



JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

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**POST BUY-BACK PUBLIC ADVERTISEMENT FOR THE ATTENTION OF THE EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF JUST DIAL LIMITED**

This post buy-back public advertisement (the "Advertisement") regarding completion of the Buy-back by Just Dial Limited (the "Company") of its fully paid-up equity shares of face value ₹10 each (the "Equity Shares") from the shareholders / beneficial owners of the Company (the "Shareholders") is being published pursuant to Regulation 24(vi) of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended (the "Buy-back Regulations").

The Advertisement shall be read in conjunction with the public announcement dated June 24, 2020 (the "Public Announcement") and the letter of offer dated July 28, 2020 (the "Letter of Offer"), issued in connection with the Buy-back. All terms used but not defined herein shall have the meaning ascribed to such terms in the Public Announcement and the Letter of Offer.

**1. THE BUY-BACK**

- Just Dial Limited (the "Company") had announced a buy-back of up to 31,42,857 (Thirty One Lakhs Forty Two Thousand Eight Hundred Fifty Seven) fully paid-up equity shares of face value of ₹ 10 each (the "Equity Shares"), representing up to 4.84% of the total number of Equity Shares of the paid-up Equity Share Capital of the Company, on a proportionate basis, from the Eligible Shareholders holding Equity Shares as on July 3, 2020 (the "Record Date"), through a tender offer, for cash at a price of ₹ 700 (Rupees Seven Hundred only) per Equity Share for an aggregate amount of up to ₹ 220,00,00,000 (Rupees Two Hundred Twenty crores only) (the "Buy-back"). The Buy-back represented up to 23.92% of the total paid up Equity Share Capital and Free Reserves (including securities premium account) of the Company as per the latest audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2019 (being the last audited financial statements available as on the date of board meeting recommending the proposal for the Buy-back, being April 30, 2020), in accordance with Section 68(2)(c) of the Companies Act, 2013.
- The Buy-back was undertaken by way of a tender offer through the stock exchange mechanism as prescribed under the Buy-back Regulations and the SEBI Circulars.
- The Buy-Back Opening Date was August 4, 2020 (Tuesday) and the Buy-back Closing Date was August 17, 2020 (Monday).

**2. DETAILS OF THE BUY-BACK**

- The total number of Equity Shares bought back by the Company in the Buy-back were 31,42,857 Equity Shares, at a price of ₹ 700 per Equity Share.
- The total amount utilised in the Buy-back was ₹ 2,19,99,99,900 excluding the transaction costs.
- The Registrar to the Buy-back, KFin Technologies Private Limited (Formerly known as "Karvy Fintech Private Limited"), considered a total of 30,411 valid bids for 3,85,82,277 Equity Shares in response to the Buy-back, which is approximately 12.28 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 the Buy-back	No. of Valid Bids	Total No. of Equity Shares Tendered	Response (%)
Reserved category for Small Shareholders	4,71,429	29,603	17,42,307	369.58
General category for other Shareholders	26,71,428	808	3,68,39,970	1,379.04
<b>Total</b>	<b>31,42,857</b>	<b>30,411</b>	<b>3,85,82,277</b>	<b>1,227.62</b>

**Note:** Small Shareholders have tendered 17,42,307 Equity Shares. However, against the total entitlement of 4,71,429 Equity shares, the Buy-back Entitlement of the valid bids in the Buy-back was only for 3,01,633 Equity Shares. In view of the aforesaid response, 1,69,796 additional Equity Shares (being, Equity Shares tendered over and above the Buy-back Entitlement), have been accepted in proportion of the additional Equity Shares tendered. Accordingly, out of 17,42,307 Equity Shares validly tendered by the Shareholders in this category, 4,71,429 Equity Shares have been accepted. General Category of other Shareholders have tendered 3,68,39,970 Equity Shares, However, against the total entitlement of 26,71,428 Equity Shares, the Buy-back Entitlement of the valid bids in the offer was only for 20,37,869 Equity Shares. In view of the aforesaid response, 6,33,559 additional Equity Shares (being, Equity Shares tendered over and above the Buy-back Entitlement), have been accepted in proportion of the additional Equity Shares tendered. Accordingly, out of 3,68,39,970 Equity Shares validly tendered by the Shareholders in this category, 26,71,428 Equity Shares have been accepted under the Buy-back.

