

# Justdial™

## JUST DIAL LIMITED

**Registered Office:** Palm Court, Building-M, 501/B, 5th Floor, New Link Road, Besides Goregaon Sports Complex, Malad (W), Mumbai 400 064.  
**Corporate Identification Number (CIN):** L74140MH1993PLC150054  
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### POST BUY-BACK PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS/ BENEFICIAL OWNERS OF EQUITY SHARES OF JUST DIAL LIMITED

This public announcement (the "Post Buy-back Public Announcement") is being made in compliance with Regulation 19(7) of the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (the "SEBI Regulations"). This Post Buy-back Public Announcement should be read in conjunction with the Public Announcement published on November 24, 2015 (the "Public Announcement") and the Letter of Offer dated February 18, 2016 (the "Letter of Offer") filed with the SEBI. The terms used but not defined in this Post Buy-back Public Announcement shall have the same meaning as assigned in the Public Announcement and the Letter of Offer.

#### 1. THE BUYBACK

- Just Dial Limited (the "Company") had announced the Buy-back of up to 10,61,499 fully paid-up equity shares of face value of Rs. 10 each (the "Equity Shares"), constituting 1.50% of the issued, subscribed and paid-up Equity Share capital of the Company as on March 31, 2015, on a proportionate basis, from Eligible Shareholders holding Equity Shares as on December 4, 2015 (the "Record Date") at a price of Rs. 1,550 per Equity Share payable in cash, for an aggregate amount of Rs.164,53,23,450 (the "Buy-back"). The Buy-back represents up to 25% of the aggregate paid-up Equity Share capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015.
- The Buy-back was undertaken by way of a tender offer through the stock exchange mechanism as prescribed under the SEBI Regulations and the SEBI Circular bearing number CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015.
- The Buy-back Opening Date was February 25, 2016 (Thursday) and the Buy-back Closing Date was March 10, 2016 (Thursday).

#### 2. DETAILS OF THE BUYBACK:

- The total number of Equity Shares bought back by the Company in the Buy-back was 10,61,499 Equity Shares at a price of Rs.1,550 per Equity Share.
- The total amount utilized in the Buy-back was Rs. 1,64,53,23,450 (Rupees One Hundred Sixty Four Crores Fifty Three Lakhs Twenty Three Thousand Four Hundred and Fifty only).
- The Registrar to the Buy-back, Karvy Computershare Private Limited, considered a total of 12,098 valid bids for 1,64,05,112 Equity Shares in response to the Buy-back, which is approximately 15.45 times the maximum number of Equity Shares proposed to be bought back. The details of valid applications considered by the Registrar to the Buy-back are as follows:

Category of Shareholders	No. of Equity Shares reserved in Buyback	No. of Valid Bids	Total No. of Equity Shares Tended	% Response
Reserved category for Small Shareholders	1,59,225	10,963	5,24,360	329.32
General category of other Shareholders	9,02,274	1,135	1,58,80,752	1,760.08
<b>Total</b>	<b>10,61,499</b>	<b>12,098</b>	<b>1,64,05,112</b>	<b>1,545.46</b>

#### Note:

Small Shareholders have tendered 5,24,360 Equity Shares. However, against the total entitlement of 1,59,225 Equity shares, the Buy-back Entitlement of the valid bids in the Buy-back was only for 73,833 Equity Shares. In view of the aforesaid response, 85,392 additional Equity Shares (i.e. Equity Shares tendered over and above the Buy-back Entitlement), have been accepted in proportion of the additional Equity Shares tendered. Accordingly, out of 5,24,360 Equity Shares validly tendered by the Shareholders in this category, 1,59,225 Equity Shares have been accepted.

General Category of other Shareholders have tendered 1,58,80,752 Equity Shares, However, against the total entitlement of 9,02,274 Equity Shares, the Buy-back Entitlement of the valid bids in the offer was only for 6,71,829 Equity Shares. In view of the aforesaid response, 230,445 additional Equity Shares (i.e. Equity Shares tendered over and above the Buy-back Entitlement), have been accepted in proportion of the additional Equity Shares tendered. Accordingly, out of 1,58,80,752 Equity Shares validly tendered by the Shareholders in this category, 9,02,274 Equity Shares have been accepted under the Buy-back.

2.4. All valid applications were considered for the purpose of Acceptance in accordance with the SEBI Regulations and the Letter of Offer. The communication of acceptance/ rejection will be dispatched by the Registrar to the Buy-back to the Shareholders, by March 21, 2016.

2.5. The settlement of all valid bids was completed by the Clearing Corporation of BSE Limited on March 18, 2016. The funds in respect of accepted Equity Shares were paid out to the respective Seller Members / custodians.

2.6. The dematerialized Equity Shares accepted under the Buy-back were transferred to the Company's demat escrow account on March 18, 2016. The unaccepted demat Equity Shares were returned to respective Seller Members / custodians by the Clearing Corporation of BSE Limited on March 18 2016. No Equity Shares were tendered in physical form.

2.7. The extinguishment of 10,61,499 Equity Shares accepted under the Buyback, comprising of 10,61,499 Equity Shares in dematerialized form is currently under process and shall be completed by March 23, 2016. The Company, its respective directors, accepts full responsibility for the information contained in this Post Buy-back Public Announcement and also accepts responsibility for the obligations of the Company in accordance with the SEBI Regulations.

