

October 12, 2015

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

Dear Sir/Madam,

Ref. Just Dial Limited (Stock Code JUSTDIAL)

Sub: Submission of copy of Postal Ballot Notice.

Pursuant to provisions of Listing Agreement, we are enclosing herewith Copy of Postal Ballot Notice along with Postal Ballot Form sent to shareholders for seeking their approval for Buy-back of Equity Shares up to maximum amount permissible i.e. 25% of total paid-up equity capital and free reserves as on March 31, 2015.

Further, please take note that the Company has sent the Postal Ballot Notice along with Postal Ballot Form through electronic mode to the members whose email IDs are registered in the records of depository participants and will Dispatch physical copy along with a postage-prepaid self-addressed Business Reply Envelope to the members whose email IDs are not registered.

Please 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 & 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

☎ 088888-88888 | www.justdial.com



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New Link Road, Malad (West), Mumbai - 400064

Tel. : 022-28884060 Fax : 022-28833789

Website : www.justdial.com Email Id: investors@justdial.com

NOTICE

Dear Members,

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the “**Companies Act**”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) including any statutory modification or re-enactment thereof for the time being in force, and any other applicable provisions of the Companies Act and the rules made thereunder, that the resolutions as provided below for the proposed buy-back by Just Dial Limited (the “**Company**”) of its fully paid-up equity shares each having a face value of ₹.10/- (the “**Equity Shares**”) by way of postal ballot / electronic voting for the postal ballot.

The Board of Directors of the Company (the “**Board**”) at its meeting held on June 4, 2015 has, subject to approval of shareholders of the Company and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the proposal to buy-back Equity Shares on a proportionate basis through a tender offer in accordance with the Companies Act, the Management Rules and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the “**SEBI Buy-back Regulations**”), (the “**Buy-back**”). The Buy-back shall be up to 25% of the aggregate paid up capital and free reserves of the Company at a maximum price of ₹.1,550/- per Equity Share.

In relation to the proposed Buy-back, the Company has received a no objection from the Reserve Bank of India through their letter bearing number FED.CO.FID.No. 1777/10.21.309/2015-16 dated August 6, 2015, to buy-back 25% of the aggregate paid up capital and free reserves of the Company from its non-resident shareholders at a maximum price of ₹.1,550/- per Equity Share on a proportionate basis in terms of SEBI Buy-back Regulations.

In accordance with the provisions of Sections 68(2)(b), 69, 110 read with Rule 22(16)(g) of the Management Rules and other applicable provisions of the Companies Act and the rules made thereunder, and the Articles of Association of the Company, our Company is required to obtain approval of its members by way of special resolution through postal ballot for the Buy-back. The Buy-back will comprise of a purchase of up to 1,061,499 Equity Shares (aggregating up to 1.50% of the paid-up Equity Share capital of the Company), payable in cash for an aggregate amount of up to ₹.1,645,323,450/-. Accordingly, the Company seeks your approval for the Buy-back.

An explanatory statement in accordance with the provisions of Section 102 of the Companies Act and other applicable provisions of the Companies Act and the SEBI Buy-back Regulations, pertaining to the said resolution setting out the material facts and the reasons therefore, is also appended. The said resolution and explanatory statement are being sent to you along with a postal ballot form (the “**Postal Ballot Form**”) for your consideration. Pursuant to Rule 22(5) of the Management Rules, the Company has appointed V. B. Kondalkar & Associates, Practicing Company Secretary, as the scrutinizer (the “**Scrutinizer**”) for the postal ballot process.

The members of the Company are requested to carefully read the instructions enclosed with the Postal Ballot Form and return the duly completed Postal Ballot Form in the attached self-addressed, postage prepaid envelope, if posted in India, so as to reach the Scrutinizer, C/o Karvy Computershare Pvt. Ltd., Unit: Just Dial Limited, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad - 500032, not later than close of working hours (5 p.m.) on Saturday, November 14, 2015. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as not having been received. The postage will be borne, and paid for, by the Company.

The e-voting facility is being provided to all members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. Members of the Company are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The e-voting module will be disabled after the business hours i.e. 5 p.m. on Saturday, November 14, 2015 for voting by the members of the Company.

Members of the Company will have both the options of voting i.e. by e-voting and through Postal Ballot Form. Kindly note that while exercising their vote, members of the Company can opt for only either one of the modes of voting i.e. either through Postal Ballot Form or e-voting. If you are opting for e-voting, then you are requested not to vote through Postal Ballot Form and *vice versa*. In the event, a member casts his votes through both the processes i.e. e-voting and Postal Ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored.

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or in his absence to any other Director authorized by the Chairman, after completion of scrutiny of postal ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on or before Saturday, November 21, 2015 and will be displayed at the registered and corporate office of the Company and will also be published in newspapers and communicated to the stock exchanges where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company’s website at www.justdial.com and on the website of Karvy Computer share Private Limited (“**KCPL**”).

