

July 24, 2017

To
The 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that a meeting of the Board of Directors of Just Dial Limited was held on today i.e. 24th July, 2017 and concluded at 9.30 P.M. The meeting *inter alia* transacted the following businesses:

1. Appointed Mr. Abhishek Bansal as Chief Financial Officer of the Company. The information required to be disclosed pursuant to SEBI circular CIR/CFD/CMD/4/2015 dated September 9, 2015 is provided in Annexure – 1.
2. Considered and approved the Unaudited Financial Results of the Company along with the Limited Review Report for the 1st quarter ended June 30, 2017
3. Considered and approved the allotment of 12,979 Equity Shares of face value of Rs.10/- each to certain employees of the Company pursuant to exercise by such employees of vested options granted to them under the Employee Stock Option Scheme, 2013 and Employee Stock Option Scheme, 2014.
4. Decided to convene 23rd Annual General meeting of the Shareholders of the Company on Friday, September 29, 2017 and approved the draft Notice of Annual General Meeting.
5. Considered and approved the proposal to Buyback of the Company's fully paid-up equity shares of face value of Rs. 10 each (hereinafter referred as the "Equity Shares") from its shareholders/beneficial owners other than those who are promoters, members of the promoter group and persons in control, from the open market through stock exchanges mechanism in accordance with the provisions of the Securities Board of India (Buy Back of Securities) Regulations, 1998 (the "SEBI Buy Back Regulations") for a total amount not exceeding Rs. 83.91 crore (the "Maximum Buyback Size"), and at a price not exceeding Rs.700/- per Equity Share (the "Maximum Buyback Price"). The Maximum Buyback Size

Just Dial Limited

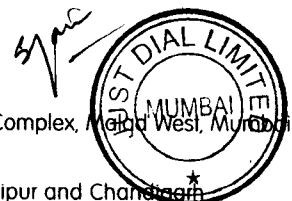
CIN NO: L74140MH1993PLC150054

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

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represents 9.998% of the aggregate of the Company's Equity Share capital and free reserves based on the standalone audited financial statements of the Company as at March 31, 2017, which is in compliance with the maximum permissible limit of 10% of the paid-up Equity Share capital and free reserves in accordance with Section 68(2) of the Companies Act, 2013. The Maximum Buyback Size and Maximum Buyback Price do not include brokerage costs, fees, turnover charges, taxes such as securities transaction tax, service tax, stamp duty and other transaction charges. The public announcement will be released in due course in accordance with the provisions of the Securities Board of India (Buy Back of Securities) Regulations, 1998, as amended. The information in accordance with the SEBI circular bearing number CIR/CFD/CMD/4/2015 dated September 9, 2015 is provided in Annexure – 2.

6. Reconsidered its earlier resolutions passed at the Meeting of the Board of Directors held on July 11, 2017 to institute new Just Dial Limited Employee Stock Option Scheme 2017 and variation in terms and Conditions of Just Dial Limited Employee Stock Option Scheme 2016 and decided to rescind the said resolutions.

We request you to kindly take the same on record.

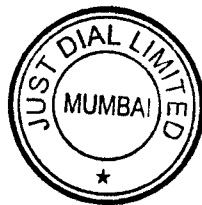
Thanking You,

Yours faithfully,

For Just Dial Limited

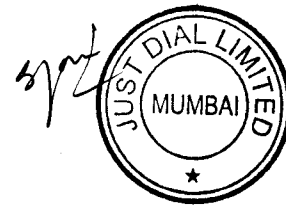


Sachin Jain
Company Secretary



Annexure – 1

Sr. No.	Particulars	Disclosures
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Appointment
2.	Date of appointment/cessation (as applicable) & term of appointment;	July 24, 2017
3.	Brief profile (in case of appointment)	Mr. Abhishek Bansal has been appointed as the Chief Financial Officer of the Company with effect from July 24, 2017. He joined Just Dial in May 2014 and has efficiently handled various portfolios encompassing Strategy, Finance and Operations of the company. He has over 8 years of experience. Prior to Just Dial, he has worked in Investment Banking with Credit Suisse as Equity Research Analyst covering multiple sectors. He holds a Master's degree in Management (PGDM) from Indian Institute of Management (IIM) Bangalore and a Bachelor's Degree (B. Tech.) in Electrical Engineering from Indian Institute of Technology (IIT) Roorkee.
4.	Disclosure of relationships between directors (in case of appointment of a director).	Not Applicable



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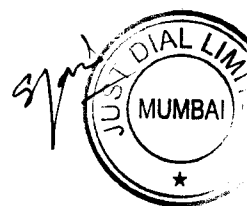
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Annexure – 2

Sr. No.	Particulars	Disclosures
a.	Number of securities proposed for buyback	Maximum 11,98,714 (Eleven Lakh Ninety Eight Thousand Seven Hundred and Fourteen) equity shares at maximum buy-back price of Rs. 700/- per share. The maximum number of shares proposed to be bought back may increase in case the actual price of buy back is less than the maximum price of buy-back, however in any case it will not be more than 25 % of paid up equity capital. Further, the Company shall ensure compliance with the minimum public shareholding requirement as per conditions for continuous listing prescribed in terms of Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
b.	Number of securities proposed for buyback as a percentage of existing paid up capital	At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares bought back would be 11,98,714 (Eleven Lakh Ninety Eight Thousand Seven Hundred and Fourteen) Equity Shares ("Maximum Buyback Shares"), representing around 1.72% of the existing paid up equity share capital. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicate Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size.
c.	Buyback price	Maximum price of Rs.700/- per equity share.
d.	Pre & post shareholding pattern	Please see Note 1.

**Just Dial Limited**

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Note 1:

Category	Pre-Buyback		Post Buyback*	
	No. of Equity Shares	% of Equity Shares	No. of Equity Shares	% of Equity Shares
(A) Promoter & Promoter Group	2,30,65,895	33.16	2,30,65,895	33.74
(B) Public	4,65,00,826**	66.84	4,53,02,112**	66.26
(C1) Shares underlying DRs	-	-		
(C2) Shares held by Employee Trust	-	-		
(C) Non Promoter-Non Public	-	-		
Grand Total	6,95,66,721**	100.00	6,83,68,007**	100.00

**Assuming the Company buys back the Maximum Buyback Shares. The shareholding, post completion of the Buyback, may differ depending upon the actual number of equity shares of the Company bought back in the Buyback.*

*** Includes 12,979 equity shares allotted on July 24, 2017 to the employees of the Company upon exercise of options granted under Employees Stock option schemes of the Company, however, corporate action of the same is pending.*