#### 3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN:

- The capital structure of the Company, before and after the Buy-back is as under:

(Equity Shares have a face value of Rs. 10 each)

Category of Shareholders	Pre-Buy-back*		Post Buy-back	
	No. of Equity Shares	Amount	No. of Equity Shares	Amount
Authorised Equity Capital	10,12,00,000	1,01,20,00,000	10,12,00,000	1,01,20,00,000
Issued Subscribed and Paid-up Equity Capital	7,05,20,004	70,52,00,040	6,94,73,611	69,47,36,110

#On January 27, 2016, the Company allotted 15,106 Equity Shares to its employees pursuant to exercise of options under the employee stock option schemes of the Company.

3.2. Details of the Shareholders from whom Equity Shares exceeding 1% (of the total equity shares bought back) have been accepted under the Buy-back are as mentioned below:

Sr. No	Name of the Shareholder	No. of Equity Shares accepted under Buyback	Equity Shares accepted as a % of total Equity Shares bought back	Equity Shares accepted as a % of total post buyback Equity Shares
1	VENKATACHALAM STHANU SUBRAMANI	258,671	24.37	0.37
2	SAIF II MAURITIUS COMPANY LIMITED	94,179	8.87	0.14
3	SEQUOIA CAPITAL INDIA GROWTH INVESTMENT HOLDINGS I	83,975	7.91	0.12
4	SCI GROWTH INVESTMENTS II	83,975	7.91	0.12
5	SEQUOIA CAPITAL INDIA INVESTMENTS III	57,122	5.38	0.08
6	FIDELITY INVESTMENT TRUST FIDELITY SERIES EMERGING	32,619	3.07	0.05
7	PARVEST EQUITY INDIA	21,233	2.00	0.03
8	ARANDA INVESTMENTS (MAURITIUS) PTE LTD	21,172	1.99	0.03
9	MATTHEWS INDIA FUND	20,291	1.91	0.03
10	ALLIANCEBERNSTEIN INDIA GROWTH (MAURITIUS) LIMITED	20,159	1.90	0.03
11	RAMANI IYER	15,879	1.50	0.02
12	V KRISHNAN	15,141	1.43	0.02
13	SAPV MAURITIUS	14,761	1.39	0.02
14	GOVERNMENT PENSION FUND GLOBAL	13,320	1.25	0.02
15	VANGUARD TOTAL INTERNATIONAL STOCK INDEX FUND	13,209	1.24	0.02
16	GOVERNMENT OF SINGAPORE	12,024	1.13	0.02
17	TREE LINE ASIA MASTER FUND (SINGAPORE) PTE LTD	11,495	1.08	0.02

- The shareholding pattern of the Company before the Buy-back (as on December 4, 2015, the Record Date) and after the Buy-back, is as under:

Particulars	Pre-Buyback®		Post Buyback#	
	No. of Equity Shares	% of the existing Equity Share Capital	No. of Equity Shares	% of post buyback Equity Share Capital
<b>(A) Promoter and Promoter Group</b>				
Promoters and persons acting in concert, (collectively "the Promoters")	2,29,65,134	32.57	2,26,64,603	32.62
<b>(B) Public Shareholding</b>				
Foreign Investors (GDRs/ OCBs/FIIs/NRIs/Non-residents/Non-domestic companies)	4,17,70,537	59.23	4,68,09,008	67.38
Indian Financial Institutions/ Banks/Mutual Funds/ Govt. Companies	12,41,654	1.76		
Public including other Bodies Corporate	45,42,679	6.44		
<b>Sub Total (B)</b>	<b>4,77,54,870</b>	<b>67.43</b>	<b>4,68,09,008</b>	<b>67.38</b>
<b>Total (A + B)</b>	<b>7,05,20,004</b>	<b>100.00</b>	<b>6,94,73,611</b>	<b>100.00</b>

# Subject to extinguishment of 10,61,499 Equity Shares.

@ On January 27, 2016, the Company allotted 15,106 Equity Shares to its employees pursuant to exercise of options under the employee stock option schemes of the Company.

#### 4. MANAGER TO THE BUYBACK OFFER



Citigroup Global Markets India Private Limited 1202, 12th Floor First International Financial Centre G Block, Bandra Kurla Complex Bandra (East) Mumbai 400 051; Tel: +91 22 6175 9999; Fax: +91 22 6175 9961; Contact Person: Aashray Tandon; E-mail: justdial.buyback@citi.com; SEBI Registration Number: INM000010718; Validity period: Permanent.

#### 5. DIRECTORS RESPONSIBILITY

As per Regulation 19(1)(a) of the SEBI Regulations, the Board of Directors of the Company accepts full responsibility for the information contained in this Post Buy-back Public Announcement or any other information advertisement, circular, brochure, publicity material which may be issued and confirms that such document contains true, factual and material information and does not contain any misleading information.

V.S.S. Mani  
Managing Director  
DIN: 00202052

Ramani Iyer  
Whole-time Director  
DIN: 00033559

For and on behalf of the Board of Directors of  
**Just Dial Limited**

Place: Mumbai  
Date: March 18, 2016

Sachin Jain  
Company Secretary