The date of declaration of the results of the postal ballot i.e. on or before Saturday, November 21, 2015 shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. The members of the Company are requested to consider and, if thought fit, approve the following resolutions as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 68, 69, 110 and any other applicable provisions of the Companies Act, 2013 (the “**Companies Act**”), the Companies (Share Capital and Debentures) Rules, 2014 (the “**Share Capital Rules**”), the Companies (Management and Administration) Rules, 2014 (the “**Management Rules**”) and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, (the “**SEBI Buy-back Regulations**”) including any amendments, statutory modifications or re-enactments thereof, for the time being in force, the Articles of Association of the Company, and subject to such other approvals, permissions and sanctions as may be necessary, approval of the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) and subject to such conditions and modifications as may be prescribed or imposed by the such government, regulatory or statutory authorities, consent of the members be and is hereby accorded for the buy-back of up to 1,061,499 equity shares of ₹.10/- each of the Company (the “**Equity Shares**”), aggregating up to 1.50% of the paid-up Equity Share capital of the Company, at a price of ₹.1,550/- per Equity Share payable in cash for an aggregating up to ₹.1,645,323,450/- being up to 25.00% of the fully paid-up equity share capital and free reserves of the Company for the financial year ended March 31, 2015, from the members of the Company on a proportionate basis through a tender offer (the “**Buy-back**”) in accordance with the Companies Act, the Management Rules and the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the “**SEBI Buy-back Regulations**”).

RESOLVED FURTHER THAT the Buy-back shall, subject to applicable laws, be facilitated by tendering of Equity Shares by the members and settlement of the same, through the stock exchange mechanism as specified by the Securities and Exchange Board of India (“**SEBI**”) in the circular bearing number CIR/ CFD/POLICYCELL/1/2015 dated April 13, 2015.

RESOLVED FURTHER THAT the Buy-back may be made out of the Company’s securities premium account, free reserves and /or such other sources as may be permitted by the SEBI Buy-back Regulations and the Companies Act.

RESOLVED FURTHER THAT the Company may buy- back Equity Shares from the existing members of the Company on a proportionate basis, provided 15% of the number of Equity Shares which the Company proposes to buy-back or such number of Equity Shares entitled as per the shareholding, whichever is higher, shall be reserved for small shareholders, in accordance with Regulation 6 of the SEBI Buy-back Regulations.

RESOLVED FURTHER THAT the Buy-back from non-resident members of the Company, including Overseas Corporate Bodies, Foreign Institutional Investors, Foreign Portfolio Investors and members of foreign nationality, if any, shall be in accordance with the Foreign Exchange Management Act, 1999 and the rules, regulations framed thereunder, if any.

RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the aforesaid resolutions, including but not limited to appointment of merchant bankers, brokers, legal counsels, depository participants, advertising agencies and other advisors / consultants / intermediaries / agencies, as may be required, for the implementation of the Buy-back; and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from SEBI and other statutory, governmental or regulatory authorities and to initiate all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of all necessary accounts including bank accounts as required under applicable law, entering into agreements, release of public announcement, filing of declaration of solvency, obtaining all necessary certificates and reports from statutory auditors and other third parties as required under applicable law, extinguishment of dematerialized Equity Shares and physical destruction of share certificates in respect of the Equity Shares bought back by the Company and such other undertakings, agreements, papers, documents and correspondence, as may be required from time to time to file in connection with the Buy-back with SEBI, the Reserve Bank of India, the stock exchanges, the Registrar of Companies, depositories and such other regulatory and statutory authorities and to delegate all or any

of the power(s) conferred hereinabove as it may in its absolute discretion deem fit, to any of the directors, officers, authorised representatives of the Company or committees of the Board.

RESOLVED FURTHER THAT nothing contained herein shall confer any right on the part of any member to offer and/ or any obligation on the part of Company or the Board to buy-back any Equity Shares, or impair any power of the Company or the Board to terminate any process in relation to such buy-back, if so permissible by law.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back without seeking any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**By order of the Board of Directors of
Just Dial Limited**

**Sachin Jain
Company Secretary**

Mumbai, August 25, 2015

Notes and Instructions:

