

**29<sup>th</sup> September, 2018**

<b>BSE Limited</b> Department of Corporate Services Listing Department P J Towers Dalal Street Mumbai – 400001 <i>Scrip Code: 535648</i>	<b>National Stock Exchange of India Limited</b> Listing Department Exchange Plaza Plot no. C/1, G Block Bandra-Kurla Complex, Bandra (E) Mumbai – 400051 <i>Scrip Symbol: JUSTDIAL</i>	<b>Metropolitan Stock Exchange of India Limited</b> 4 <sup>th</sup> 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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**Kind Attn: Head – Listing Department / Dept of Corporate Communications****Sub: Compliance under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Proceedings of the 24<sup>th</sup> Annual General Meeting**

Dear Sir/ Madam,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the details of the proceedings of the 24<sup>th</sup> Annual General Meeting of Just Dial Limited held on Friday, September 28, 2018 at Magnolia Banquet, Sarovar Grand Hometel, Mind Space, Chincholi Bunder, Behind Inorbit Mall, Off New Link Road, Malad (West), Mumbai – 400064.

We request you to take the same on record.

Thanking you,

Yours faithfully,

For Just Dial Limited

**Sachin Jain**  
**Company Secretary**

Encl: as above

**Just Dial Limited**

CIN NO: L74140MH1993PLC150054

Registered &amp; 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

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**PROCEEDINGS OF THE TWENTY FOURTH ANNUAL GENERAL MEETING OF JUST DIAL LIMITED (THE "COMPANY") HELD ON FRIDAY, SEPTEMBER 28, 2018 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.**

As per the Notice dated 20<sup>th</sup> July 2018, the Twenty Fourth Annual General Meeting (AGM) of the Company was held on Friday, 28<sup>th</sup> September, 2018 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 .

1. At 3.30. P.M., Mr. Sachin Jain, Company Secretary of the Company welcomed all the Members and Directors of the Company. He informed the members that due to some unavoidable circumstances the Chairman of the Board, Mr. B. Anand is presently not in India and therefore, he is not present in the Meeting. Therefore, in order to adhere the good corporate governance practice, Mr. V.S.S Mani, Managing Director has requested the members present to appoint Mr. Malcolm Monteiro, an Independent Director as Chairman of the Meeting, hence, the members elected Mr. Malcolm Monteiro, to chair the Meeting. Thereafter, Mr. Sachin Jain, Company Secretary has requested Mr. Malcolm Monteiro to occupy the Chair and informed the members that the Statutory Registers, Proxy Registers and other requisite documents were available during the Meeting, for inspection by the Members.
2. Mr. Malcolm Monteiro, occupied the chair and welcomed all the members. He further announced that 42 Members of the Company are present in person and 1 valid proxy has been received. As the requisite quorum was present the meeting was put to order.
3. The Directors, Key Managerial Personnel and Invitees present at the AGM were as follows:

**Just Dial Limited**

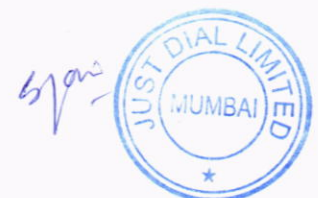
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## Directors:

Mr. Malcolm Monteiro	Chairman - Independent Director
Mr. V. S. S. Mani	Managing Director
Mr. V. Krishnan	Whole Time Director
Mr. Ramani Iyer	Whole Time Director

## Key Managerial Persons:

Mr. Abhishek Bansal	Chief Financial Officer
Mr. Sachin Jain	Company Secretary

## Invitees:

Mr. Govind Ahuja	Partner, S.R. Batliboi & Associates LLP Chartered Accountants, Statutory Auditors
Mr. Vijay B. Kondalkar	Proprietor, V. B. Kondalkar & Associates, Practicing Company Secretary, Secretarial Auditor.

4. He then introduced the Directors and Officers present on the dais to the Members of the Company. He informed that the Annual Report for the financial year 2017-18 and the Notice convening 24<sup>th</sup> Annual General Meeting of the Company are in the hands of the members. With the permission of the members notice of the Annual General Meeting and Directors' Report were taken as read. He further informed that Auditors Reports on the standalone and consolidated Financials of the Company are unmodified and instructed Company Secretary to read the same. The Company Secretary read the Auditors Report.
5. At the request of the Chairman, Mr. V. S. S. Mani, Managing Director of the Company briefed the Members about the business of the Company.
6. The Chairman informed the members that in accordance with the provisions of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had extended the remote e-voting facility through Karvy Computershare Private Limited to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda items specified in the

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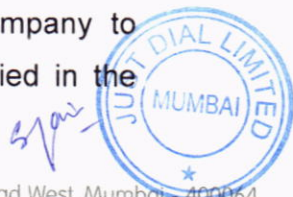
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Notice of the 24<sup>th</sup> AGM. The remote e-voting period had commenced on 24<sup>th</sup> September, 2018 at 9.00 a.m. and ended on 27<sup>th</sup> September, 2018 at 5.00 p.m. The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not cast their vote through remote e-voting.

He further informed that the Board of Directors had appointed Mr. Vijay B. Kondalkar, Proprietor of M/s. V. B. Kondalkar & Associates (Membership No. ACS- 15697), Practicing Company Secretary, Mumbai, as the Scrutinizer for the purpose of Scrutinizing the voting process (both Remote e-Voting and Voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 24<sup>th</sup> AGM.

7. The Chairman then requested the Members present to raise any queries on the Audited Accounts and other related matters, none of the Members raised any query.
8. The Chairman informed that the results of voting i.e. remote e-voting and result of the voting done at the AGM along with consolidated scrutinizers report shall be announced within 48 hours of the conclusion of the meeting at the registered office of the Company and would be displayed on the website of the Company. He also informed that the results would be intimated to BSE Ltd (BSE), National Stock Exchange of India Ltd (NSE) and Metropolitan Stock Exchange of India Ltd (MSE) and would be available at the registered office of the Company and also requested to members who have not voted electronically to cast their votes by Ballot Paper.

Thereafter, the Chairman had ordered for Voting through ballot forms on the following items of businesses included in the Notice of the 24<sup>th</sup> Annual General Meeting and requested Mr. Vijay B. Kondalkar, Scrutinizer to conduct the Voting in fair and transparent manner.

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1.	To receive, consider and adopt the audited standalone financial statements and audited consolidated financial statements of the Company for the financial year ended March 31, 2018 together with the reports of the Board of Directors and Auditors thereon.
2.	To appoint a director in place of Mr. V. Krishnan (DIN:00034473), who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3.	To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2018-19.
4.	Special resolution pursuant to the provisions of Sections 68, 69, 70 and all other applicable provisions, if any, of the Companies Act, 2013 as amended, for the Buy Back of equity shares of the Company.

There being no further business to transact, the meeting ended with the vote of thanks to the Chair.

The Company has complied with the respective provisions of Act and Rules of the Companies Act, 2013 and secretarial standards in respect of calling, convening and conducting the meeting.

Post Completion of Annual General Meeting, the Scrutinizer took the custody of the Ballot Paper and post verification submitted their Combined Scrutinizer's Report considering the result of remote e-voting and voting through Ballot Forms at AGM. As per the report submitted by the Scrutinizer, all the resolutions embodied in the Notice of 24<sup>th</sup> Annual General Meeting dated 20<sup>th</sup> July, 2018 were passed with requisite majority.

For **Just Dial Limited**

  
**Sachin Jain**  
Company Secretary



**Place: Mumbai**  
**Date: September 29, 2018**

**Just Dial Limited**

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