

September 26, 2014

To
National Stock Exchange of India Limited
Exchange Plaza,
Plot No. C/1, G Block,
Bandra - Kurla Complex, Bandra (East),
Mumbai - 400 051.

Symbol: JUSTDIAL

Kind Attn: Head – Listing Department / Dept of Corporate Communications

Sub: Compliance under Clause 35A – Details of Voting Results of the Twentieth Annual General Meeting

Dear Sir/ Madam,

Pursuant to Clause 35A of the Listing Agreement, please find enclosed herewith the details of Voting Results of the Twentieth Annual General Meeting of the Company held on Wednesday, September 24, 2014 at West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400 064 in the prescribed format.

Further, the results will also be uploaded on the website of the Company www.justdial.com and on the website of Karvy Computershare Private Limited, the e-voting agency on www.evoting.karvy.com

Kindly take the same on record and acknowledge receipt.

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 / 66976666 • Fax : 022-28823789

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

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**Outcome of Voting of Annual General Meeting
(As per Clause 35A of listing Agreement)**

Date of the Annual General Meeting	Wednesday, September 24, 2014
Total no. of shareholders as on record date	10085
No. of shareholders present in the meeting either in person or through proxy:	
a. Promoters and Promoter Group	3
b. Public	44
No. of shareholders attended the meeting through Video Conferencing:	Not Arranged
a. Promoters and Promoter Group	Not Applicable
b. Public	Not Applicable

Agenda Wise

The mode of voting for all the resolutions was:

1. E-voting conducted between 18th September, 2014 to 20th September, 2014,
2. Physical Ballots and
3. Poll conducted at the Meeting.

Given below is the resolution wise combined result of e-voting and Poll.

Category	Shares Held (1)	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
Resolution No. 1. Adoption of Financial Statements for the Year ended March 31, 2014.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10889856	50.15	10889856	0	100.00	0.00
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56854533	81.03	56854533	0	100.00	0.00
Resolution No. 2. Declaration of Dividend on Equity Shares.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	10954456	0	100.00	0.00
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56919133	81.12	56919133	0	100.00	0.00
Resolution No. 3. Re-appointment of Mr. Shailendra Jit Singh, who retires by rotation.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	6278569	4675887	57.32	42.68
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56919133	81.12	52243246	4675887	91.79	8.21
Resolution No. 4. Appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants auditors and fix their remuneration							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	10938986	15470	99.86	0.14
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56919133	81.12	56903663	15470	99.97	0.03
Resolution No. 5. Appointment of Mr. B. Anand as an Independent Director.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	6278569	4675887	57.3152	42.68
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56919133	81.12	52243246	4675887	91.79	8.21

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Resolution No. 6. Appointment of Mr. Malcolm Monteiro as an Independent Director							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	6278569	4675887	57.32	42.68
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56919133	81.12	52243246	4675887	91.79	8.21
Resolution No. 7. Appointment of Mr. Sanjay Bahadur as an Independent Director.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10889856	50.15	6236069	4653787	57.26	42.74
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56854533	81.03	52200746	4653787	91.81	8.19
Resolution No. 8. Appointment of Mrs. Anita Mani as a Woman Director							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	9677186	1277270	88.34	11.66
Public-Others	25303078	22815478	90.17	22815473	5	100.00	0.00
Total	70168438	56919133	81.12	55641858	1277275	97.76	2.24
Resolution No. 9. Payment of remuneration to the Non- Executive Directors.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	10954456	0	100.00	0.00
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56919133	81.12	56919133	0	100.00	0.00
Resolution No. 10. Approval of Employee Stock Option Scheme, 2014 (ESOS) and Issue of Options under ESOS.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	6543346	4411110	59.73	40.27
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56919133	81.12	52508023	4411110	92.25	7.75
Resolution No. 11. Variation in remuneration of Mr. V. Krishnan, Whole-time Director.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10932356	50.34	10932356	0	100.00	0.00
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56897033	81.09	56897033	0	100.00	0.00
Resolution No. 12. Appointment Mr. Ramani Iyer as a Whole-time Director.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10932356	50.34	10932356	0	100.00	0.00
Public-Others	25303078	22815478	90.17	22815478	0	100.00	0.00
Total	70168438	56897033	81.09	56897033	0	100.00	0.00
Resolution No. 13. Increase aggregate limit for shareholding of Foreign Institutional Investors/Foreign Portfolio Investors in the Company.							
Promoter and Promoter Group	23149199	23149199	100.00	23149199	0	100.00	0.00
Public – Institutional Holders	21716161	10954456	50.44	10954456	0	100.00	0.00
Public-Others	25303078	22815478	90.17	22815453	25	100.00	0.00
Total	70168438	56919133	81.12	56919108	25	100.00	0.00

Note: All the aforesaid Resolutions were passed with requisite majority.