- 1) Explanatory statement pursuant to applicable provisions of Section 102 of the Companies Act read with Section 110 of the Companies Act setting out the material facts pertaining to the resolution are annexed hereto along with a postal ballot form for your consideration.
- 2) The postal ballot notice is being sent to all the members whose names appear in the register of members on Friday, October 9, 2015 as received from the depositories.
- 3) The Postal Ballot Form and self addressed, pre-paid postage envelopes, are enclosed for use of the equity shareholders and it bears the address to which the duly completed Postal Ballot Form is to be sent.
- 4) The Board has appointed V. B. Kondalkar & Associates, Practising Company Secretary, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. After completion of their scrutiny of the Postal Ballot Forms, they will submit their report to the Chairman and in his absence to any other director of the Company authorized by the Chairman. The results of the postal ballot will be announced in accordance with the provisions of Section 110 of the Companies Act read with the Management Rules on or before Saturday, November 21, 2015. The resolution shall be deemed to be passed on the date of declaration of the results of the postal ballot, if approved by the requisite majority. The results will be displayed at the registered office of the Company and will also be communicated to the stock exchanges, where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the website of the Company www.justdial.com and on the website of KCPL.
- 5) The Company is pleased to offer the e-voting facility for passing the resolution as an alternate mode for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Forms. The members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting. The members have two options of voting i.e. by e-voting or through postal ballot form. Kindly note that while exercising their vote, the members can opt for either one of the two modes of voting i.e. either through the Postal Ballot Form or by e-voting. If you are opting for e-voting, you are requested not to vote through the Postal Ballot Form and *vice versa*. In the event, a member casts his votes through both the processes i.e. e-voting and Postal Ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored.
- 6) A copy of all the documents referred to in the accompanying explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.
- 7) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form in all respects and send it to the Scrutinizer in the enclosed self- addressed postage prepaid envelope/business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
- 8) The Postal Ballot Form should be completed and signed by the member. In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. The signature of the member on the Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of the Equity Shares held in dematerialized form. Unsigned Postal Ballot Forms will be rejected.
- 9) In the event that Equity Shares are held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authorization together with attested specimen signature(s) of the duly authorized signatory(ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a public office and authorized to use the seal of his office. If the board resolution / authorization is already registered with the Company, please quote the registration number beneath the signature.
- 10) Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except their assent or dissent and affixing their signature.

- 11) A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
- 12) There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
- 13) The members are requested to read carefully the instructions printed on the reverse of the Postal Ballot Form and return the duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) to the Scrutinizer not later than the close of working hours at 05:00 p.m. on Saturday, November 14, 2015. The self addressed envelope bears the address of the Scrutinizer. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of a Postal Ballot Form shall be final and binding.
- 14) Votes will be considered invalid on the following grounds:
- if the member's signature does not tally.
 - if the member has marked all his shares both in favor and also against the respective resolution.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the Postal Ballot Form is incomplete.
 - if any other form or photocopy of the Postal Ballot Form is used.
 - in the event, a member casts his votes through both the processes i.e, e-voting and Postal Ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored.
- 15) Duplicate copy of the Postal Ballot Form can be obtained on written request from KCPL, the Registrar and Share Transfer Agents from their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad - 500032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under Paragraph 13 above. Members can download the Postal Ballot Form from the link <http://cms.justdial.com/investor-relations/downloads>.
- 16) The Scrutinizer will submit its report to the Chairman or in his absence to a Director of the Company authorized by the Chairman after completion of the scrutiny of Postal Ballot in a fair and transparent manner. The results of the postal ballot will be announced on or before Saturday, November 21, 2015 by the Chairman or in his absence by the Director, so authorised and will be displayed at the registered office of the company and will also be communicated to stock exchanges where the equity shares of the Company are listed. The results of the postal ballot will also be displayed on the website of the Company <http://www.justdial.com> and website of the KCPL
- 17) The voting period begins on **Friday, October 16, 2015 (09:00 a.m.) and ends on Saturday, November 14, 2015 (05:00 p.m.)**. During this period the members, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of Friday, October 9, 2015**, may cast their vote electronically. The e-voting module shall be disabled by KCPL for voting thereafter.
- 18) **Name, Designation, Address, E-mail ID and Phone Number of person responsible to address grievances connected with E-voting:**

Name:	Mr. Rajendra Prasad V
Designation:	Manager -Registrar In Securities
Address:	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032.
Tel:	+91 040-67161510, 040 – 67161512
Email id:	rajendra.v@karvy.com

- 19) **Instructions for Members for E-voting are as under:**

a) In case of Members receiving email from Karvy:

- (i) Open your web browser during the voting period and navigate to <https://evoting.karvy.com> or click on the link provided in the email.

- (ii) Enter the login credentials (i.e., user id and password) mentioned on the Postal ballot Form. Your Folio No. / DP ID Client ID will be your user ID. However, if you are already registered with KCPL for e-voting, you can use your existing user id and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form :- Even no. (as given in Postal Ballot Form) followed by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / sent to you via email.
Captcha	Enter the Verification Code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- (iii) After entering these details appropriately, click on “LOGIN”.
- (iv) Members holding shares in Demat/Physical form and using e-voting facility of KCPL, for the first time, will now reach password change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum Eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (\$,@,#, etc). Kindly note that this password can be used by the Demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that the other Company opts for e-Voting through KCPL’s e-Voting platform. System will prompt you to change your password and update any contact details like mobile no., email ID etc., on 1st Login. You may also enter the ‘Secret Question’ and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (v) You need to login again with the new credentials.
- (vi) On successful login, the system will prompt to select the EVENT i.e., Just Dial Limited.
- (vii) If you are holding shares in Demat Form and had logged on to <https://evoting.karvy.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
- (viii) On the voting page, you will see resolution description and against the same options ‘FOR / AGAINST’ for Voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST’ or alternatively you may partially enter any number in ‘FOR’ and partially ‘in ‘AGAINST’ but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding.
- (ix) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- (xi) Corporate/Institutional Members (Corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scanned copy (PDF format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail scrutinizer@justdial.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO.”
- (xii) Please contact our toll free No. 1800 345 4001 for any further clarifications.