- All valid applications were considered for the purpose of Acceptance in accordance with the Buy-back Regulations and the Letter of Offer. The communication of acceptance / rejection was dispatched by the Registrar to the Buy-back to the Shareholders, by August 27, 2020.
- The settlement of all valid bids was completed by the Clearing Corporation of BSE Limited on August 26, 2020. The funds in respect of accepted Equity Shares were paid out to the respective seller members / custodians. If Eligible Shareholders' bank account details were not available or if the fund transfer instructions were rejected due to any reason, then such funds were transferred to the concerned seller members / custodians for onward transfer to their respective shareholders.
- The dematerialized Equity Shares accepted under the Buy-back were transferred to the Company's demat escrow account on August 26, 2020. The unaccepted demat Equity Shares were returned to respective seller members / custodians on August 26, 2020.
- The extinguishment of 31,42,857 Equity Shares accepted under the Buy-back, comprising of 31,42,857 Equity Shares in dematerialized form shall be completed in accordance with Buy-back Regulations. The Company and its directors accept full responsibility for the information contained in this Post Buy-back Public Announcement and also accept responsibility for the obligations of the Company in accordance with the Buy-back Regulations.

**3. CAPITAL STRUCTURE AND SHAREHOLDING PATTERN**

- The capital structure of the Company, prior to the Buy-back and the capital structure of the Company post the completion of the Buy-back is as follows:

Category of Shareholders	Prior to the Buy-back		Post completion of the Buy-back	
	Number of Equity Shares	Amount (in ₹)	Number of Equity Shares	Amount (in ₹)
<b>Authorised:</b>				
Equity Shares	10,00,00,000	1,00,00,00,000	10,00,00,000	1,00,00,00,000
Preference shares of ₹ 1 each	1,20,00,000	1,20,00,000	1,20,00,000	1,20,00,000
<b>Issued, subscribed and fully paid-up Share capital:</b>				
Equity Shares	6,49,09,728	64,90,97,280	6,17,66,871*	61,76,68,710*
Preference shares of face value ₹ 1 each	11,25,068	11,25,068	11,25,068	11,25,068

\* Subject to extinguishment of 31,42,857 Equity Shares accepted in the Buy-back.

- 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 the Buy-back	Equity Shares accepted as a % of the total Equity Shares bought back	Equity Shares accepted as a % of total post Buy-back Equity Share capital of the Company *
1.	Venkatachalam Sthanu Subramani	12,11,463	38.55	1.96
2.	HDFC Trustee Company Ltd. A/c	2,53,189	8.06	0.41
3.	Aditya Birla Sun Life Trustee Private Limited A/c	2,16,424	6.89	0.35
4.	Tree Line Asia Master Fund (Singapore) Pte Ltd	2,06,563	6.57	0.33
5.	Anita Mani	72,214	2.30	0.12
6.	Ajay Upadhyaya	49,230	1.57	0.08
7.	Bajaj Allianz Life Insurance Company Ltd.	41,061	1.31	0.07
8.	Cophall Mauritius Investment Limited - ODI Account	39,455	1.26	0.06
9.	Vanguard Total International Stock Index Fund	36,527	1.16	0.06
10.	Ashish Dhawan	34,411	1.09	0.06

\* Subject to extinguishment of 31,42,857 Equity Shares accepted in the Buy-back.

- The shareholding pattern of the Company, prior to the Buy-back (as of the Record Date, being July 3, 2020) and the shareholding pattern of the Company post the completion of the Buy-back is as follows:

Shareholding pattern	Prior to the Buy-back		Post completion of the Buy-back *	
	Number of Equity Shares	Percentage of Equity Shares (%)	Number of Equity Shares	Percentage of Equity Shares (%)
<b>A. Promoters and promoter group</b>				
Promoters and persons acting in concert	2,16,92,049	33.42	2,03,49,342	32.95
<b>B. Public Shareholding</b>				
Foreign Investors (including Non Resident Indians/ Foreign Mutual Funds, Foreign Institutional Buyers/ FPIs / Foreign Nationals / Overseas Corporate Bodies)	2,30,48,313	35.51	4,14,17,529	67.05
Financial Institutions / Banks / Mutual Funds promoted by Banks / Institutions	99,90,616	15.39		
Others (Public, Bodies Corporate, Clearing Members, Trust, Hindu Undivided Family ("HUF") etc.,)	1,01,78,750	15.68		
<b>Total</b>	<b>6,49,09,728</b>	<b>100.00</b>	<b>6,17,66,871</b>	<b>100.00</b>

\* Subject to extinguishment of 31,42,857 Equity Shares accepted in the Buy-back.

**4. MANAGER TO THE BUY-BACK**

**NOMURA**

Nomura Financial Advisory and Securities (India) Private Limited

Ceejay House, Level 11, Plot F, Shivsagar Estate, Dr. Annie Besant Road, Worli, Mumbai 400 018

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SEBI Registration No.: INM000011419

Website: www.nomuraholdings.com/company/group/asia/india/index.html

Validity Period: Permanent

**5. DIRECTORS' RESPONSIBILITY**

As per Regulation 24(i)(a) of the Buy-back 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 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.

For and on behalf of the Board of Just Dial Limited

Place: Mumbai  
Date: August 27, 2020

V.S.S. Mani  
Managing Director  
and CEO

Abhishek Bansal  
Whole-time Director  
and CFO

Manan Udani  
Company Secretary and  
Compliance officer