

POST OFFER ADVERTISEMENT UNDER REGULATION 18 (12)  
OF THE SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND  
TAKEOVERS) REGULATIONS, 2011, AS AMENDED  
("SEBI (SAST) REGULATIONS")

JUST DIAL LIMITED

CIN: L74140MH1993PLC150054

Registered Office: Palm Court, Building-M, 501/B, 5th Floor, New Link Road,  
Beside Goregaon Sports Complex, Malad (West), Mumbai – 400 064

Tel: +91 22 28884060; Fax No.: +91 22 28893789; Website: <https://www.justdial.com>

OPEN OFFER FOR ACQUISITION OF UP TO 2,17,36,894 FULLY PAID UP EQUITY SHARES HAVING FACE VALUE OF RS. 10 EACH ("EQUITY SHARES"), REPRESENTING 26.00% OF THE EMERGING VOTING CAPITAL OF JUST DIAL LIMITED ("TARGET COMPANY") AT A PRICE OF RS. 1022.25 PER EQUITY SHARE FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY, BY RELIANCE RETAIL VENTURES LIMITED ("ACQUIRER"), PURSUANT TO AND IN COMPLIANCE OF THE SEBI (SAST) REGULATIONS ("OFFER" OR "OPEN OFFER").

This post offer advertisement ("Post Offer Advertisement") is being issued by JM Financial Limited ("Manager to the Offer" or "Manager"), in respect of the Open Offer, for and on behalf of the Acquirer, pursuant to and in accordance with regulation 18(12) of the SEBI (SAST) Regulations. This Post Offer Advertisement should be read in continuation of, and in conjunction with: (a) the public announcement dated July 16, 2021 ("PA"); (b) the detailed public statement that was published in all editions of 'Financial Express' (English), 'Jansatta' (Hindi), 'Loksatta' (Marathi), and 'Indian Express' (English) on July 26, 2021 ("DPS"); (c) the letter of offer dated September 14, 2021 along with FOA and Share Transfer Form ("LOF"); and (d) offer opening public announcement and corrigendum to the DPS that was published in the aforesaid newspapers in which the DPS was published, on September 22, 2021. This Post Offer Advertisement is being published in all such aforesaid newspapers in which the DPS was published.

Capitalized terms used but not defined in this Post Offer Advertisement shall have the meaning assigned to such terms in the LOF.

The Public Shareholders of the Target Company are requested to kindly note the following information with respect to the Open Offer:

- 1 Name of the Target Company : Just Dial Limited
- 2 Name of the Acquirer : Reliance Retail Ventures Limited
- 3 Name of the Manager to the Offer : JM Financial Limited
- 4 Name of the Registrar to the Offer : KFin Technologies Private Limited
- 5 Offer Details:
  - a) Date of Opening of the Offer : Thursday, September 23, 2021
  - b) Date of Closure of the Offer : Wednesday, October 6, 2021
- 6 Date of Payment of Consideration : Thursday, October 14, 2021
- 7 Details of Acquisition:

