

29th September, 2018

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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Kind Attn: Head - Listing Department / Dept of Corporate Communications**Sub: Intimation of the Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir,

We refer to the Notice of 24th Annual General Meeting of the Company dated July 20, 2018 circulated to Shareholders of the Company for seeking their approval on resolutions contained in the notice by means of remote e-voting and voting through Ballot Form at AGM.

The Company had appointed M/s. V. B. Kondalkar & Associates, Practicing Company Secretary as a scrutinizer for scrutinizing the remote e-voting along with Ballot Forms received at AGM in a fair and transparent manner.

The scrutinizer has carried out the scrutiny of e-voting commence from Monday, 24th September, 2018 at 9.00 a.m.(IST) and ended on Thursday, 27th September, 2018 at 5.00 p.m.(IST) along with vote casted through the Ballot Form at Annual General Meeting and submitted his report on September 28, 2018.

The results were accordingly announced today. Please find enclosed the results as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For JUST DIAL LIMITED


Sachin Jain
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

Date of the AGM/EGM	JUST DIAL LIMITED
Total number of shareholders on record date 21-09-2018	28-09-2018
No. of shareholders present in the meeting either in person or Promoters and Promoter Group:	43326
Public:	3
No. of Shareholders attended the meeting through Video	40
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1								
Resolution required: (Ordinary/Special)	ORDINARY - 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;								
Whether promoter/ promoter group are interested in the agenda/resolution?	No								
Category	No								
	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	Votes Invalid
Promoter and Promoter Group	E-Voting		22860464	100.0000	22860464	0	100.0000	0.0000	0
	Poll	22860464	0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
Public- Institutions	Total	22860464	22860464	100	22860464	0	100.0000	0.0000	0
	E-Voting		28641661	94.1652	28641661	0	100.0000	0.0000	0
	Poll	30416411	0	0.0000	00	0	0.0000	0.0000	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total	30416411	28641661	94.1652	28641661	0	100.0000	0.0000	0
	E-Voting		1840933	13.0197	1840933	0	100.0000	0.0000	1171
Public- Non Institutions	Poll	14139547	14526	0.1027	14526	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total	14139547	1855459	13.1224	1855459	0	100.0000	0.0000	1171
Total	67416422	53357584	79.1463	53357584	0	100.0000	0.0000	1171	



Resolution No.	ORDINARY - 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.									
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	Votes Invalid	
Promoter and Promoter Group	E-Voting		22860464	100.0000	22860464	0	100.0000	0.0000	0	
	Poll	22860464	0	0.0000	00	0	0.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
Public- Institutions	Total	22860464	22860464	100	22860464	0	100.0000	0.0000	0	
	E-Voting		28590319	93.9964	19536735	9053584	68.3333	31.6666	51342	
	Poll	30416411	0	0.0000	00	0	0.0000	0.0000	0	
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total	30416411	28590319	93.9964	19536735	9053584	68.3334	31.6666	51342	
	E-Voting		1840933	13.0197	1840818	115	99.9937	0.0062	1171	
	Poll	14139547	14526	0.1027	14526	0	100.0000	0.0000	0	
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0	
	Total	14139547	1855459	13.1224	1855344	115	99.9938	0.0062	1171	
	Total	67416422	53306242	79.0701	44252543	9053699	83.0157	16.9843	52513	

Resolution No.	ORDINARY - 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.									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									



6/9/19

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	Votes Invalid
Promoter and Promoter Group	E-Voting		22860464	100.0000	22860464	0	100.0000	0.0000	0
	Poll	22860464	0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
Public- Institutions	Total	22860464	22860464	100	22860464	0	100.0000	0.0000	0
	E-Voting		28641661	94.1652	28641661	0	100.0000	0.0000	0
	Poll	30416411	0	0.0000	00	0	0.0000	0.0000	0
Public- Non Institutions	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total	30416411	28641661	94.1652	28641661	0	100.0000	0.0000	0
	E-Voting		1840933	13.0197	1840913	20	99.9989	0.0010	1171
	Poll	14139547	14526	0.1027	14526	0	100.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
	Total	14139547	1855459	13.1224	1855439	20	99.9989	0.0011	1171
Total		67416422	53357584	79.1463	53357564	20	100.0000	0.0000	1171

Resolution No.	4								
Resolution required: (Ordinary/ Special)	SPECIAL - 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.								
Whether promoter/ promoter group are interested in the agenda/resolution?	*Yes								
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	Votes Invalid
Promoter and Promoter Group	E-Voting		22860464	100.0000	22860464	0	100.0000	0.0000	0
	Poll	22860464	0	0.0000	00	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000	0
Total		22860464	22860464	100	22860464	0	100.0000	0.0000	0



6/1/2013

V. B. KONDALKAR & ASSOCIATES

Company Secretaries

A/202, Midas Enclave, Dadisheth Road, Near Babuline Naka, Malad (West), Mumbai - 400 064.
Tel.: +91 022 2880 6348 • e-Mail : vbkondalkar@rediffmail.com / vbkondalkar@gmail.com

COMBINED SCRUTINIZER'S REPORT

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

To,
The Chairman
JUST DIAL LIMITED
Palm Court Bldg-M, 501/B, 5th Floor,
New Link Road, Beside Goregaon Sports Complex,
Malad (West), Mumbai – 400064

