restated articles of association								
Resolution required: (Ordinary/ Special)	Special								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000	
Public- Institutions	E-Voting	2,17,74,820	1,69,99,000	78.0672	1,32,50,640	37,48,360	77.9495	22.0505	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		1,69,99,000	78.0672	1,32,50,640	37,48,360	77.9495	22.0505	
Public- Non Institutions	E-Voting	1,85,96,764	10,69,636	5.7517	10,62,168	7,468	99.3018	0.6982	
	Poll		42,891	0.2306	42,891	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		11,12,527	5.9824	11,05,059	7,468	99.3287	0.6713	
Total	8,35,45,631	6,12,85,574	73.3558	5,75,29,746	37,55,828	93.8716	6.1284		
Whether the resolution is passed or not ? (Yes / No): Yes									
Resolution No. 9	To amend the Object Clause of Memorandum of Association								
Resolution required: (Ordinary/ Special)	Special								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	4,31,74,047	4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		4,31,74,047	100.0000	4,31,74,047	0	100.0000	0.0000	
Public- Institutions	E-Voting	2,17,74,820	1,73,05,611	79.4753	1,73,05,611	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		1,73,05,611	79.4753	1,73,05,611	0	100.0000	0.0000	
Public- Non Institutions	E-Voting	1,85,96,764	10,69,655	5.7518	10,62,176	7,479	99.3008	0.6992	
	Poll		42,891	0.2306	42,891	0	100.0000	0.0000	
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	
	Total		11,12,546	5.9825	11,05,067	7,479	99.3278	0.6722	
Total	8,35,45,631	6,15,92,204	73.7228	6,15,84,725	7,479	99.9879	0.0121		
Whether the resolution is passed or not ? (Yes / No): Yes									

**Consolidated Report of Scrutinizer on remote e-voting and e-voting (Insta Poll) at the
27th Annual General Meeting (AGM)**

(Pursuant to Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies
(Management and Administration) Rules, 2014 as amended.)

To,
The Company Secretary and Compliance Officer,
JUST DIAL LIMITED
Palm Court Bldg-M, 501/B, 5thFloor,
New Link Road, Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400064

Sub: 27th Annual General Meeting (**AGM**) of the members of **JUST DIAL LIMITED (the
"Company")** held on Thursday, September 30, 2021 at 11.30 a.m. IST through Video
Conferencing (**VC**).

Dear Sir,

Pursuant to the resolution passed by the Board of Directors of the Company on September 01, 2021, I, Manish Rajnarayan Gupta, partner of VKMG & Associates LLP, Practising Company Secretaries, have been appointed as a scrutinizer for the purpose of scrutinizing the process of voting through electronic means ("**e-voting**"), on the resolutions contained in the notice of AGM dated September 01, 2021 ("**Notice**"), calling the 27th AGM of the members of Company on Thursday, September 30, 2021 at 11.30 a.m. IST through VC or Other Audio-Visual Means ("**OAVM**").

The AGM was held on Thursday, September 30, 2021 at 11.30 a.m. IST through VC.

The management of the Company is responsible to ensure that Notice of the AGM issued, AGM held and Newspaper Public Advertisements published are in compliance with applicable provisions of the Companies Act, 2013 ("**the Act**") and rules made thereunder and applicable regulations of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended ("**Listing Regulations**") and General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by MCA (collectively referred to as '**MCA Circulars**') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by SEBI ('**SEBI Circulars**'). The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems

In light of the Covid-19 pandemic, pursuant to provisions of Sections 101 and 136 of the Act and rules made thereunder and Regulation 36 of Listing regulations and in terms of MCA Circulars and SEBI Circulars, the notice of AGM including procedure and instructions for e-voting and Annual Report for FY 2020-2021 was sent by e-mail on September 08, 2021, to all those members of the Company ("**Members**") whose names appear in the Register of Members and whose e-mail address is registered with the Company or the Registrar and Share Transfer Agent or the Depository Participant(s) as on Friday, September 03, 2021 and no physical copies of the Notice and Annual Report were sent by the Company to any Member.



The Company uploaded the Notice of the AGM and Annual Report on its website www.justdial.com and on websites of the stock exchanges on which the shares of the Company are listed ("**Stock Exchanges**") and the same were also made available on the website of KFinTech at <https://evoting.kfintech.com>.

In terms of MCA Circulars, the Company enabled members, whose email address is not registered, to temporarily update their email address by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> for the limited purpose of receiving the Notice and Annual Report electronically along with details of User ID and Password to enable e-voting.