| Sr. No. | Particulars                                                                                                                                                                                               | Proposed in the LOF <sup>(1)</sup>     |                               | Actuals <sup>(1)</sup>                 |                           |
|---------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-------------------------------|----------------------------------------|---------------------------|
| 7.1     | Offer Price (per Equity Share)                                                                                                                                                                            | Rs. 1022.25                            |                               | Rs. 1022.25                            |                           |
| 7.2     | Aggregate number of Equity Shares tendered in the Offer                                                                                                                                                   | 2,17,36,894 <sup>(2)</sup>             |                               | 2,63,86,234                            |                           |
| 7.3     | Aggregate number of Equity Shares accepted in the Offer                                                                                                                                                   | 2,17,36,894 <sup>(2)</sup>             |                               | 2,17,36,894                            |                           |
| 7.4     | Size of the Offer (Number of Equity Shares multiplied by Offer Price)                                                                                                                                     | Rs. 2222,05,39,891.50 <sup>(2)</sup>   |                               | Rs. 2222,05,39,891.50                  |                           |
| 7.5     | Shareholding of the Acquirer before agreements/ public announcement <ul style="list-style-type: none"><li>• Number</li><li>• % of Emerging Voting Capital</li></ul>                                       | Nil<br>(0.00%)                         |                               | Nil<br>(0.00%)                         |                           |
| 7.6     | Equity Shares acquired by way of agreements <ul style="list-style-type: none"><li>• Number</li><li>• % of Emerging Voting Capital</li></ul>                                                               | 3,42,38,799<br>(40.95%)                |                               | 3,42,38,799<br>(40.95%)                |                           |
| 7.7     | Equity Shares acquired by way of Open Offer <ul style="list-style-type: none"><li>• Number</li><li>• % of Emerging Voting Capital</li></ul>                                                               | 2,17,36,894<br>(26.00%) <sup>(2)</sup> |                               | 2,17,36,894<br>(26.00%)                |                           |
| 7.8     | Equity Shares acquired after Detailed Public Statement <sup>(3)</sup> <ul style="list-style-type: none"><li>• Number and price of Equity Shares acquired</li><li>• % of Emerging Voting Capital</li></ul> | Nil<br>(0.00%)                         |                               | Nil<br>(0.00%)                         |                           |
| 7.9     | Post Offer shareholding of the Acquirer and the PACs <ul style="list-style-type: none"><li>• Number</li><li>• % of Emerging Voting Capital</li></ul>                                                      | 5,59,75,693<br>(66.95%) <sup>(2)</sup> |                               | 5,59,75,693<br>(66.95%)                |                           |
| 7.10    | Pre & Post offer shareholding of the Public <ul style="list-style-type: none"><li>• Number</li><li>• % of Emerging Voting Capital</li></ul>                                                               | Pre-Offer                              | Post-Offer <sup>(2) (5)</sup> | Pre-Offer                              | Post-Offer <sup>(5)</sup> |
|         |                                                                                                                                                                                                           | 4,04,29,389<br>(64.76%) <sup>(4)</sup> | 1,86,92,495<br>(22.36%)       | 4,04,29,389<br>(64.76%) <sup>(4)</sup> | 1,86,92,495<br>(22.36%)   |

- (1) Unless stated otherwise, percentages disclosed in the table above are computed basis the Emerging Voting Capital.
- (2) Assuming full acceptance in the Open Offer.
- (3) Apart from the Equity Shares specified in sl. nos. 7.6 and 7.7.
- (4) Includes 57,805 ESOPs, which have vested or which shall vest prior to October 31, 2021. Percentage computed on the basis of Emerging Voting Capital less the Subscription Shares, as disclosed in the LOF.
- (5) The Acquirer, on September 1, 2021, acquired sole control over the Target Company and became the promoter of the Target Company.

8 Other information

- 8.1 The Acquirer and its directors, in their capacity as directors of the Acquirer, accept full responsibility for the information contained in this Post Offer Advertisement and also for the obligations under the SEBI (SAST) Regulations.
- 8.2 A copy of this Post Offer Advertisement will be available on the websites of SEBI ([www.sebi.gov.in](http://www.sebi.gov.in)), BSE Limited ([www.bseindia.com](http://www.bseindia.com)), National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)), Metropolitan Stock Exchange of India Limited ([www.msei.in](http://www.msei.in)) and at the registered office of the Target Company.

Issued on behalf of the Acquirer by the Manager to the Offer



**JM Financial Limited**  
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Prabhadevi, Mumbai 400 025, Maharashtra, India  
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Fax No.: +91 22 6630 3330  
E-mail: [justdial.openoffer@jmfll.com](mailto:justdial.openoffer@jmfll.com)  
Contact Person: Prachee Dhuri  
SEBI Registration No.: INM000010361

Registrar to the Offer



Inspired By Passion. Driven By Technology.

**KFin Technologies Private Limited**  
(formerly known as Karvy Fintech Private Limited)  
Selenium Building, Tower- B, Plot No 31 & 32,  
Gachibowli, Financial District Nanakramguda,  
Serilingampally, Hyderabad Rangareddi – 500032,  
Telangana  
Tel. No.: +91 40 6716 2222/ 1-800-34-54001  
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Contact Person: M. Murali Krishna  
SEBI Registration No.: INR000000221