Dear Sir,

1. I, Vijay Babaji Kondalkar, Practicing Company Secretary, has been appointed by the Board of Directors of the Company as a Scrutinizer for the purpose of Scrutinizing the e-voting along with Ballot Forms, and ascertaining the requisite majority on voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20(4)(ix) of the Companies (Management and Administration) Rules, 2014 as amended, on the Resolutions contained in the notice (hereinafter referred to as "the Resolutions") of the 24th Annual General Meeting of the members of the Company, held on Friday, 28th 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.
2. The notice along with explanatory statement setting out the material facts under section 102 of the Companies Act, 2013 were sent to the Shareholders in respect of the resolutions to be passed at the said AGM of the Company.
3. The management of the Company is responsible to ensure that compliance with the requirement of the Companies Act, 2013 and rules relating to voting through electronic means and Ballot forms on the resolutions contained in the Notice. My responsibility as a scrutinizer for the e-voting process and voting through ballot forms at the AGM is restricted to make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions and "invalid" and "abstained" ballots and votes, based on the reports generated from e-voting process system provided by Karvy Computershare Private Limited, the authorized agency engaged by the Company, to provide remote e-voting facilities and Ballot forms received at AGM.



4. I have issued this Combined scrutinizers report in respect of the e-voting commence from Monday, 24th September, 2018 at 9.00 a.m.(IST) and ended on Thursday, 27th September, 2018 at 5.00 p.m.(IST) along with vote casted through the Ballot Form at Annual General Meeting. The result of e-voting along with Ballot Form is annexed with this report as an "Annexure".
5. Further to the, I submit my report as under:-
 - I. The e-voting period commenced from Monday, 24th September, 2018 at 9.00 a.m. (IST) and ended on Thursday, 27th September, 2018 at 5.00 p.m.(IST).
 - II. The members, who were the members of the Company as on the "cut-off" date i.e. Friday, 21st September, 2018 entitled to vote on the resolutions.
 - III. The Ballot Forms facility was also provided at 24th Annual General Meeting on Friday, September 28, 2018 for those members who attended the meeting but not voted through remote e-voting facility.
 - IV. The votes cast via remote e-voting were unblocked on Friday, September 28, 2018, immediately after the count the vote cast at the meeting, in the presence of 2 witnesses, Mr. Manish Gupta and Mrs. Vaishali Kondbhar, who are not in the employment of the Company.
 - V. Thereafter considering remote e-voting and voting through the Ballot forms at meeting, the Combined result of the voting is annexed. The detail containing inter alia, list of equity shareholders, who voted "for", "against", on each of the resolution that were put to vote, and whose votes invalid or who abstained from voting, were generated the e-voting website of Karvy Computershare Private Limited("Karvy") i.e. <https://evoting.karvy.com> and is based on such report generated.

All the Resolutions stands passed, under e-voting along with Ballot Form, with the requisite majority.



I hereby confirm that I am maintaining the record received from the service provider, in respect of the vote cast through e voting and Ballot Form by the Equity Shareholders of the Company and according to my observations, the process of e-voting and Ballot Papers has been conducted in a fair and transparent manner.

Thanking You,

Yours faithfully,

For V. B. Kondalkar and Associates
Company Secretaries



Vijay B. Kondalkar
Proprietor
Membership No. 15697, CP No. 4597

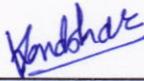


Place: Mumbai
Date: 28-09-2018

Witness 1: Mr. Manish Gupta

: 

Witness 2: Mrs. Vaishali Kondbhar

: 


Signature: _____
By Chairman of the meeting

Just Dial Limited
(CIN - L74140MH1993PLC150054)

Annexure to Combined Scrutinizer's Report in respect of remote e-voting along voting through Ballot Forms at 24th Annual General Meeting of Just Dial Limited held on 28th September, 2018

Res. No.	Particular of Resolution	Mode	Ballots Received	Total Votes	Total Valid Votes	Favour			Against			Invalid*	
						Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes	% of total Valid Votes	Ballots	No. of Votes
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;	E-Voting Ballot	141 23	53344229 14526	53343058 14526	140 23	53343058 14526	100.00 100.00	0 0	0 0	0.00 0.00	1 0	1171 0
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.	E-Voting Ballot	141 23	53344229 14526	53291716 14526	84 23	44238017 14526	83.01 100.00	55 0	9053699 0	16.99 0.00	2 0	52513 0
3	To ratify the appointment of M/s. S. R. Battiboi & Associates LLP, Chartered Accountants, as Statutory Auditors of the Company for the financial year 2018-19.	E-Voting Ballot	141 23	53344229 14526	53306242 14526	107 23	44252543 14526	83.02 100.00	55 0	9053699 0	16.98 0.00	2 0	52513 1171
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.	E-Voting Ballot	141 23	53344229 14526	53344213 14526	140 23	53332567 14526	99.98 100.00	1 0	11646 0	0.02 0.00	0 0	16 0
	Total		164	53358755	53358739	163	53347093	99.98	1	11646	0.02	0	16

Note *

1. In case of e-voting One shareholder casted less vote as compared to number shares held by him as on cut-off date, hence only less casted votes have been considered invalid not the Ballot.
2. In case of e-voting One shareholder abstained from voting for three resolutions, hence their votes considered invalid for that resolutions.
3. In case of e-voting One shareholder abstained from voting for one resolution, hence their votes considered invalid for that resolution.

For V. B. Kondalkar and Associates
Company Secretaries



Vijay B. Kondalkar
Vijay B. Kondalkar
Proprietor
ACS No. V5697, C. P. No. 4597

Place: Mumbai
Date: 28-09-2018

Witness 1: Manish Gupta

Witness 2: Vaishali Kondbhar

Manish Gupta
Vaishali Kondbhar