The Company also published public advertisements of Notice of the AGM on September 05, 2021 and September 09, 2021 i.e. before and after the sending of said Notice, in two newspapers namely "Financial Express", an English newspaper in English language and "Loksatta", local circulating Marathi newspaper in Marathi language.

My responsibility as Scrutinizer is to scrutinize the process of remote e-voting before the AGM and e-voting (Insta Poll) at the AGM in a fair and transparent manner and is restricted to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by KFin Technologies Private Limited ("**KFinTech**"), the Registrar and Transfer Agent of the Company and the Agency authorized under the Act and engaged by the Company to provide e-voting facility and attendant papers and other relevant documents furnished to me electronically by the Company and/ or KFinTech for my verification. Accordingly, I hereby submit my report as under:

1. The Equity Shareholders of the Company as on the "cut-off" date, as set out in the Notice, i.e., Friday, September 23, 2021, were entitled to vote either by remote e-voting or e-voting (Insta Poll) at the AGM, on the resolutions (item nos. 1 to 9 as set out in the Notice calling the AGM) and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.
2. The remote e-voting commenced on Saturday, September 25, 2021 at 9.00 a.m. (IST) and ended on Wednesday, September 29, 2021 at 5.00 p.m. (IST). The remote e-voting module was disabled by KFinTech upon expiry of this period.
3. The facility for voting was also available at the AGM through e-voting (Insta Poll) for those Members who attended the AGM and had not already cast their vote through the remote e-voting facility.
4. The votes cast during the remote e-voting were unblocked on Thursday, September 30, 2021, after the conclusion of the AGM and was witnessed by two witnesses, Mr. Kaushik Kantak and Ms. Seema Gawas, who are not in the employment of the Company.
5. The e-votes were reconciled with the records maintained by the Company/ KFinTech and the authorizations lodged with the Company/ KFinTech on test check basis.
6. The details containing, inter alia, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that were put to vote, were generated from the e-voting website of KFinTech i.e. <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, the voting results are reported.

I submit herewith the Consolidated Scrutinizer's Report on the results of the remote e-voting and Insta Poll, as an Annexure to this report, based on the reports generated by KFinTech.



All the resolutions put to vote at the AGM stand passed, under remote e-voting along with voting through e-voting (Insta Poll) at the AGM, with the requisite majority and shall be deemed to have been passed on the date of the AGM.

I hereby confirm that I am maintaining the register and records which are required to be maintained under Rule 20 of the Companies (Management and Administration) Rules, 2014 received from the KFinTech, in respect of the votes cast through remote e-voting and through e-voting (Insta Poll) at the AGM by the Equity Shareholders of the Company and will be handed over to Mr. Manan Udani, Company Secretary of the Company, for preserving safely after the Chairman considers, approves and signs the minutes of the AGM. According to my observations, the process of remote e-voting and e-voting through Insta Poll at the AGM has been conducted in a fair and transparent manner.

Thanking you,

Yours faithfully,


For VKMG & Associates LLP
Company Secretaries
FRN: L2019MH005300


Manish Rajnarayan Gupta
Partner
ACS-43802
CP-16067
PRN:1279/2021

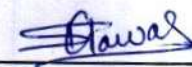


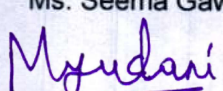
Date: 30-09-2021
Place: Mumbai
UDIN: A043802C001056308

Witness 1: Mr. Kaushik Kantak



Witness 2: Ms. Seema Gawas



Signature: 
Mr. Manan Udani -
Company Secretary and Compliance Officer
(Authorised by the Chairman of the AGM)

Just Dial Limited
(CIN - L74140MH1993PLC150054)

Annexure to Consolidated Scrutinizer Report in respect of remote e-voting along voting through e-voting (Insta Poll) at 27th Annual General Meeting of Just Dial Limited held on September 30, 2021 through Video Conferencing (VC)