b) In case of Members receiving Postal ballot Form by Post and opting for voting through Electronic means:

- (i) Initial password is provided as below/at the bottom of the Postal ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) **Please follow all steps from a) above, to cast vote.**
- (iii) In case you have forgotten your password, click on the “Forgot Password” link on the home page of the website <https://evoting.karvy.com>. You can retrieve password through the following three options:
- (iv) **Easy SMS:** If you have your mobile number registered against your Folio Number / DP ID Client ID, send SMS:: MYEPWD followed by your Folio No./ DP ID Client ID without any gap to 9212993399. Please make sure that your mobile is free from SMS NOT ALLOWED facility.
- (v) **E-Voting Website:** If e-mail is registered against your Folio Number / DP ID Client ID, enter your Folio Number / DP ID Client ID and PAN to receive password.
- (vi) **Customer Care:** Call the Customer Care 1800 345 4001 for related services such as to reset password, unlock the account, register new e-mail, mobile, etc or send an email to evoting@karvy.com.
- (vii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the telephone No.: (Toll Free No. 1800 345 4001)
- (viii) If you are already registered with KCPL for e-voting then you use your existing user ID and password for casting your vote.
- (ix) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication (s).
- (x) The Voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut-off date of Friday, October 9, 2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

The Board, at its meeting held on June 4, 2015, has approved the Buy-back as contained in the resolution in the Notice. In accordance with Section 68 of Companies Act and the Share Capital Rules and any other applicable provisions of the Companies Act and the SEBI Buy-back Regulations, this explanatory statement contains relevant and material information relating to the Buy-back.

(a) Rationale of Buy-back:

The Buy-back is being proposed by the Company to return surplus funds to the shareholders, which are over and above its ordinary capital requirements and in excess of any current investment plans, in an expedient, effective and cost-efficient manner. Additionally, the Company’s management strives to increase shareholders’ value and the Buy-back would result in, amongst other things:

- improving earnings per share;
- improving return on capital and net-worth;
- achieving optimum capital structure;
- mitigating the effects of short-term market volatility; and
- enhancing shareholders’ confidence.

(b) Description of Equity Shares, Number of Equity Shares eligible for the Buy-back:

The Company proposes to buy-back up to 1,061,499 equity shares of the face value of ₹ 10/- each aggregating up to 1.50% of the equity share capital of the Company at the price of ₹ 1,550/- per Equity Share aggregating up to ₹ 1,645,323,450/-.

(c) Method to be adopted for the Buy-back:

The Company proposes to undertake the Buy-back on a proportionate basis through a tender offer in accordance with the provisions of the SEBI Buy-back Regulations.

15% of the number of Equity Shares which the Company proposes to buy-back or such number of Equity Shares entitled as per the shareholding, whichever is higher, shall be reserved for small shareholders, in accordance with Regulation 6 of the SEBI Buy-back Regulations.

A “small shareholder” in accordance with Regulation 2(1)(la) of the SEBI Buy-back Regulations is a shareholder who holds equity shares having market value, on the basis of closing price on the stock exchange having highest trading volume as on the record date, of not more than ₹ 200,000/-.

Detailed instructions for participation in the Buy-back (tender of equity shares in the Buy-back) as well as the relevant time table will be included in the Letter of Offer which will be sent in due course to the equity shareholders as on Record Date.

(d) Maximum amount required under the Buy-back and the sources of funds from which the Buy-back would be financed:

The maximum amount to be paid for the Buy-back will be ₹ 1,645,323,450/-.

Buy-back may be made out of the Company's Securities Premium Account, free reserves and /or such other sources as may be permitted by law the SEBI Buy-back Regulations, the Companies Act and other applicable laws. The Company shall transfer a sum equal to the nominal value of the Equity Shares proposed to be bought back in the Buy-back to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited Balance Sheet.

(e) Buy-back Price and the Basis of arriving at the Buy-back Price:

The Equity Shares are proposed to be bought back at a price of ₹ 1,550/- per Equity Share (the “**Buy-back Offer Price**”).

The Buy-back Offer Price has been arrived at after considering various factors, including the average closing prices of the equity shares of the Company on BSE Limited and National Stock Exchange of India Limited (the “**Stock Exchanges**”) where the Equity Shares are listed, the net worth of the Company and the impact of the Buy-back on the earnings per Equity Share.

