

18th January, 2017

To
National Stock Exchange of India Limited
Exchange Plaza,
Bandra Kurla Complex,
Bandra (E),
Mumba – 400 051.

Stock Symbol: JUSTDIAL - EQ

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 Court Convened 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 Court Convened Meeting of Just Dial Limited held on Tuesday, January 17, 2017 at the West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai – 400 064.

We request you to kindly take the same on record.

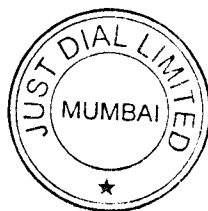
Thanking you,

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

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PROCEEDINGS OF THE COURT CONVENED MEETING OF SHAREHOLDERS OF JUST DIAL LIMITED (THE "COMPANY") HELD ON TUESDAY, JANUARY 17, 2017 AT 3.00 P.M. AT WEST BANQUET HALL, GOREGAON SPORTS CLUB, LINK ROAD, MALAD (WEST), MUMBAI- 400 064.

In accordance with the order of Hon'ble High Court of Judicature at Bombay dated December 9, 2016 and as per the Notice dated December 12, 2016, the Court Convened Meeting (CCM) of Shareholders of the Company was held on Tuesday, January 17, 2017 at 3.00 P.M. at West Banquet Hall, Goregaon Sports Club, Link Road, Malad (West), Mumbai- 400 064.

1. At 3.00. P.M., Mr. Sachin Jain, Company Secretary of the Company, welcomed all the Directors and Members of the Company present at the meeting and requested Mr. B. Anand, Chairperson of the Meeting, appointed by the Hon'ble High Court of Judicature at Bombay to occupy the Chair and proceed further.

2. Mr. B. Anand, occupied the chair and welcomed all the members.

3. The Directors and Invitees present at the Court Convened Meeting were as follows:

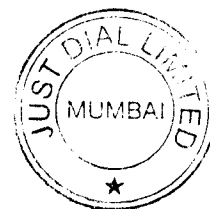
Directors :-

Mr. B. Anand	Chairperson, Independent Director
Mr. Ramani Iyer	Whole Time Director

Invitees:-

Mr. Kalpesh Jain	Partner, S.R. Batliboi & Associates LLP Chartered Accountants, Statutory Auditors
Mr. Amit Shah	Sr. Manager, S.R. Batliboi & Associates LLP Chartered Accountants, Statutory Auditors

4. Thereafter, the Chairperson announced that requisite quorum for this meeting stipulated by the Hon'ble High Court of Judicature at Bombay was present; the meeting was put to order.



Just Dial Limited

CIN NO: L74140MH1993PLC150054

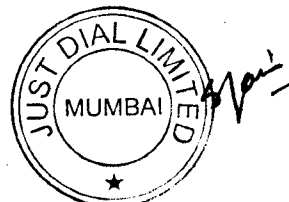
Registered & Corporate Office: Palm Court Building M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad West, Mumbai - 400064

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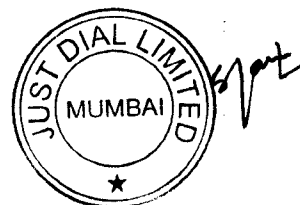
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5. The Chairperson informed the Members that the Proxy Register, Statutory Registers and other requisite documents were available during the Meeting for inspection by the Members.
6. The Chairperson informed the members that the notice of the meeting, the explanatory statement under Section 393 of the Companies Act, 1956 and Section 102 read with Section 110 and other applicable provisions of the Companies Act, 2013, the Scheme of Arrangement and other relevant documents have already been sent to all of you. I request shareholders to refer salient features of the Scheme in the notice and explanatory statement sent to you all. With your permission, may I take the same as received and read.
7. The Chairperson 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 ('Karvy') to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda item specified in the Notice of CCM. The remote e-voting period had commenced on January 13, 2017 at 9.00 A.M. and ended on January 16, 2017 at 5.00 P.M. The Members were informed that the facility for voting by way of ballot papers was made available at the CCM for the Members who have not voted through remote e-voting.
8. The Chairperson 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 Court Convened Meeting), for the resolutions included in the Notice of the CCM. Further, 567 members holding 2,70,86,395 Equity Shares had already casted votes through remote e-voting which comprises 38.97 % of the total votes.
9. He further informed to the members that as the voting on the resolution moved before the Court Convened Meeting is provided through electronic means and ballot form at the meeting, there shall be no voting by show of hands.



10. The Chairperson requested the Company Secretary to read the Resolution and accordingly Company Secretary read the resolution. Most of the members present at the meeting proposed and seconded the resolution.
11. The Chairperson requested the members that before I put the resolution to vote any shareholder desirous to comment or seek clarifications on the Scheme of Arrangement or have any question may please raise their hands. He requested the members to restrict the discussion to the matter related to the Scheme, as this is a Court Convened Meeting held specifically for the approval of the Scheme. Replies to all queries of the Shareholders were dealt with after all questions were put forward. Some members had asked some queries which were replied by Mr. Ramkumar Krishnamachari, Chief Financial Officer of the Company on instruction from Chairperson.
12. Thereafter, the Chairperson requested the members to cast their votes through ballot form and appointed Mr. Vijay B. Kondalkar, proprietor of M/s V. B. Kondalkar & Associates, Practicing Company Secretaries, present in the meeting as a Scrutinizer for conducting the ballot process at the meeting. He also appointed Mr. Anish Gupta, Equity Shareholder of Company, present in the meeting for assisting the Scrutinizer for conducting the ballot process at this meeting.
13. Before the voting begin as per the provisions of the Act, the Chairperson drew attention of the members present to the 2 empty ballot boxes shown by the volunteers and requested to the volunteers to seal the same in presence of members and keep the same at designated places.
14. He requested the members who have not voted through e-voting to cast their votes through ballot form distributed at the time of entry into the Court Convened Meeting. He further informed that the members who have already voted through e-voting shall not be eligible to participate in the voting through ballot form.
15. The Chairperson announced that the results of voting i.e. remote e-voting and result of the voting done at the CCM along with the 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 and on Karvy's



website. 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 (MSEI) 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 form.

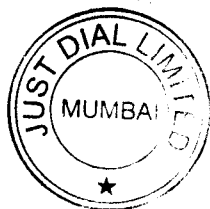
Thereafter, the Chairperson had ordered for Voting through ballot forms for the following resolution included in the Notice of the CCM and requested Mr. Vijay B. Kondalkar and Mr. Anish Gupta, Scrutinizers for an orderly conducting the Voting in fair and transparent manner.

1.	Resolution pursuant to provisions of Sections 391 to 394 read with section 78 (corresponding to section 52 of Companies Act, 2013) and Section 100 to 103 of Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of the Companies Act, 2013 as may be applicable read with relevant Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under relevant provisions of applicable law for approval of the Scheme of Arrangement between Just Dial Limited and Just Dial Global Private Limited and their respective shareholders and creditors.
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There being no further business to transact, the meeting ended with the vote of thanks to the Chair at 4.00 P. M.

For Just Dial Limited


Sachin Jain
Company Secretary



Place: Mumbai

Date: January 18, 2017