Res. No.	Particular of Resolution	Mode	Total No. of Members	Total Votes available for voting	Total Valid Votes	Favour			Against			Abstained and Less Votes		
						No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Votes	% of total Valid Votes	No. of Members	No. of Abstained Votes	No. of Less Votes
1 a)	To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditors	Remote e-voting	432	61720509	61539610	411	61532309	99.9881	16	7301	0.0119	6	180548	351
		E-voting (Insta Poll)	28	42891	42891	28	42891	100.0000	0	0	0.0000	0	0	0
		Total	460	61763400	61582501	439	61575200	99.9881	16	7301	0.0119	6	180548	351
1 b)	To consider and adopt the audited consolidated financial statement of the Company for the financial year ended March 31, 2021 and the report of Auditors thereon	Remote e-voting	432	61720509	61539607	409	61531934	99.9875	16	7673	0.0125	7	180552	350
		E-voting (Insta Poll)	28	42891	42891	28	42891	100.0000	0	0	0.0000	0	0	0
		Total	460	61763400	61582498	437	61574825	99.9875	16	7673	0.0125	7	180552	350
2	To appoint Mr. Ranjit V. Pandit as an Independent Director	Remote e-voting	432	61720509	61549225	399	61541068	99.9867	24	8157	0.0133	9	170933	351
		E-voting (Insta Poll)	28	42891	42516	27	42516	100.0000	0	0	0.0000	1	375	0
		Total	460	61763400	61591741	426	61583584	99.9868	24	8157	0.0132	10	171308	351
3	To appoint Mr. V. Subramaniam as a Director	Remote e-voting	432	61720509	61549226	372	59285544	96.3222	52	2263682	3.6778	9	170933	350
		E-voting (Insta Poll)	28	42891	42516	27	42516	100.0000	0	0	0.0000	1	375	0
		Total	460	61763400	61591742	399	59328060	96.3247	52	2263682	3.6753	10	171308	350
4	To appoint Mr. Dinesh Thapar as a Director	Remote e-voting	432	61720509	61549227	373	59285555	96.3222	50	2263672	3.6778	9	170933	349
		E-voting (Insta Poll)	28	42891	42516	27	42516	100.0000	0	0	0.0000	1	375	0
		Total	460	61763400	61591743	400	59328071	96.3247	50	2263672	3.6753	10	171308	349
5	To appoint Mr. Ashwin Khansgiwala as a Director	Remote e-voting	432	61720509	61549226	366	59219756	96.2153	57	2329470	3.7847	9	170933	350
		E-voting (Insta Poll)	28	42891	42516	27	42516	100.0000	0	0	0.0000	1	375	0
		Total	460	61763400	61591742	393	59262272	96.2179	57	2329470	3.7821	10	171308	350
6	To appoint Ms. Geeta Fuwadaya as a Director	Remote e-voting	432	61720509	61549227	367	59219601	96.2150	56	2329626	3.7850	9	170933	349
		E-voting (Insta Poll)	28	42891	42516	27	42516	100.0000	0	0	0.0000	1	375	0
		Total	460	61763400	61591743	394	59262117	96.2176	56	2329626	3.7824	10	171308	349



7	To appoint Ms. Divya Murthy as a Director	Remote e-voting	432	61720509	61549204	369	59285097	96.3215	53	2264107	3.6785	10	170937	368
		E-voting (Insta Poll)	28	42891	42516	27	42516	100.0000	0	0	0.0000	1	375	0
		Total	460	61763400	61591720	396	59327613	96.3240	53	2264107	3.6760	11	171312	368
8	To adopt restated articles of association	Remote e-voting	432	61720509	61242683	353	57486855	93.8673	65	3755828	6.1327	15	477458	368
		E-voting (Insta Poll)	28	42891	42891	28	42891	100.0000	0	0	0.0000	0	0	0
		Total	460	61763400	61285574	381	57529746	93.8716	65	3755828	6.1284	15	477458	368
9	To amend the Object Clause of Memorandum of Association	Remote e-voting	432	61720509	61549313	402	61541834	99.9878	20	7479	0.0122	10	170847	349
		E-voting (Insta Poll)	28	42891	42891	28	42891	100.0000	0	0	0.0000	0	0	0
		Total	460	61763400	61592204	430	61584725	99.9879	20	7479	0.0121	10	170847	349

Note

¹ In case of remote e-voting, one member in relation to resolution no. 1 a), one member in relation to resolution no. 3 and one member in relation to resolution no. 8 has cast vote(s) partially in favour and partially against. However, while calculating the number of members who voted in favour and number of members who voted against respective resolutions, the said member was considered under both the categories.

For VKMG & Associates LLP

Company Secretaries

FRN. L2019MH005300

Manish Gupta

Partner

ACS No. 43802

C. P. No. 16067

PRN:1279/2021



Place: Mumbai
Date: 30-09-2021
UDIN:A043802C001056308