The Buy-back Offer Price represents (i) a premium of 28.17% and 28.26% over the average closing prices of the Company's Equity Shares on the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE), respectively, for three months preceding June 1, 2015 (the date of the intimation to the Stock Exchanges regarding the convening of a Board meeting to consider Buy-back; and (ii) 37.56% and 37.68% over the average closing prices of the Company's Equity Shares on the NSE and BSE, respectively, for two weeks preceding the date of the intimation to the Stock Exchanges regarding the convening of a Board meeting to consider the Buy-back.

(f) Time limit for completing the Buy-back:

The Buy-back is proposed to be completed within 12 months of the date of special resolution approving the Buy-back.

(g) Compliance with Section 68(2) (c) of the Companies Act:

The aggregate paid-up share capital and free reserves as at March 31, 2015 is ₹ 658.13 crores. Under the provisions of the Companies Act, the funds deployed for the Buy-back cannot exceed 25% of the total paid-up equity capital and free reserves of the Company i.e. up to ₹ 164.53 crores. The maximum amount proposed to be utilized for the Buy-back, is up to ₹ 164.53 crores and is therefore within the limit of up to 25% of the Company's total paid-up equity capital and free reserves as per the audited Balance Sheet as at March 31, 2015.

(h) Shareholding Details:

1. The aggregate shareholding of the Promoters and of the directors of the Promoter, where the promoter is a company and of the directors and key managerial personnel as on the date of the notice of Postal Ballot for Buy Back:

Sr. No.	Name	Designation	Number of Equity Shares	% of Shareholding
1	V.S.S. Mani	Promoter & Director	19,774,011	28.04
2	V. Krishnan	Promoter & Director	1,351,300	1.92
3	Ramani Iyer	Promoter & Director	1,211,111	1.72
4	Anita Mani	Promoter & Director	628,712	0.89
5	B. Anand	Director	Nil	Nil
6	Malcolm Monteiro	Director	Nil	Nil
7	Sanjay Bahadur	Director	Nil	Nil
8	Ravi Chandra Adusumalli	Director	Nil	Nil
9	Shailendra Jit Singh	Director	Nil	Nil
10	Ramkumar Krishnamachari	CFO	27,526	0.04
11	Sachin Jain	Company Secretary	4,025	0.01

2. The aggregate number of equity shares purchased or sold by persons mentioned in sub-clause (1) during a period of Six months preceding the date of the board meeting at which the buy-back was approved and from that date till the date of notice of Postal Ballot for Buy Back.

I. Six months preceding the date of board meeting

Name	Aggregate No. of Shares Purchased or Sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
V.Krishnan	(46,365)	Market Sale	1,326.39	April 1, 2015	1,070.48	April 21, 2015
Ramani Iyer	(120,000)	Market Sale	1,368.63	April 8, 2015	1,315.10	April 6, 2015
	(84,000)	Gifted	N.A	N.A	N.A	N.A
Anita Mani	84,000	Received Gift	N.A	N.A	N.A	N.A
Ramkumar Krishnamachari	(60,800)	Market Sale	1,551.88	February 2, 2015	1,119.87	April 27, 2015
	62,070	ESOP	10	N.A	10	N.A
Sachin Jain	1,600	ESOP	80	N.A	80	N.A

II. From date of board meeting till the date of notice of postal ballot

Name	Aggregate No. of Shares Purchased or Sold	Nature of Transaction	Maximum Price (₹)	Date of Maximum Price	Minimum Price (₹)	Date of Minimum Price
V.Krishnan	(17,700)	Market Sale	1,181.66	10th July 2015	960.93	20th August 2015
Ramkumar Krishnamachari	(30,000)	Market Sale	1,049.42	10th August 2015	1,010.80	20th August 2015
					-	

- (i) The promoters, namely, Mr. V. S. S. Mani, Mr. Ramani Iyer, Mr. V. Krishnan and Mrs. Anita Mani have expressed their intention to participate in the Buy-back and offer up to an aggregate maximum of 345,854 Equity Shares or such lower number of Equity Shares in accordance with the provisions of the SEBI Buy-back Regulations. Each Promoter intends to offer up to their respective shareholding as on the record date, or such lower number of shares as required in compliance with the SEBI Buy-back Regulations / terms of the Buy-back.

Details of the date and price of acquisition of the shares that promoters intend to tender are set-out below:

(i) Mr. V. S. S. Mani:

