

July 25, 2014

To
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051.

Ref. Just Dial Limited (Stock Symbol - JUSTDIAL)

Dear Sir/Madam,

Subject: Outcome of the Board Meeting

In accordance with the provisions of the Listing Agreement, we hereby inform you that a meeting of the Board of Directors of the Company was held today July 25, 2014 and concluded at 9.30 P.M. The meeting *inter alia* transacted the following business:

1. Approved the Unaudited Financial Results for the first quarter ended June 30, 2014 of the Company.
2. Considered and approved the allotment of 2,284 Equity Shares of face value of Rs.10/- each to certain employees of the Company upon exercise under the Employee Stock Option Scheme, 2010 pursuant to exercise of vested options by such employees
3. Approved the appointment of Mr. Ramani Iyer as Whole-time Director w.e.f. August 1, 2014.
4. Considered the Nomination and Remuneration Policy, the Policy to deal with Related Party, the Whistle Blower Policy and the Revised Policy for Prevention of Sexual Harassment and deferred the same for further review by the Board of Directors.
5. Considered and approved the Employee Stock Option Scheme, 2013 of the Company proposed to be instituted pursuant to the approval obtained from the shareholders at their meeting dated September 30, 2013.
6. Approved convening the Annual General Meeting of the shareholders of the Company for the Financial Year 2013-14 on Wednesday, September 24, 2014, however time and venue of the Annual General Meeting and closing the Register of Members and Share Transfer Book will be decided by the Board at a later date.

Just Dial Limited

CIN: L74140MH1993PLC150054

Signature



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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7. Recommended re-appointment of Mr. B. Anand, Mr. Sanjay Bahadur and Mr. Malcolm Monteiro as Independent Directors in accordance the provisions of Section 149(4) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and revised clause 49 of the Listing Agreement, in the forthcoming Annual General Meeting.
8. Considered and approved the proposal to obtain approval of the shareholders pursuant to provisions of section 62(1)(b) of the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 to institute a new Employee Stock Option Scheme, 2014 to grant options to certain employees of the Company which upon conversion shall result in allotment of a maximum of 350,000 equity shares of the Company.
9. Noted receipt of a letter dated July 24, 2014 from Just Dial Global Private Limited ("JDGPL") expressing its inability to pursue operations in USA and Canada and further the Board authorised the Company to consider and evaluate the acquisition of Just Dial Inc., U.S.A. (a subsidiary of JDGPL) from JDGPL and has authorized Mr. Ramkumar Krishnamachari, Chief financial Officer of the Company and Mr. K. Srinivas, Deputy Chief financial Officer of the Company for the purposes of evaluating a detailed strategy and the viability of such acquisition.

Thanking You,

Yours faithfully,

For **JUST DIAL LIMITED**


Sachin Jain
Company Secretary