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
October 11, 1993	Subscription to memorandum	10	Cash	10	10
March 31, 1995	Allotment	3,275	Other than cash	10	-
March 31, 1997	Allotment	20,350	Other than cash	10	-
October 1, 1998	Purchase	42,381	Cash	10	10
November 19, 1998	Allotment	11,800	Cash	10	10
May 25, 2000	Sale	(38,908)	Cash	10	1,435.95
March 1, 2003	Allotment	85,000	Cash	10	10
March 31, 2004	Allotment	170,000	Cash	10	10
October 28, 2005	Allotment	273,400	Cash	10	10
February 10, 2006	Gifted	(50,000)	Gift	10	-
March 21, 2006	Purchase	2,278	Cash	10	440
May 30, 2006	Purchase	15,298	Cash	10	440
September 28, 2006	Purchase	1,749	Cash	10	440
September 28, 2006	Gifted	(39,636)	Gift	10	-
December 19, 2006	Buyback of Equity Shares by our Company	(26,243)	Cash	10	2,574
February 24, 2007	Sale	(500)	Cash	10	10
February 24, 2007	Buyback of Equity Shares by our Company	(13,393)	Cash	10	2,651
April 25, 2007	Sale	(6,806)	Cash	10	440
June 22, 2007	Received as gift	11,170	Gift	10	-
June 22, 2007	Sale	(2,792)	Cash	10	4,607
June 22, 2007	Sale	(53,058)	Cash	10	4,595
August 24, 2009	Purchase	3	Cash	10	3,250
April 24, 2010	Allotment	22,295,790	Bonus issue in the ratio of 55:1	10	-
March 25, 2011	Gifted	(387,224)	Gift	10	-
May 11, 2012	Allotment pursuant to conversion of Preference Shares Series B	1	-	10	-
August 8, 2012	Sale	(982,276)	Cash	10	488.66
June 1, 2013	Sale (IPO)	(1,557,658)	Cash	10	525.30
TOTAL		19,774,011			

(ii) **Mrs. Anita Mani:**

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
October 11, 1993	Subscription to memorandum	10	Cash	10	10
March 31, 1995	Allotment	3,775	Other than cash	10	-
March 31, 1997	Allotment	24,150	Other than cash	10	-
October 1, 1998	Sale	(14,781)	Cash	10	10
November 19, 1998	Allotment	6,300	Cash	10	10
May 25, 2000	Sale	(9,727)	Cash	10	1,435.95
April 24, 2010	Allotment	534,985	Bonus issue in the ratio of 55:1	10	-
February 24, 2015	Received as gift	84,000	Gift	10	-
TOTAL		628,712			

(iii) **Mr. Ramani Iyer:**

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
March 31, 1997	Allotment	2,550	Cash	10	10
October 1, 1998	Sale	(2,550)	Cash	10	10
February 10, 2006	Received as gift	25,000	Gift	10	-
September 28, 2006	Received as gift	19,818	Gift	10	-
June 22, 2007	Gifted	(5,585)	Gift	10	-
April 24, 2010	Allotment	2,157,815	Bonus issue in the ratio of 55:1	10	-
June 29, 2011	Sale	(163,763)	Cash	10	344.88
June 1, 2013	Sale (IPO)	(618,174)	Cash	10	525.30
February 24, 2015	Gifted	(84,000)	Gift	10	-
April 6, 2015	Sale	(20,000)	Cash	10	1,316
April 8, 2015	Sale	(100,000)	Cash	10	1,368.63
TOTAL		1,211,111			

(iv) **Mr. V. Krishnan:**

Date of Transaction	Nature of Transaction	No. of Equity Shares	Nature of consideration	Face Value (₹)	Issue/ Acquisition/ Sale Price per Equity Share (₹)
March 31, 1997	Allotment	2,550	Cash	10	10
October 1, 1998	Sale	(2,550)	Cash	10	10
February 10, 2006	Received as gift	25,000	Gift	10	-
September 28, 2006	Received as gift	19,818	Gift	10	-
June 22, 2007	Gifted	(5,585)	Gift	10	-
April 24, 2010	Allotment	2,157,815	Bonus issue in the ratio of 55:1	10	-
March 25, 2011	Received as gift	387,224	Gift	10	-
June 29, 2011	Sale	(163,763)	Cash	10	344.88
August 8, 2012	Sale	(373,000)	Cash	10	488.66
June 1, 2013	Sale (IPO)	(632,144)	Cash	10	525.30
March 31, 2015	Sale	(13,225)	Cash	10	1,323.03
April 01, 2015	Sale	(27,140)	Cash	10	1,326.39
April 21, 2015	Sale	(6,000)	Cash	10	1,070.48
July 10, 2015	Sale	(15,000)	Cash	10	1,181.66
August 20, 2015	Sale	(2,700)	Cash	10	960.93
TOTAL		1,351,300			

(j) Confirmation that there are no defaults subsisting in the repayment of deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks:

The Company confirms that there are no defaults subsisting in the repayment of deposits and interest payment thereon, redemption of debentures or payment of interest thereon or redemption of preference shares or payment of interest thereon or payment of dividend due to any shareholder or repayment of term loans or payment of interest thereon to any financial institution or banking company.

(k) Confirmation From the Board:

The Board confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the opinion that:

- immediately following the date of the Board meeting dated June 4, 2015 and the date on which the results of the postal ballot will be declared, there will be no grounds on which the Company can be found to be unable to pay its debts;
- as regards the Company's prospects for the year immediately following the date mentioned in (a) above, that having regards to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from that date;
- the Directors have taken into account the liabilities as if the Company were being wound up under the provisions of the Companies Act, 2013 (including prospective and contingent liabilities).

(I) Report addressed to the Board of Directors by the Company's Auditors on the permissible capital payment and the opinion formed by directors regarding insolvency:

The text of the Report dated August 25, 2015 received from S. R. Batliboi & Associates LLP, Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of Directors of the Company is reproduced below:

Quote

Auditor's Report

August 25, 2015

To,

The Board of Directors

Just Dial Limited

Palm Court Bldg. -M, 501/B,

5th Floor, New Link Road,

Besides Goregoan Sports Club,

Malad (West), Mumbai – 400064

Dear Sir,

Sub: Report in Terms of Clause (xi) of Part A of Schedule II of the Securities and Exchange Board of India (Buy-back of Securities) (Amendment) Regulations, 2015 ('SEBI Regulations')

In connection with the proposed buyback of up to 1,061,499 equity shares of Rs. 10 each ('Equity Shares') at a maximum price of Rs. 1,550/- per Equity Share, approved by the Board of Directors of Just Dial Limited (the 'Company') at its meeting held on June 4, 2015, in pursuance of the provisions of Sections 68, 69 and 70 of the Companies Act, 2013, (the 'Act') and Clause (xi) of Part A of Schedule II of SEBI Regulations and based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:

1. We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2015, which are subject to approval of the members at the Annual General Meeting, unaudited published results for the three months ended June 30, 2015 as approved by the Board of Directors in their meeting held on July 27, 2015.
2. The amount of permissible capital for the buy back of Equity Shares is (as set out in attached Statement hereto, prepared by the Company and signed by us for identification purposes), in our view, properly determined as per Sections 68 (2) (c) of the Companies Act, 2013;
3. Based on the representations made by the Company and other information and explanations given to us, which to the best of our knowledge and belief were necessary for this purpose, further, report that we are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration as approved by the Board of Directors in their meeting held on June 4, 2015 is unreasonable in all the circumstances in the present context
4. The Board of Directors in their meeting held on June 4, 2015, have formed the opinion as specified in of Clause 17 (m) of The Companies (Share Capital and Debentures) Rules, 2014 and in terms of Clause (xi) of Part A of the Schedule II of the Securities Exchange Board of India (Buyback of Securities) Regulations, 1998, on reasonable grounds that the Company, having regard to its state of affairs, shall not be rendered insolvent within a period of one year from that date.
5. We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

The compliance with the provisions of the Act and SEBI Regulations is the responsibility of the Company's management. Our responsibility is to report on the amount of permissible capital for the buyback and report that the audited accounts on

the basis of which calculation with reference to buyback is done and read the resolution of the Board of Directors for the meeting held on June 4, 2015 referred to in paragraph 1 and 5 above.

This report is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of the SEBI Regulations solely to enable the Board of Directors of the Company to include it in postal ballot notice, public announcement and letter of offer to be circularised to the shareholders and filed with various regulatory agencies and providing to parties including the Merchant Banker, in connection with buyback of up to 1,061,499 Equity Shares, in pursuance of provisions of section 68, 69 and 70 of the Companies Act, 2013, SEBI Regulations and should not be used for any other purpose or by any other person.

For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W

per Govind Ahuja
Partner
Membership No: 48966
Place: Mumbai

Statement of maximum amount permissible for the Buy Back in relation to the certificate issued in accordance with section 68 (2) (c) of the Companies Act, 2013 based on Audited Financial Statement for the year ended March 31, 2015.

Particulars	Amount in Rs.
<u>Issued, subscribed and fully paid up equity shares:</u>	
70,492,745 (March 31, 2014: 70,150,550) equity shares of Rs. 10/- each fully paid	704,927,450
Total – A	704,927,450
<u>Reserves and surplus</u>	
General reserve	259,498,148
Surplus in the statement of profit and loss	3,105,421,668
Securities premium account	2,511,449,441
Total – B	5,876,369,257
Total C = A+B	6,581,296,707
Maximum amount permissible for the Buy-back i.e. 25% of total paid-up equity capital and free reserves	1,645,324,177

For Just Dial Limited

Authorised Signatory

Unquote

For any clarifications related to the Buy-back process, the equity shareholders may contact any one of the following:

For Company	For E-voting Agency-KCPL
Mr. Sachin Jain Company Secretary & Compliance Officer, Tel: +91-22-28884060; Email: investors@justdial.com	Name: Mr. Rajendra Prasad V Designation: Manager -Registrar In Securities Add: Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032. Tel: +91 040 67161510 ,040 – 67161512 Email id: rajendra.v@karvy.com

All the material documents referred to in the Explanatory Statement such as the Memorandum and Articles of Association of the Company, relevant Board resolution for the Buy-back, the Auditors Report dated August 25, 2015 and the audited accounts for the period from April 1, 2014 to March 31, 2015 are available for inspection by the members of the Company at its registered office on any working day between 11.00 a.m. to 1.00 p.m. up to the last date of receipt of postal ballot form specified in the accompanying Notice.

In the opinion of the Board, the proposal for Buy-back is in the interest of the Company and its equity shareholders. The Directors, therefore, recommend passing of the **Special Resolution** as set out in the accompanying Notice.

None of the Directors and / or Key Managerial Personnel and their relatives are, in anyway, concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company.

**By order of the Board of Directors of
Just Dial Limited**

**Sachin Jain
Company Secretary**

Mumbai, August 25, 2015



JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Registered Office: 501/B, 5th Floor, Palm Court, Building M, Besides Goregaon Sports Complex, New Link Road, Malad (West), Mumbai – 400064

Tel.: 022- 28884060 Website: www.justdial.com Email: investors@justdial.com

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing this form)

Serial No. :

1. Name and Registered Address of the Sole/First
Named Shareholder
(in block letters) :

2. Name(s) of the Joint holder (s), If any
(in block letters) :

3. Registered Folio No./DP ID No./ Client ID No.* :
(*Applicable to investors holding shares in
dematerialized form)

4. Number of equity shares held as on October 9, 2015 :

I / We hereby exercise my/our vote in respect of the special resolution to be passed through postal ballot for business as stated in the Notice of the Company dated August 25, 2015 by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of Equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special resolution pursuant to the provisions of Sections 68, 69 & 110 of the Companies Act, 2013 and Rules framed there under including any amendments, statutory modifications or re-enactments thereof, and in compliance with Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998, for buy-back of equity shares upto maximum amount permissible i.e 25% of total paid-up equity capital and free reserves as on 31st March, 2015.			

Place :

Date :

Signature of the equity Shareholder

NOTE: Last Date for Receipt of Postal Ballot Form by the Scrutinizer: **Close of working hours at 5.00 p.m. on Saturday, November 14, 2015.**

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Following Particulars to be used only in case Member opts for e-voting

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN / SEQUENCE NO.

Note: Please read carefully the instructions printed overleaf before exercising your vote.

INSTRUCTIONS FOR POSTAL BALLOT FORM

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form in all respects and send it to the scrutinizer in the enclosed self- addressed postage prepaid envelope / business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Forms, if deposited in person or sent by courier or registered post at the expense of the registered members will also be accepted.
2. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named member and in his absence, by the next named member. The signature of the member on this Postal Ballot Form should be as per the specimen signature registered with the Company in respect of shares held in the physical form or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in the dematerialized form. Unsigned Postal Ballot Form will be rejected.
3. In case shares are held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the board resolution / authority together with attested specimen signature(s) of the duly authorized signatory (ies). Postal Ballot Form signed by the holder of power of attorney for and on behalf of a shareholder of the company must be accompanied by the copy of power of attorney duly certified by Magistrate, Notary Public or Special Executive Magistrate or a similar authority holding a Public Office and authorized to use the Seal of his office. If the same is already registered with the Company, please quote the Registration No. beneath the signature.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
5. A tick (✓) mark should be placed in the relevant box signifying assent / dissent for the resolution, as the case may be, before mailing the Postal Ballot Form.
6. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
7. Duly completed Postal Ballot Form (no other form or photocopy of the Postal Ballot Form is permitted) should reach the Scrutinizer, C/o Karvy Computershare Pvt. Ltd., Unit: Just Dial Limited, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Gachibowli, Hyderabad - 500032 not later than the **close of working hours at 05:00 p.m. on Saturday, November 14, 2015**. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the Company. The Postal Ballot Forms received after the due date will be treated as if the reply from the member has not been received. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decisions on the validity of the Postal Ballot Form shall be final and binding.
8. Votes will be considered invalid on the following grounds:
 - if the member's signature does not tally.
 - if the member has marked all his shares both in favor and also against the respective resolution.
 - if the Postal Ballot Form is unsigned.
 - if the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the scrutinizer to identify either the member or the number of votes or as to whether the votes are in favor or against or if the signature could not be checked or on one or more of the above grounds.
 - if the information filled in the form is incomplete.
 - if any other form or photocopy of the Postal Ballot Form is used.
 - in the event, a member casts his votes through both the processes i.e e-voting and Postal ballot Form, the votes in the electronic system would be considered and the Postal Ballot Form would be ignored
9. Duplicate copy of the Postal Ballot Form can be obtained on written request from Karvy Computer Share Private Limited, Registrar and Share Transfer Agents from their office at Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instruction above. Members can download the postal ballot form from the link <http://cms.justdial.com/investor-relations/downloads>.
10. The Scrutinizer will submit his report to the Chairman of the Company (the "Chairman") or in his absence to any other Director authorized by the Chairman, after completion of scrutiny of postal ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot will be announced on or before Saturday, November 21, 2015 and will be displayed at the registered office of the Company and will also be communicated to the stock exchanges where the Equity Shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website at www.justdial.com and on the website of Karvy Computeshare Private Limited ("KCPL").
11. The Company is pleased to offer e-voting facility as an alternate to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detail and procedure with respect to E-voting is explained in the Notice of Postal Ballot.